

**TALWALKARS BETTER VALUE FITNESS LTD.**  
**801-813, MAHALAXMI CHAMBERS,**  
**22, BHULABHAI DESAI ROAD,**  
**MUMBAI - 400 026.**

**(I)(a) Statement showing Shareholding Pattern**

<b>Name of the Company : Talwalkars Better Value Fitness Limited</b>			
<b>Scrip Code: 533200; Name of the Scrip: TALWALKARS; Class of Security : Equity</b>			
<b>As on Date : 31-Mar-2014</b>			
Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up Shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of Warrants
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	26180888		

For TALWALKARS BETTER VALUE FITNESS LIMITED

  
**Company Secretary**

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**(I)(a) Statement showing Shareholding Pattern**

Sr. no.	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup> (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII) / (IV) * 100
<b>(A) Promoter and Promoter Group<sup>2</sup></b>								
<b>(1) Indian</b>								
(a)	Individuals/Hindu Undivided Family	6	14333240	14333240	54.75	54.75	0	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	1	7683	7683	0.03	0.03	0	0
(d)	Financial Institutions/Banks	0	0	0	0	0	0	0
(e)	Any Other (Total)	0	0	0	0.00	0.00	0	0
<b>Sub-Total (A)(1)</b>		<b>7</b>	<b>14340923</b>	<b>14340923</b>	<b>54.78</b>	<b>54.78</b>	<b>0</b>	<b>0.00</b>
<b>(2) Foreign</b>								
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0
(e)	Any Other (Total)	0	0	0	0.00	0.00	0	0.00
<b>Sub-Total (A)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>7</b>	<b>14340923</b>	<b>14340923</b>	<b>54.78</b>	<b>54.78</b>	<b>0</b>	<b>0.00</b>
<b>(B) Public shareholding<sup>3</sup></b>								
<b>(1) Institutions</b>								
(a)	Mutual Funds/UTI	9	1717712	1717712	6.56	6.56	N.A.	N.A.
(b)	Financial Institutions/Banks	3	296075	296075	1.13	1.13	N.A.	N.A.
(c)	Central Government/State Government(s)	0	0	0	0	0	N.A.	N.A.
(d)	Venture Capital Funds	0	0	0	0	0	N.A.	N.A.
(e)	Insurance Companies	0	0	0	0	0	N.A.	N.A.
(f)	Foreign Institutional Investors	12	2723627	2723627	10.40	10.40	N.A.	N.A.
(g)	Foreign Venture Capital Investors	0	0	0	0	0	N.A.	N.A.



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(h) Qualified Foreign Investor	0	0	0	0	0	N.A.	N.A.
(i) Any Other (Total)	0	0	0	0.00	0.00	N.A.	N.A.
<b>Sub-Total (B)(1)</b>	<b>24</b>	<b>4737414</b>	<b>4737414</b>	<b>18.09</b>	<b>18.09</b>	<b>N.A.</b>	<b>N.A.</b>
<b>(2) Non-Institutions</b>							
(a) Bodies Corporate	276	2053056	2053056	7.84	7.84	N.A.	N.A.
(b) Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	10306	2136348	2126112	8.16	8.16	N.A.	N.A.
Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	35	2436803	2342315	9.31	9.31	N.A.	N.A.
(c) Qualified Foreign Investor	0	0	0	0	0	N.A.	N.A.
(d) Any Other (Total)	529	476344	476344	1.82	1.82	N.A.	N.A.
(d1) Clearing Member	255	205043	205043	0.78	0.78	N.A.	N.A.
(d2) Non-Resident Indians (Non-Repatriation)	51	46778	46778	0.18	0.18	N.A.	N.A.
(d3) Non-Resident Indians (Repatriation)	221	220636	220636	0.84	0.84	N.A.	N.A.
(d4) Trusts	2	3887	3887	0.01	0.01	N.A.	N.A.
<b>Sub-Total (B)(2)</b>	<b>11146</b>	<b>7102551</b>	<b>6997827</b>	<b>27.13</b>	<b>27.13</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>11170</b>	<b>11839965</b>	<b>11735241</b>	<b>45.22</b>	<b>45.22</b>	<b>N.A.</b>	<b>N.A.</b>
<b>TOTAL (A)+(B)</b>	<b>11177</b>	<b>26180888</b>	<b>26076164</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	N.A.	0.00	N.A.	N.A.
C1 Promoter and Promoter Group	0	0	0	N.A.	0	N.A.	N.A.
C2 Public	0	0	0	N.A.	0	N.A.	N.A.
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>11177</b>	<b>26180888</b>	<b>26076164</b>	<b>N.A.</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

<sup>1</sup>For determining public shareholding for the purpose of Clause 40A.

<sup>2</sup>For definitions of "Promoter" and "Promoter Group", refer to Clause 40A.

