

**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: 20<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.

Dear Sir,

Re: **Talwalkars Better Value Fitness Limited; Scrip Name: TALWALKARS; Scrip Code: 533200**  
Sub: **Submission of the details of the voting results at the Annual General Meeting.**

Pursuant to the provisions of the Listing Agreement, we hereby enclose following containing details of the voting results of the Annual General Meeting held on 18<sup>th</sup> September, 2014:

1. Report Pursuant to Clause 35A of the Listing Agreement – (Annexure –A).
2. Scrutinizer's Report of E-Voting conducted pursuant to Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – (Annexure –B).
3. Scrutinizer Report in Form MGT-13 on Voting by Poll conducted pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 – (Annexure –C).

Kindly take the same on records and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,  
For Talwalkars Better Value Fitness Ltd.



**Avanti Sankav**  
Company Secretary & Compliance Officer

Encl: As Above

**DETAILS OF THE VOTING RESULTS AT ANNUAL GENERAL MEETING AS PER CLAUSE 35A OF LISTING AGREEMENT:**

ANNEXURE- A

1. Date of the AGM/EGM: 18<sup>th</sup> September, 2014
2. Total number of shareholders on record date: 10,348
3. No. of shareholders present in the meeting either in person or through proxy: 59  

Promoters and Promoter Group: 7	Public: 52
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4. No. of Shareholders attended the meeting through Video Conferencing: Nil  

Promoters and Promoter Group: Nil	Public: Nil
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5. Details of the Agenda:

Resolution No. 1							
Details of Agenda		To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014, the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon;					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	33,15,915	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,40,838</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Resolution No. 2							
Details of Agenda		To declare dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2014;					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	33,15,915	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,40,838</b>	<b>0</b>	<b>100%</b>	<b>0</b>



Resolution No. 3							
Details of Agenda		To appoint a Director in place of Mr. Anant Gawande (DIN: 00324734), who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*1 00	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	10132840	72%	10132840	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	28,73,317	4,42,598	87%	13%
<b>Total</b>	<b>2,61,80,888</b>	<b>1,57,92,755</b>	<b>-</b>	<b>1,53,50,157</b>	<b>4,42,598</b>	<b>97%</b>	<b>3%</b>

Resolution No. 4							
Details of Agenda		To appoint a Director in place of Mr. Harsha Bhatkal (DIN: 00283946), who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No of votes in favour (4)	No of votes again st (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,24,13,040	89%	1,24,13,040	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,80,72,925</b>	<b>-</b>	<b>1,80,72,925</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Resolution No. 5							
Details of Agenda		To appoint M. K. Dandekar & Company (Firm Registration Number: 000679S), Chartered Accountants, Mumbai as the Statutory Auditors of the Company					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public	27,56,422	23,44,000	85%	23,44,000	0	100%	0



Institutional holders							
Public-others	94,43,543	33,15,915	35%	32,96,415	19,500	99.40	0.6
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,21,338</b>	<b>19,500</b>	<b>99.93%</b>	<b>0.07%</b>

Resolution No. 6							
Details of Agenda		To appoint Mr. Manohar Bhide (DIN: 00001826) as Independent Director of the Company					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,09,619	35%	33,09,619	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,34,542</b>	<b>--</b>	<b>1,96,34,542</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Resolution No. 7							
Details of Agenda		To appoint Mr. Raman Maroo (DIN: 00169152) as Independent Director of the Company.					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	28,53,787	4,62,098	86%	14%
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,808</b>	<b>--</b>	<b>1,91,78,710</b>	<b>4,62,098</b>	<b>98%</b>	<b>2%</b>

Resolution No. 8							
Details of Agenda		To appoint Mr. Mohan Jayakar (DIN: 00925962) as Independent Director of the Company.					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0



Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	28,53,787	4,62,098	86%	14%
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,808</b>	<b>--</b>	<b>1,91,78,710</b>	<b>4,62,098</b>	<b>98%</b>	<b>2%</b>

