

Annexure-B**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Talwalkars Better Value Fitness Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	SMALLCAP World Fund, Inc.		
Whether the acquirer belongs to Promoter / Promoter group	n/a		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India and Bombay Stock Exchange		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share / voting capital of the TC (*)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	1,694,000	6.4704%	6.4704%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	1,694,000	6.4704%	6.4704%

<u>Details of acquisition / sale</u>	Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share / voting capital of the TC (*)
a) Shares carrying voting rights acquired / sold	695,000	2.3400	2.3400%
b) VRs acquired / sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	695,000	2.3397%	2.3397%
<u>After the acquisition / sale, holding of:</u>			
a) Shares carrying voting rights	2,389,000	8.0424%	8.0424%
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	2,389,000	8.0424%	8.0424%

Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Offering
Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 June 2015
Equity share capital / total voting capital of the TC before the said acquisition / sale	26,180,887
Equity share capital / total voting capital of the TC after said acquisition / sale	29,704,900
Total diluted share/voting capital of the TC after the said acquisition	29,704,900

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory



Walter R. Burkley, Vice President

Place: Los Angeles, California

Date: 01 July 2015