<sup>3</sup>For definitions of "Public Shareholding", refer to Clause 40A.



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**(I)(b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"**

Sr. No. (I)	Name of the shareholder (II)	PAN of the Shareholder (III)	Total Shares held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants & convertible securities) as a % of diluted share capital (XIII)
			Number (IV)	as a % of grand total (A) + (B) + (C) (V)	Number (VI)	as a percent tage (VII) = (VI) / (IV)* 100	as a % of grand total (A) + (B) + (C) of sub-clause (I)(a) (VIII)	Number of warrants held (XI)	As a % total number of warrants of the same class (X)	Number of convertible securities held (XI)	As a % total number of convertible securities of the same class (XII)	
1	PRASHANT SUDHAKAR TALWALKAR	AAAPT3528N	2876080	10.99	0	0.00	0.00	0	0	0	0	0
2	GIRISH MADHUKAR TALWALKAR	AAAPT8175H	2864280	10.94	0	0.00	0.00	0	0	0	0	0
3	MADHUKAR VISHNU TALWALKAR	AAAPT8172A	2832280	10.82	0	0.00	0.00	0	0	0	0	0
4	ANANT RATNAKAR GAWANDE	AABPG3008P	1920200	7.33	0	0.00	0.00	0	0	0	0	0
5	HARSHA RAMDAS BHATKAL	AACP83100C	1920200	7.33	0	0.00	0.00	0	0	0	0	0
6	VINAYAK RATNAKAR GAWANDE	AABPG4476B	1920200	7.33	0	0.00	0.00	0	0	0	0	0
7	BETTER VALUE LEASING & FINANCE LIMITED	AAACB4410A	7683	0.03	0	0.00	0.00	0	0	0	0	0
	TOTAL		14340923	54.78	0	0.00	0.00	0	0.00	0	0.00	0.00



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**I)(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	SmallCap World Fund, Inc.		1694000	6.47	0	0	0	0	0
2	Reliance Capital Trustee Co Ltd- A/C Reliance Monthly Income Plan	AAATR0090B	1300614	4.97	0	0	0	0	0
3	Laxmi Shivanand Mankekar and Kedar Shivanand Mankekar	AADPM9789K	1573520	6.01	0	0	0	0	0
4	Bajaj Allianz Life Insurance Company Limited		984980	3.76	0	0	0	0	0
5	American Funds Insurance Series Global Small Capitalisation Fund		650000	2.48	0	0	0	0	0
6	Axis Bank Limited	AAACU2414K	285632	1.09	0	0	0	0	0
7	ICICI Lombard General Insurance Company Ltd.		300001	1.15	0	0	0	0	0
8	Franklin India Smaller Companies Fund		300000	1.15	0	0	0	0	0
	<b>TOTAL</b>		<b>7088747</b>	<b>27.08</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>



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**I)(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 5% of the total number of shares**

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	SmallCap World Fund, Inc.		1694000	6.47	0	0	0	0	0
2	Laxmi Shivanand Mankekar & Kedar Shivanand Mankekar	AFMPM4965K	1573520	6.01	0	0	0	0	0
	<b>TOTAL</b>		<b>3267520</b>	<b>12.48</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

**I)(d) Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>

**II)(a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.00</b>



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**(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
		TOTAL	0	0.00

**(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.**

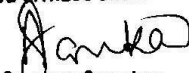
Sr. no.	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	<b>Promoter and Promoter Group<sup>2</sup></b>						
(1)	<b>Indian</b>						
(a)	Individuals/Hindu Undivided Family	0	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0	0.00	0.00
(d)	Financial Institutions/Banks	0	0	0	0	0.00	0.00
(e)	Any Other (Total)	0	0	0	0	0.00	0.00
	<b>Sub-Total (A)(1)</b>	0	0	0	0	0.00	0.00
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(e)	Any Other (Total)	0	0	0	0	0.00	0.00
	<b>Sub-Total (A)(2)</b>	0	0	0	0	0.00	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	0	0	0	0	0.00	0.00
(B)	<b>Public shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds/UTI	0	0	0	0	0.00	0.00
(b)	Financial Institutions/Banks	0	0	0	0	0.00	0.00
(c)	Central Government/State Government(s)	0	0	0	0	0.00	0.00



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(d)	Venture Capital Funds	0	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(h)	Any Other (Total)	0	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate	0	0	0	0	0.00	0.00
(b)	Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	0	0	0	0	0.00	0.00
	Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	0	0	0	0	0.00	0.00
(c)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(d)	Any Other (Total)	0	0	0	0	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0.00	0.00
C1	Promoter and Promoter Group	0	0	0	0	0	0
C2	Public	0	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

For TALWALKARS BETTER VALUE FITNESS LIMITED

  
**Company Secretary**