

**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: 12<sup>th</sup> May, 2016

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. C/1, G Block,  
BKC, Bandra (East), Mumbai – 400051

Dear Sir,

Re: **Talwalkars Better Value Fitness Ltd.; Scrip Symbol: TALWALKARS; Scrip Code: 533200**  
**Sub: Submission of Newspaper Advertisement of Postal Ballot**

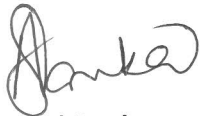
We enclose herewith newspaper advertisement for postal ballot published in Free Press (English) and Navshakti (Marathi) dated 12<sup>th</sup> May, 2016.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For **Talwalkars Better Value Fitness Limited**



**Avanti Sankav**  
**Company Secretary & Compliance officer**  
Encl: a/a.



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**NOTICE**

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any amendment thereto or enactment/re-enactment thereof), the details of which are as follow :

1. Consent of the members is sought by way of Postal Ballot through physical means or electronic voting (remote electronic voting) for the following special business:
  - I. To appoint Mrs. Mrunalini Deshmukh (DIN : 07092728) as Independent Director.
  - II. To approve the borrowing limits upto Rs. 600 crores.
  - III. To approve creation of charge on the movable and immovable properties of the Company in respect of borrowings.
  - IV. To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.
2. The Company has completed dispatch of requisite Postal Ballot Notices and Forms to the Shareholders of the Company on Wednesday, 11th May, 2016.
3. The Voting by Postal Ballot starts on Thursday, 12th May, 2016 and last date of receiving Postal Ballot Forms from Shareholders is Saturday, 11th June, 2016 and any Postal Ballot Form received after 11th June, 2016 will not be considered valid for voting.
4. The Electronic voting period will commence from 9.00 a.m. on Thursday, 12th May, 2016 and end at 5.00 p.m. on Saturday, 15th June, 2016; Electronic voting shall be disabled from 5.00 p.m. on 11th June, 2016.
5. The shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 6th May, 2016, may cast their vote by the way of Postal Ballot/Electronic voting.
6. The Shareholder who desires to have printed copy of the Postal Ballot Form, a request can be sent to the Company at [ig@talwalkars.net](mailto:ig@talwalkars.net).
7. Members may address their queries/grievances connected with the voting by Postal Ballot, if any, to Ms. Avanti Sankav, Company Secretary (Contact Number : 022-66126300, email : [avantis@talwalkars.net](mailto:avantis@talwalkars.net)) and queries/grievances regarding electronic voting, if any, may be addressed to Mr. Mehboob Lakhani, Assistant Manager of Central Depository Services (India) Limited at Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai-400 001; (Contact Number : 18002005533) or by writing an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Mr. Bharat R. Upadhyay, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Postal Ballot process including Electronic voting in a fair and transparent manner.
9. The result of Postal Ballot/Electronic voting will be announced by Mr. Vinayak Gawande, Whole-time Director of the Company on Wednesday, 15th June, 2016 at 6.00 p.m. at the Registered Office of the Company at 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai-400 026 and will also be announced through newspaper advertisements and shall be displayed on Company's website [www.talwalkars.net](http://www.talwalkars.net).

For Talwalkars Better Value Fitness Limited  
Avanti Sankav  
Company Secretary

Date : 10th May, 2016  
Place : Mumbai

नवधक्ति  
मुंबई, गुरुवार, १२ मे २०१६

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Avanti Sankav  
Company Secretary

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