

Talwalkars Better Value Fitness Ltd.
Regd. Off.: 801/813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai 400 026.
Tel.: 6612 6300. Fax: 6612 6363. Website: www.talwalkars.net CIN: L92411MH2003PLC140134



Date: 10th September, 2015

To,
The Manager
Listing /Compliance Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

To,
Mr. Wilbur Fernandes / Mr. Troydon Bird,
The Manager
BSE Limited
Corporate Service Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Re: **Talwalkars Better Value Fitness Limited; Scrip Name: TALWALKARS; Scrip Code 533200**
Sub: **Information pursuant to Clause 31(d) of the Listing Agreement**
– Proceedings at the 12th Annual General Meeting of the Company

Dear Sir,

Pursuant to Clause 31(d) and other applicable clauses of the Listing Agreement, we give below the proceedings of the 12th Annual General Meeting (AGM) of the Company, held on Thursday, 10th September, 2015 at 11.30 a.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001. At the said AGM, the shareholders of the Company:

As Ordinary Business:

1. Adopted the audited financial statement and audited consolidated financial statement for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. Declared dividend of Rs. 1.50/- per share of Rs. 10/- each (15%).
3. Re-appointed Mr. Madhukar Talwalkar as a Director, liable to retire by rotation.
4. Re-appointed Mr. Vinayak Gawande as a Director, liable to retire by rotation.
5. Ratified Appointment of M/s. M. K. Dankeker & Co., Chartered Accountants, Mumbai (Firm Registration Number: 000679S) as Statutory Auditors until the conclusion of the 13th Annual General Meeting and authorised the Board of Directors to fix their remuneration.

As Special Business:

6. Confirmed appointment of Mrs. Mrunalini Deshmukh as Directors of the Company.
7. Approved the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours truly,

For Talwalkars Better Value Fitness Limited

Avanti Sankav

Company Secretary & Compliance Officer

