TALWALKARS BETTER VALUE FITNESS LIMITED

CIN: L92411MH2003PLC140134

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: **03-09-2026**

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**

Dear Sir/Madam,

Subject: Submission of Notice of the Annual General Meeting -Talwalkars Better Value Fitness Limited ("the Company")

Dear Sir/Madam,

The Annual General Meeting of the Company will held be on Wednesday, 30th September 2026 at 11:30 A.M (IST) at 1702, 17th Floor, Signature (By Lotus), Off Veera Desai Road Extn., Andheri West, Mumbai, Maharashtra, India, 400053.

As per the Captioned Subject, we are hereby submitting the notice of the Annual General Meeting of the Company.

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

Thanking you,

For, **Talwalkars Better Value Fitness Limited**

MEENA ARVIND BHANUSHALI

Digitally signed by MEENA ARVIND BHANUSHALI
Date: 2026.09.03 18:18:45 +05'30'

Meena Arvind Bhanushali
Managing Director
DIN: 10816424

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of Talwalkars Better Value Fitness Limited will be held on Wednesday, 30th September 2026 at 11:30 A.M (IST) at 1702, 17th Floor, Signature (By Lotus), Off Veera Desai Road Extn., Andheri West, Mumbai, Maharashtra, India, 400053 to transact the following businesses:

Ordinary Business: -

Item No 1: Adoption of financial statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and Reports of the Board of Directors and Auditors thereon, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No 2: To appoint Ms. Shilpa Singh (DIN: 08448114) Director of the Company retires by Rotation

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Shilpa Singh (DIN: 08448114), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Item No 3: To Appoint M/s. S K Bhavsar & Co., Chartered Accountants (FRN: 0145880W), as the Statutory Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and the rules made thereunder, as amended from time to time, M/s. S K Bhavsar & Co., Chartered Accountants (Firm Registration No. 0145880W), be and are hereby appointed as the Statutory Auditors of the Company to hold office for 5 (Five) Years from the conclusion of this Annual General Meeting, to conduct statutory Audit of affairs of the company for FY 2026-2027 to 2030-31 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine and finalise the remuneration of the Statutory Auditors, including reimbursement of out-of-pocket expenses incurred in connection with the audit of the Company, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

Special Business: -

Item No. 4: Regularisation of Appointment of Ms. Meena Arvind Bhanushali (DIN: 10816424) As Managing Director

to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 200 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company, on the recommendation of Board, consent of the members be and hereby accorded to the appoint Ms. Meena Arvind Bhanushali (DIN: 10816424) as Managing Director of the Company, for a period of 5 years with effect from 19th August 2026, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and vary the terms and conditions of appointment and remuneration of Ms. Meena Arvind Bhanushali (DIN: 10816424), within the limits prescribed under the Act, Schedule V thereto and other applicable laws, from time to time, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to make necessary filings with the Registrar of Companies and other statutory/regulatory authorities and to take all such steps as may be necessary to give effect to the above resolution."

Item No. 5: Adoption of New Memorandum of Association and Insertion of Additional Main Objects

to consider and if thought fit, to pass the following resolution as Special Resolution:

"**RESOLVED THAT,** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to adopt a new set of Memorandum of Association ("MOA") of the Company in conformity with the provisions of the Companies Act, 2013 and the format prescribed under Table A of Schedule I to the Act.

RESOLVED FURTHER THAT, the existing Clause III(A) – "The Objects to be pursued by the Company on its incorporation are" of the Memorandum of Association of the Company, containing the existing two Main Object Clauses, be and is hereby altered by retaining the existing two Main Object Clauses without any modification and by inserting the following five additional Main Object Clauses immediately after the existing Clause III(A)(2):

"3**.** To grant, license, sub-license, franchise or otherwise permit, on such terms as may be considered expedient, the use of the trademarks, trade names, brand names, logos, designs, systems, methods, know-how and other intellectual property owned by or vested in the Company (including the trademark/trade name "Talwalkar" and its variants) to any person, firm, body corporate or other entity in India or abroad; and similarly to take on license, lease, hire or otherwise obtain and use the trademarks, brand names, patents, copyrights, designs, formulae, technical know-how and other intellectual property rights of any other person, firm or body corporate, for or in connection with the objects and business of the Company

4. To carry on the business of producing, co-producing, acquiring, distributing, marketing, promoting, syndicating and exploiting films, motion pictures, tele-films, documentaries, web series and other audio-visual and cinematographic content, in any language, format, genre and medium whatsoever (including theatrical, satellite, television, digital, OTT, home video and any other mode now known or hereafter devised), whether produced by the Company or acquired from third parties, in India and abroad.

5. To acquire, purchase, take on license or otherwise obtain, own, hold, deal, trade and otherwise commercially exploit intellectual property rights of every description, including trademarks, copyrights, patents, designs, domain names, formulae and know-how, and to sell, license, sub-license, assign, transfer, franchise or otherwise dispose of or deal in the same, whether relating to the Company's own business or otherwise, as an independent line of business of the Company.

