

TALWALKARS BETTER VALUE FITNESS LIMITED

CIN: L59141MH2003PLC140134

Registered Office: 1702, 17th Floor, Signature (By Lotus), Off Veera Desai Road Extn., Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053

✉ talwalkarbetter@gmail.com | ☎ +91 98199 44575 | 🌐 talwalkarsfitness.com

Date: **28-10-2026**

To, Manager- CRD BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 533200	To, The Manager - Listing National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. SYMBOL: TALWALKARS
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Dear Sir/Madam,

Subject: Outcome of Board Meeting of Talwalkars Better Value Fitness Limited ("the Company") held on Wednesday, 28th October 2026.

With reference to the captioned subject, we wish to inform your good office that the Board of Directors of the Company, at their meeting held today i.e., Wednesday, 28th October 2026, have, inter alia, transacted and approved the following businesses:

01. The Board of Directors has considered and approved the cancellation, extinguishment and permanent discharge of 1,01,98,415 (One Crore One Lakh Ninety-Eight Thousand Four Hundred Fifteen) Equity Shares of ₹10/- (Rupees Ten) each held by the pre-liquidation Promoters and Promoter Group of the Company pursuant to the Order dated 26th February 2026 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"), the Order dated 3rd September 2026 passed by the Hon'ble National Company Law Appellate Tribunal, Principal Bench, New Delhi ("Hon'ble NCLAT"), and the Sale Certificate issued by the Liquidator dated 23rd January 2025 and subject to the approval of the necessary authorities.

The details relating to pre-liquidation Promoters and Promoter Group is enclosed as "**Annexure-A**"

02. The Board of Directors has considered and approved the cancellation, extinguishment and permanent discharge of 2,08,06,441 (Two Crore Eight Lakh Six Thousand Four Hundred Forty-One) Equity Shares of ₹10/- (Rupees Ten) each held by the pre-liquidation Public Shareholders of the and upon such effect to the cancellation, extinguishment and permanent discharge of 2,08,06,441 Equity Shares of ₹10/- each held by the pre-liquidation Public Shareholders, the Board of Director of the Company further authorized to issue and allot 5,00,000 (Five Lakh) new Equity Shares of ₹10/- (Rupees Ten) each, fully paid-up, to the eligible existing Public Shareholders of the Company, in the ratio of 1 (One) new Equity Share for every 41 (Forty-One) existing Equity Shares held by them, whose names appear in the Register of Members of the Company as on 26th October 2026 Record Date as determined and communicated by the Company, and fractional shares will be disregarded and to be allotted to strategic investors as may be decided by board pursuant to the Order dated 26th February 2026 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"), the Order dated 3rd September 2026 passed by the Hon'ble National Company Law Appellate Tribunal, Principal Bench, New Delhi ("Hon'ble NCLAT") and the Sale Certificate issued by the Liquidator dated 23rd January 2025 and subject to the approval of the necessary authorities.

The details relating to the Capital Structure of the Company (Pre and Post Reduction of Shares) and Shareholding Pattern of the Company (Pre and Post Reduction of Shares) is enclosed as "**Annexure-B**"

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03. The Board of Directors has considered and approved the issue and allotment of 95,00,000 (Ninety-Five Lakh) new Equity Shares of ₹10/- (Rupees Ten) each, fully paid-up, to nominee of the Successful Bidder as decided by newly constituted board, on a preferential basis pursuant to the Order dated 26th February 2026 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"), the Order dated 3rd September 2026 passed by the Hon'ble National Company Law Appellate Tribunal, Principal Bench, New Delhi ("Hon'ble NCLAT") and the Sale Certificate issued by the Liquidator dated 23rd January 2025 and subject to the approval of necessary authorities.

The details relating to issue and allotment of Equity Shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015, is enclosed as "**Annexure-C**"

The meeting started at 05:00 PM and concluded at 05:40 PM

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

Thanking you,

For, **Talwalkars Better Value Fitness Limited**

Shilpa
Singh

Digitally signed
by Shilpa Singh
Date: 2026.10.28
18:06:47 +05'30'

Shilpa Singh
Managing Director
DIN: 08448114

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"ANNEXURE-A"

Details of Pre-Liquidation Promoters and Promoter Group of the Company

S.N.	Name of Members	Category	No. of Shares
1	PRASHANT SUDHAKAR TALWAKAR	Promoter	28,87,780
2	ANANT RATNAKAR GAWANDE	Promoter	24,65,200
3	GIRISH MADHUKAR TALWALKAR	Promoter	18,40,980
4	HARSHA RAMDAS BHATKAI	Promoter	15,50,200
5	VINAYAK R GAWANDE	Promoter	5,66,900
6	MADHUKAR VISHNU TALWALKAR	Promoter	4,20,000
7	BETTER VALUE LEASING AND FINANCE LIMITED	Promoter Group	4,67,355
Total			1,01,98,415

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"ANNEXURE-B"

The Capital Structure of the Company (Pre and Post Reduction of Shares)

Particulars	Pre-Reduction	Particulars	Post-Reduction*
Authorized Share Capital			
3,20,00,000 Equity Shares of Rs. 10/- each	32,00,00,000/-	3,20,00,000 Equity Shares of Rs. 10/- each	32,00,00,000/-
Issued, Subscribed and Paid-up Capital of the Company			
3,10,04,856 Equity Shares of Rs. 10/- each	31,00,48,560/-	1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000

Shareholding Pattern of the Company (Pre and Post Reduction of Shares)

Category	Prior to Reduction		Post Reduction*	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter and Promoter's Group	1,01,98,415	32.89	95,00,000*	95.00
Public	2,08,06,441	67.11	5,00,000	5.00
Total	3,10,04,856	100.00	1,00,00,000	100.00

Note: The Post-Capital Structure and Post-Shareholding Pattern have been calculated assuming the reduction of the pre-liquidation share capital held by the Promoter and Promoter Group and Public Shareholders, along with the allotment of 5,00,000 Equity Shares to the Existing Public Shareholders on a pro-rata basis and the allotment of 95,00,000 new Equity Shares to the Promoter Category Allottees.

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"ANNEXURE-C"

The details relating to the issuance of fully paid-up equity shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015

Sr. No.	Particulars	Issue of Equity Shares of the Company				
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares of face value Rs. 10/- (Rupees Ten Only) per share.				
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential Allotment				
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	95,00,000 (Ninety-Five Lakh)				
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):					
a)	Name of Proposed Allottees	(1) Shilpa Singh				
b)	Post allotment of securities outcome of the subscription	Equity Shares are proposed to be allotted to the investor name above. Details of the shareholding in the Company, prior to and after the preferential issue, are as under: <table><tr><th>Pre-preferential issue</th><th>Post-allotment of preferential issue</th></tr><tr><td>NIL</td><td>95,00,000</td></tr></table>	Pre-preferential issue	Post-allotment of preferential issue	NIL	95,00,000
Pre-preferential issue	Post-allotment of preferential issue					
NIL	95,00,000					
c)	Issue Price	Rs. 10/- (Rupees Ten Only) per Equity Shares				
d)	Number of Investor	1 (One)				
e)	In case of convertible intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable				