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March 27, 2018

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	**National Stock Exchange of India Limited – Corporate Office** National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
Company Name	**Talwalkars Better Value Fitness Limited** 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 1	**Girish Madhukar Talwalkar** 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 2	**Prashant Sudhakar Talwalkar** 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 3	**Vinayak Ratnakar Gawande** 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026

CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)
An ISO:9001 Company
Mumbai Office Office No. 83 - 87, 8th Floor, B Wing, Mittal Tower, Nariman Point, Mumbai 400 021 **Tel** +91 (022) 4922 0555 **Fax** +91 (022) 4922 0505
Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 **Tel** +91 (020) 25280081 **Fax** +91 (020) 25280275
Delhi Office Office No. 213, 2nd floor,Navrang House, 21 Kasturba Gandhi Marg, New Delhi- 110 001. **Tel.** 011 43029101.
CIN No. U74999PN1997PLC110262 **Email** dt@ctltrustee.com **Website** www.catalysttrustee.com
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Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29 (2) (whichever is applicable) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge/ encumbrance of shares of Talwalkar's Better Value Fitness Limited

Pursuant to the disclosure required to be made under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the Pledged shares of "**Talwalkars Better Value Fitness Limited**" in favour of "**Catalyst Trusteeship Limited**" (Formerly known as **GDA Trusteeship Limited**) in the capacity of Security Trustee for the benefit of **Indostar Capital Finance Limited** ("**Debenture Holders**").

For and on behalf of

Catalyst Trusteeship Ltd.
(Formerly known as GDA Trusteeship Limited)

Authorised Signatory

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Part A

Annexure

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part- A – Details of Acquisition

1. Name of the Target Company (TC)	**Talwalkars Better Value Fitness Limited**		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pledge of Equity shares of **Talwalkars Better Value Fitness Limited** with Catalyst Trusteeship Ltd (Formerly GDA Trusteeship Limited) acting as Security Trustee on behalf of Indostar Capital Finance Limited (**"Debenture holders"**)		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4.Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited		
5. Details of the acquisition 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 acquirer along with PACs of: a) Shares carrying voting rights b) Shares in 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 entities the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	2089000	6.73 %	
e) Total (a+b+c+d)	2089000	6.73 %	
Details of acquisition: a) Shares carrying voting rights acquired/ sold 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 in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	1000000	3.22%	
e) Total (a+b+c+d)	1000000	3.22%	
After the acquisition, holding of acquirer along with PACs of : a) Shares carrying voting rights b) VRs 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) after acquisition. d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	3089000	9.96%	
e) Total (a+b+c+d)	3089000	9.96%	
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	By way of Pledge of shares as security for the Non-Convertible Debentures issued by Better Value Leasing and Finance Limited		
7.Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-		
8. Date of Pledge/ ~~Release~~	23-03-2018		
9.Equity share capital /total voting capital of the TC before the said acquisition/ sale	31004856		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	31004856		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	-		

Signature of the acquirer:
Catalyst Trusteeship Limited
(Formerly known as GDA Trusteeship Ltd)

Authorized Signatory

Place: Mumbai

Date: March 27, 2018

Note:
(*) 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.
(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.
(#) On 23-03-2018 quantity pledged was 1000000 of Talwalkars Better Value Fitness Limited.