



**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: 18<sup>th</sup> September, 2014

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 11<sup>th</sup> 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 11<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, 18<sup>th</sup> September, 2014 at 12.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4<sup>th</sup> 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 Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date 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. Anant Gawande as a Director, liable to retire by rotation.
4. Re-appointed Mr. Harsha Bhatkal as a Director, liable to retire by rotation.
5. Appointed M/s. M. K. Dankeker & Co., Chartered Accountants, Mumbai (Firm Registration Number: 000679S) as Statutory Auditors for two consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 13<sup>th</sup> Annual General Meeting to be held in the calendar year 2016 and authorised the Board of Directors to fix their remuneration.

**As Special Business:**

6. Appointed Mr. Manohar Bhide (DIN: 00001826) as Independent Director of the Company.
7. Appointed Mr. Raman Maroo (DIN: 00169152) as Independent Director of the Company.
8. Appointed Mr. Mohan Jayakar (DIN: 00925962) as Independent Director of the Company.
9. Appointed Dr. Avinash Phadke (DIN: 00799476) as Independent Director of the Company.
10. Appointed Mr. Abhijeet Patil (DIN: 00356630) as Independent Director of the Company.
11. Appointed Mr. Dinesh Afzulpurkar (DIN: 05313394) as Independent Director of the Company.
12. Re-appointed Mr. Madhukar Talwalkar (DIN: 00341613) as Executive Chairman of the Company.
13. Re-appointed Mr. Prashant Talwalkar (DIN: 00341715) as Managing Director and CEO of the Company.
14. Re-appointed Mr. Vinayak Gawande (DIN: 00324591) as Whole-time Director of the Company.
15. Re-appointed Mr. Girish Talwalkar (DIN: 00341675) as Whole-time Director of the Company.





**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

*Spreading fitness since 1932*

16. Re-appointed Mr. Anant Gawande (DIN:00324734) as Whole-time Director and CFO of the Company.
17. Re-appointed Mr. Harsha Bhatkal (DIN:00283946) as Whole-time Director of the Company.
18. Approved borrowing limits of the Company.
19. Approved the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.
20. Approved the franchise agreement with Aspire Fitness Private Limited.
21. Approved the franchise agreement with Denovo Enterprises Private Limited.
22. Approved the franchise agreement with Jyotsna Fitness Private Limited.
23. Approved the franchise agreement with Equinox Wellness Private Limited.

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**