Resolution No. 9							
Details of Agenda		To appoint Dr. Avinash Phadke (DIN: 00799476) as Independent Director of the Company.					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	33,15,915	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,40,838</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Resolution No. 10							
Details of Agenda		To appoint Mr. Abhijeet Patil (DIN: 00356630) as Independent Director of the Company.					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	28,53,787	4,62,098	86%	14%
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,808</b>	<b>--</b>	<b>1,91,78,710</b>	<b>4,62,098</b>	<b>98%</b>	<b>2%</b>

Resolution No. 11							
Details of Agenda		To appoint Mr. Dinesh Afzulpurkar (DIN: 05313394) as Independent Director of the Company.					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0



group							
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	28,53,817	4,62,098	86%	14%
Total	2,61,80,888	1,96,40,838	--	1,91,78,740	4,62,098	98%	2%

**Resolution No. 12**

<b>Details of Agenda</b>		To re-appoint Mr. Madhukar Talwalkar (DIN: 00341613) as Executive Chairman of the Company.					
<b>Resolution required (Ordinary / Special)</b>		Special Resolution					
<b>Mode of Voting</b>		Poll and E-voting					
<b>Promoter/ public</b>	<b>No of shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No of votes in favour (4)</b>	<b>No of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter & Promoter group	1,39,80,923	82,84,363	59%	82,84,363	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
Total	2,61,80,888	1,39,44,248	--	1,39,44,248	0	100%	0

**Resolution No. 13**

<b>Details of Agenda</b>		To re-appoint Mr. Prashant Talwalkar (DIN: 00341715) as Managing Director and CEO of the Company.					
<b>Resolution required (Ordinary / Special)</b>		Special Resolution					
<b>Mode of Voting</b>		Poll and E-voting					
<b>Promoter/ public</b>	<b>No of shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No of votes in favour (4)</b>	<b>No of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter & Promoter group	1,39,80,923	1,11,04,843	79%	1,11,04,843	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
Total	2,61,80,888	1,67,64,728	--	1,67,64,728	0	100%	0

**Resolution No. 14**

<b>Details of Agenda</b>		To re-appoint Mr. Vinayak Gawande (DIN: 00324591) as Whole-time Director of the Company.					
<b>Resolution required (Ordinary / Special)</b>		Special Resolution					
<b>Mode of Voting</b>		Poll and E-voting					
<b>Promoter/ public</b>	<b>No of shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No of votes in favour (4)</b>	<b>No of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>



			100				
Promoter & Promoter group	1,39,80,923	1,01,32,840	72%	1,01,32,840	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
Total	2,61,80,888	1,57,92,725	--	1,57,92,725	0	100%	0

Resolution No. 15							
Details of Agenda		To re-appoint Mr. Girish Talwalkar (DIN: 00341675) as Whole-time Director of the Company.					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	82,84,363	59%	82,84,363	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
Total	2,61,80,888	1,39,44,248	--	1,39,44,248	0	100%	0

Resolution No. 16							
Details of Agenda		To re-appoint Mr. Anant Gawande (DIN: 00324734) as Whole-time Director and CFO of the Company.					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,01,32,840	72%	1,01,32,840	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
Total	2,61,80,888	1,57,92,725	--	1,57,92,725	0	100%	0

Resolution No. 17							
Details of Agenda		To re-appoint Mr. Harsha Bhatkal (DIN: 00283946) as Whole-time Director of the Company.					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/public	No of shares held	No of votes polled (2)	% of votes polled on	No of votes in favour (4)	No of votes	% of votes in favour	% of votes against on votes



	(1)		outstanding shares (3)=[(2)/(1)]*100		against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,24,13,040	89%	1,24,13,040	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,885	35%	33,15,885	0	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,80,72,925</b>	<b>--</b>	<b>1,80,72,925</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Resolution No. 18							
Details of Agenda		To approve borrowing limits of the Company					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	33,15,875	40	99.99%	0.01%
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,40,798</b>	<b>40</b>	<b>99.99%</b>	<b>0.01%</b>

Resolution No. 19							
Details of Agenda		To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	1,39,80,923	100%	1,39,80,923	0	100%	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,15,915	35%	33,15,914	1	100%	0
<b>Total</b>	<b>2,61,80,888</b>	<b>1,96,40,838</b>	<b>--</b>	<b>1,96,40,837</b>	<b>1</b>	<b>100%</b>	<b>0</b>

Resolution No. 20		
Details of Agenda		To approve the franchise agreement with Aspire Fitness Private Limited
Resolution required (Ordinary / Special)		Special Resolution
Mode of Voting		Poll and E-voting





Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	0	0	0	0	0	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,09,619	35%	32,90,119	19,500	99.40	0.60
<b>Total</b>	<b>2,61,80,888</b>	<b>56,53,619</b>	<b>—</b>	<b>56,34,119</b>	<b>19,500</b>	<b>99.66%</b>	<b>0.34%</b>

Resolution No. 21							
Details of Agenda		To approve the franchise agreement with Denovo Enterprises Private Limited					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	0	0	0	0	0	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,09,589	35%	32,90,089	19,500	99.40	0.60
<b>Total</b>	<b>2,61,80,888</b>	<b>56,53,589</b>	<b>—</b>	<b>56,34,089</b>	<b>19,500</b>	<b>99.66%</b>	<b>0.34%</b>

Resolution No. 22							
Details of Agenda		To approve the franchise agreement with Jyotsna Fitness Private Limited					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	0	0	0	0	0	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,09,619	35%	32,90,119	19,500	99.40	0.60
<b>Total</b>	<b>2,61,80,888</b>	<b>56,53,619</b>	<b>—</b>	<b>56,34,119</b>	<b>19,500</b>	<b>99.66%</b>	<b>0.34%</b>

Resolution No. 23							
Details of Agenda		To approve the franchise agreement with Equinox Wellness Private Limited					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		Poll and E-voting					
Promoter/ public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	0	0	0	0	0	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public-others	94,43,543	33,09,619	35%	32,90,119	19,500	99.40	0.60
<b>Total</b>	<b>2,61,80,888</b>	<b>56,53,619</b>	<b>—</b>	<b>56,34,119</b>	<b>19,500</b>	<b>99.66%</b>	<b>0.34%</b>



			outstanding shares (3)=[(2)/(1)]*100	favour (4)	against (5)	votes polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Promoter & Promoter group	1,39,80,923	0	0	0	0	0	0
Public Institutional holders	27,56,422	23,44,000	85%	23,44,000	0	100%	0
Public- others	94,43,543	33,09,619	35%	32,90,119	19,500	99.40	0.60
<b>Total</b>	<b>2,61,80,888</b>	<b>56,53,619</b>	<b>--</b>	<b>56,34,119</b>	<b>19,500</b>	<b>99.66%</b>	<b>0.34%</b>





**REPORT OF SCRUTINIZER**

**[E - VOTING]**

[Pursuant to Clause 35B of Listing Agreement and Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**Talwalkars Better Value Fitness Limited,**  
801-813, Mahalaxmi Chambers,  
22, Bhulabhai Desai Road,  
Mumbai - 400026.

Dear Sir,

I, Prabha Sharma, Practising Company Secretary, appointed as a Scrutinizer for the 11<sup>th</sup> (Eleventh) Annual General Meeting of the Equity Shareholders of "Talwalkars Better Value Fitness Limited" to be held on Thursday, the 18th September, 2014 at 12.30 p.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 for the purpose of voting by electronic means on the resolutions set out in the Notice dated 25<sup>th</sup> July, 2014, submit my report as under:-

1. Pursuant to Sections 101, 108 of the Companies Act 2013 and Clause 3(i) of Rule 20 of the Companies (Management & Administration) Rules, 2014 the Notice convening the meeting including Statement under Section 102 of the Act has been dispatched by email on 23<sup>rd</sup> August, 2014, to members who have registered their email IDs with the Company/Depository and to other members, by

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courier/registered post in physical form on 25<sup>th</sup> August, 2014 and the said Notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by Central Depository Services India Limited (CDSL).

2. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English and a vernacular newspaper having wide circulation on the 2<sup>nd</sup> September, 2014.
3. The e-voting period commenced on 11<sup>th</sup> September, 2014 at 9.00 a.m and ended on 13<sup>th</sup> September, 2014 at 6.00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on 13<sup>th</sup> September, 2014 at 6.00 p.m., the CDSL portal was blocked for voting.
5. The votes cast were unblocked by me in the presence of two witnesses, namely Ms. Neena Bhatia residing at C-93, Snehadhara, Dadabhai Cross Road No. 3, Vile Parle (W), Mumbai - 400056 and Mr. Mayuresh Gawade residing at 13/76 Suniti C.H.S, Shivai Nagar, Thane(W) - 400606 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

(Neena Bhatia)

(Mayuresh Gawade)

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6. A Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number or Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the lists of shares with differential voting rights did not arise.
7. Corporate members/entities who participated in the e-voting have provided the scanned copy of the Resolutions passed by their Board of Directors / requisite authorizations as the case may be.
8. Based on the results made available to me, 40 (forty) members have cast their vote on e-voting platform and I have annexed with this Report the details and analysis of the e-voting results for each of the twenty three agenda items contained in the said Notice.
9. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution is enclosed.
10. The data sheet relating to e-voting and other related papers/registers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Sincerely,

**Prabha Sharma**  
(Practising Company Secretary)

FCS NO.: 3695

CP NO. : 2603

Thane, 15<sup>th</sup> September 2014



**DETAILS OF RESOLUTION WISE E-VOTES CAST BY THE SHAREHOLDERS OF  
TALWALKARS BETTER VALUE FITNESS LIMITED.**

<b>Agenda no: 1</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Adoption of the Audited Financial Statements including Balance Sheet as on 31 <sup>st</sup> March, 2014, the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	40	1,80,29,854	100.00
Dissent	0	0	
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 2</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Declaration of dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2014

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	40	1,80,29,854	100.00
Dissent	0	0	
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 3</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Anant Gawande (DIN: 00324734) who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	37	1,41,81,771	100.00
Assent	36	1,37,56,771	97.00
Dissent	1	4,25,000	3.00
Abstain	0	0	
Total	37	1,41,81,771	



Note: Number of e-votes cast excludes 38,48,083 shares cast by 3(three) related parties.

<b>Agenda no: 4</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Harsha Bhatkal (DIN: 00283946) who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	38	1,64,61,971	100.00
Assent	38	1,64,61,971	100.00
Dissent	0	0	
Abstain	0	0	
Total	38	1,64,61,971	

Note: Number of e-votes cast excludes 15,67,883 shares cast by 2(two) related parties.



<b>Agenda no: 5</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of M. K. Dandekar & Company (Firm registration number: 0006795), Chartered Accountants, Mumbai as the Statutory auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting until conclusion of the 13 <sup>th</sup> Annual General Meeting.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	40	1,80,29,854	100.00
Dissent	0	0	
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 6</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Mr. Manohar Bhide (DIN 00001826) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	39	1,80,23,558	100.00
Assent	39	1,80,23,558	100.00
Dissent	0	0	
Abstain	0	0	
Total	39	1,80,23,558	

Note: Number of e-votes cast excludes 6,296 shares cast by 1(one) related party.





<b>Agenda no: 7</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Mr. Raman Maroo (DIN 00169152) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,76,04,854	97.64
Dissent	1	4,25,000	2.36
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 8</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Mr. Mohan Jayakar (DIN 00925962) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,76,04,854	97.64
Dissent	1	4,25,000	2.36
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 9</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Dr. Avinash Phadke (DIN 00799476) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	40	1,80,29,854	100.00
Dissent	0	0	
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 10</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Mr. Abhijit Patil (DIN 00356630) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,76,04,854	97.64
Dissent	1	4,25,000	2.36
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 11</b>	<b>Type of Resolution: Ordinary Resolution</b>
Subject	Appointment of Mr. Dinesh Afzulpurkar (DIN 05313394) as an Independent Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,76,04,854	97.64
Dissent	1	4,25,000	2.36
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 12</b>	<b>Type of Resolution: Special Resolution</b>
Subject	Re-appointment of Mr. Madhukar Talwalkar (DIN 00341613) as an Executive Chairman

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	38	1,23,33,294	100.00
Assent	38	1,23,33,294	100.00
Dissent	0	0	
Abstain	0	0	
Total	38	1,23,33,294	

Note: Number of e-votes cast excludes 56,96,560 shares cast by 2(two) related parties.



<b>Agenda no: 13</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Prashant Talwalkar (DIN 00341715) as a Managing Director and CEO

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	37	1,51,53,774	100.00
Assent	37	1,51,53,774	100.00
Dissent	0	0	
Abstain	1	50	
Total	38	1,51,53,774	



Note: Number of e-votes cast excludes 28,76,080 shares cast by 2(two) related party.

<b>Agenda no: 14</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Vinayak Gawande (DIN 00324591) as Whole-time Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	37	1,41,81,771	100.00
Assent	37	1,41,81,771	100.00
Dissent	0	0	
Abstain	0	0	
Total	37	1,41,81,771	

Note: Number of e-votes cast excludes 38,48,083 shares cast by 3(three) related parties.



<b>Agenda no: 15</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Girish Talwalkar (DIN 00341675) as Whole-time Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	38	1,23,33,294	100.00
Assent	38	1,23,33,294	100.00
Dissent	0	0	
Abstain	0	0	
Total	38	1,23,33,294	



Note: Number of e-votes cast excludes 56,96,560 shares cast by 2(two) related parties.

<b>Agenda no: 16</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Anant Gawande (DIN 00324734) as Whole-time Director and CFO

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	37	1,41,81,771	100.00
Assent	37	1,41,81,771	100.00
Dissent	0	0	
Abstain	0	0	
Total	37	1,41,81,771	

Note: Number of e-votes cast excludes 38,48,083 shares cast by 3(three) related parties.



Agenda no: 17	Type of Resolution: Special Resolution
Subject	Re-appointment of Mr. Harsha Bhatkal (DIN 00283946) as Whole-time Director

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	38	1,64,61,971	100.00
Assent	38	1,64,61,971	100.00
Dissent	0	0	
Abstain	0	0	
Total	38	1,64,61,971	



Note: Number of e-votes cast excludes 15,67,883 shares cast by 2(two) related parties.

Agenda no: 18	Type of Resolution: Special Resolution
Subject	To approve Borrowing limits up to Rs. 3,50,00,00,000/- .

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,80,29,814	99.99978
Dissent	1	40	0.00022
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 19</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the offer or invitation to subscribe to Non- convertible Debentures on private placement basis

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	40	1,80,29,854	100.00
Assent	39	1,80,29,853	99.99999
Dissent	1	1	0.00001
Abstain	0	0	
Total	40	1,80,29,854	



<b>Agenda no: 20</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the franchise agreement with Aspire Fitness Private Limited

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
TOTAL VOTES CAST	32	40,42,635	100.00
ASSENT	32	40,42,635	100.00
DISSENT	0	0	
ABSTAIN	0	0	
Total	32	40,42,635	

Note: Number of e-votes cast excludes 1,39,87,219 shares cast by 8(eight) related parties.



<b>Agenda no: 21</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the franchise agreement with Denovo Enterprises Private limited

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	32	40,42,635	100.00
Assent	32	40,42,635	100.00
Dissent	0	0	
Abstain	0	0	
Total	32	40,42,635	



Note: Number of e-votes cast excludes 1,39,87,219 shares cast by 8(eight) related parties.

<b>Agenda no: 22</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the franchise agreement with Jyotsna Fitness Private Limited

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	32	40,42,635	100.00
Assent	32	40,42,635	100.00
Dissent	0	0	
Abstain(fully)	0	0	
Total	32	40,42,635	

Note: Number of e-votes cast excludes 1,39,87,219 shares cast by 8(eight) related parties.






Agenda no: 23	Type of Resolution: Special Resolution
Subject	To approve the franchise agreement with Equinox Wellness Private Limited

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	percentage of total
Total votes cast	32	40,42,635	100.00
Assent	32	40,42,635	100.00
Dissent	0	0	
Abstain	0	0	
Total	32	40,42,635	

Note: Number of e-votes cast excludes 1,39,87,219 shares cast by 8(eight) related parties.



**PRABHA SHARMA**  
 PRACTISING COMPANY SECRETAR  
 MEMBERSHIP No. FCS 3695  
 COP No. 2603



## REPORT OF SCRUTINIZER

(Form No. MGT-13)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Talwalkars Better Value Fitness Limited,  
801-813, Mahalaxmi Chambers,  
22, Bhulabhai Desai Road,  
Mumbai - 400026.

I, Prabha Sharma, Practising Company Secretary, appointed as Scrutinizer vide resolution dated 8<sup>th</sup> May, 2014, for the purpose of the poll taken on the annexed Resolutions at the 11<sup>th</sup> (Eleventh) Annual General Meeting of the Equity Shareholders of "Talwalkars Better Value Fitness Limited" held on Thursday, the 18th September, 2014 at 12.30 p.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 submit my report as under:-

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identifications marks placed by me.
2. The locked ballot box was subsequently opened in my presence and Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. Result of the poll is annexed herewith Resolution-wise.





**Prabha Sharma**

M.Com., FCS, AICWAJ  
Practising Company Secretary

5. Soft copy of the list of equity shareholders who have voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution has been provided to the Company Secretary of the Company.
6. The Poll papers and other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Sincerely,

**Prabha Sharma**  
(Practising Company Secretary)

FCS NO.: 3695  
CP NO. : 2603  
Thane, 18<sup>th</sup> September 2014

**PRABHA SHARMA**  
PRACTISING COMPANY SECRETARY  
MEMBERSHIP No. FCS 3695  
COP No. 2603



**DETAILS OF VOTES CAST IN THE POLL, RESOLUTION WISE  
TALWALKARS BETTER VALUE FITNESS LIMITED.**

<b>Agenda no: 1</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Adoption of the Audited Financial Statements including Balance Sheet as on 31 <sup>st</sup> March, 2014, the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 2</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Declaration of dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2014

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



Agenda no: 3	Type of Resolution: Ordinary Resolution
Subject	Appointment of Mr. Anant Gawande (DIN: 00324734) who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	17	15,93,386	98.91
Dissent (Against)	1	17,598	1.09
Invalid	2	515	
Abstain (Partially)	1	5	



Agenda no: 4	Type of Resolution: Ordinary Resolution
Subject	Appointment of Mr. Harsha Bhatkal (DIN: 00283946) who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



<b>Agenda no: 5</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of M. K. Dandekar & Company (Firm registration number: 0006795), Chartered Accountants, Mumbai as the Statutory auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting until conclusion of the 13 <sup>th</sup> Annual General Meeting.

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	17	15,91,484	98.79
Dissent (Against)	1	19,500	1.21
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 6</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Manohar Bhide (DIN 00001826) as an Independent Director

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 7</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	<b>Appointment of Mr. Raman Maroo (DIN 00169152) as an Independent Director</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	15	15,73,856	97.70
Dissent (Against)	2	37,098	2.30
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



<b>Agenda no: 8</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	<b>Appointment of Mr. Mohan Jayakar (DIN 00925962) as an Independent Director</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	15	15,73,856	97.70
Dissent (Against)	2	37,098	2.30
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



<b>Agenda no: 9</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	<b>Appointment of Dr. Avinash Phadke (DIN 00799476) as an Independent Director</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 10</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	<b>Appointment of Mr. Abhijit Patil (DIN 00356630) as an Independent Director</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	15	15,73,856	97.70
Dissent (Against)	2	37,098	2.30
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	





<b>Agenda no: 11</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Dinesh Afzulpurkar (DIN 05313394) as an Independent Director

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	16	15,73,886	97.70
Dissent (Against)	2	37,098	2.30
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 12</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	Re-appointment of Mr. Madhukar Talwalkar (DIN 00341613) as an Executive Chairman

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



Agenda no: 13	Type of Resolution: Special Resolution
Subject	Re-appointment of Mr. Prashant Talwalkar (DIN 00341715) as a Managing Director and CEO

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



Agenda no: 14	Type of Resolution: Special Resolution
Subject	Re-appointment of Mr. Vinayak Gawande (DIN 00324591) as Whole-time Director

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



<b>Agenda no: 15</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	<b>Re-appointment of Mr. Girish Talwalkar (DIN 00341675) as Whole-time Director</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



<b>Agenda no: 16</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	<b>Re-appointment of Mr. Anant Gawande (DIN 00324734) as Whole-time Director and CFO</b>

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



Agenda no: 17	Type of Resolution: Special Resolution
Subject	Re-appointment of Mr. Harsha Bhatkal (DIN 00283946) as Whole-time Director

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	17	16,10,954	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



Agenda no: 18	Type of Resolution: Special Resolution
Subject	To approve Borrowing limits up to Rs. 3,50,00,00,000/- .

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 19</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the offer or invitation to subscribe to Non- convertible Debentures on private placement basis

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	18	16,10,984	100.00
Dissent (Against)	0	0	
Invalid	2	515	
Abstain (Partially)	1	5	



<b>Agenda no: 20</b>	<b>Type of Resolution: Special Resolution</b>
<b>Subject</b>	To approve the franchise agreement with Aspire Fitness Private Limited

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	17	15,91,484	98.79
Dissent (Against)	1	19,500	1.21
Invalid	2	515	
Abstain (Partially)	1	5	



Agenda no: 21	Type of Resolution: Special Resolution
Subject	To approve the franchise agreement with Denovo Enterprises Private limited

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	19	16,11,469	
Assent (For)	16	15,91,454	98.79
Dissent (Against)	1	19,500	1.21
Invalid	2	515	
Abstain (Partially)	1	5	
Abstain (Fully)	1	30	



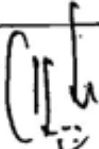
Agenda no: 22	Type of Resolution: Special Resolution
Subject	To approve the franchise agreement with Jyotsna Fitness Private Limited

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	17	15,91,484	98.79
Dissent (Against)	1	19,500	1.21
Invalid	2	515	
Abstain (Partially)	1	5	



Agenda no: 23	Type of Resolution: Special Resolution
subject	To approve the franchise agreement with Equinox Wellness Private Limited

Particulars	Number of Shareholders / proxy holders / authorized representations	Number of votes	Percentage of total valid votes cast
Total votes cast	20	16,11,499	
Assent (For)	17	15,91,484	98.79
Dissent (Against)	1	19,500	1.21
Invalid	2	515	
Abstain (Partially)	1	5	

  
**PRABHA SHARMA**  
 PRACTISING COMPANY SECRETARY  
 MEMBERSHIP No. FCS 3695  
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