6. To acquire, purchase or otherwise obtain, whether by outright purchase, assignment, license or otherwise, the rights (including copyright, negative rights, distribution rights, exhibition rights and satellite/digital rights) in unreleased, completed, in-production or under-production films and motion pictures, and thereafter to release, sell, distribute, syndicate, license, exhibit or otherwise commercially exploit such films and motion pictures through theatrical, satellite, television, digital, OTT, home video or any other mode of distribution and exhibition, in India and abroad.

7. To carry on the business of designing, manufacturing, producing, assembling, altering, repairing, buying, selling, packing, transporting, distributing, importing, exporting, trading and dealing in all types of ornaments, jewellery, jewels, precious and semi-precious stones, gemstones and other allied products; and to carry on, in India or elsewhere, the business of preparing, cutting, polishing, setting, designing, displaying, exchanging, examining, finishing and otherwise processing or dealing in ornaments, jewellery, jewels and gemstones, and to provide all related support services, including but not limited to research and development, transportation, logistics, maintenance of information systems, consultancy and other technical, managerial and professional services in connection with the aforesaid businesses and activities."

RESOLVED FURTHER THAT the existing two Main Object Clauses contained in Clause III(A)(1) and Clause III(A)(2) of the Memorandum of Association shall remain unchanged and continue to form part of the Main Objects of the Company.

RESOLVED FURTHER THAT consequential alterations, modifications, re-numbering and/or re-arrangement, if any, in the Memorandum of Association of the Company be and are hereby approved to give effect to the aforesaid alteration and adoption of the Memorandum of Association in conformity with the Companies Act, 2013.

RESOLVED FURTHER THAT any director of the board of the Company be and are hereby severally authorised to file the necessary forms, returns and documents, including Form MGT-14, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making such modifications, alterations or corrections to the Memorandum of Association as may be required by the Registrar of Companies or any other statutory or regulatory authority."

Item No. 6.: Appointment of M/s. Pooja M. Patel & Associates Practicing Company Secretary as Secretarial Auditor of the Company.

to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI

Listing Regulations"), as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Pooja M. Patel & Associates, Practicing Company Secretaries, [Peer Review Certificate No. 7695/2026], be and are hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from the financial year 2026-27 and continuing up to and including the financial year 2030-31, to conduct the secretarial audit of the Company and to issue the Secretarial Audit Report in such manner and on such terms and conditions, including remuneration and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person authorised by the Board) be and is hereby authorised to finalise the terms of appointment, remuneration and reimbursement of expenses of the Secretarial Auditor and to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For and On Behalf of,
Talwalkars Better Value Fitness Limited

MEENA ARVIND BHANUSHALI

Digitally signed by MEENA ARVIND BHANUSHALI
Date: 2026.09.03 18:19:42 +05'30'

Sd/-
Meena Arvind Bhanushali
Managing Director
DIN: 10816424

Date: 01-09-2026
Place: Mumbai

NOTES

1. The Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, Regulations 17 and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force (hereinafter referred to as "the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Special Business items set out in Notice of Annual General Meeting annexed hereto.

2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled in for attending the Annual General Meeting.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 24th September 2026 to Wednesday 30th September 2026 (both days inclusive).

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at talwalkarsfitness.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. MUFG Intime India Private Limited (Formerly known as "Link in Time India Private Limited")**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

10. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.

11. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Sunday, 27th September 2026 at 9.00 A.M. and ends on Tuesday, 29th September 2026 at 05.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members/Beneficial Owners as on the record date **(cut-off date)** i.e. **Wednesday, 23rd September 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date**, being **Wednesday, 23rd September 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

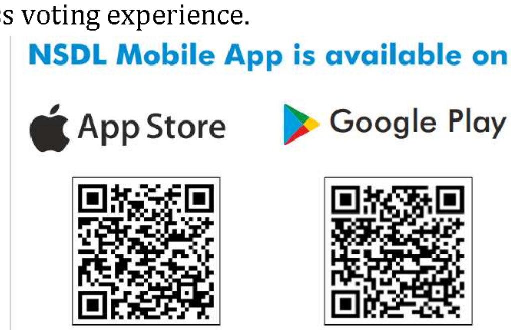
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz.

	https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “**Register Online for IDeAS Portal**” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you’re existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the

	e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to poojadelawala211@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through

the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.: - +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the talwalkarbetter@gmail.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to talwalkarbetter@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to talwalkarbetter@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For and On Behalf of,
Talwalkars Better Value Fitness Limited

MEENA ARVIND BHANUSHALI
Digitally signed by MEENA ARVIND BHANUSHALI
Date: 2026.09.03 18:21:42 +05'30'

Sd/-
Meena Arvind Bhanushali
Managing Director
DIN: 10816424

Date: 01-09-2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 4 Ms. Meena Arvind Bhanushali (DIN: 10816424) as Managing Director

Ms. Meena Arvind Bhanushali (DIN: 10816424) was appointed with effect from 19th August 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 18th August 2026, as an Additional Director and Managing Director of the Company, subject to the approval of the Members at the ensuing Annual General Meeting.

Ms. Meena Arvind Bhanushali possesses significant experience in the field of digital media and advertising since 2017. Her experience and expertise in digital media, advertising and related areas are expected to contribute significantly to the growth and development of the Company and assist the Company in effectively utilising its resources towards achieving its business objectives and long-term goals.

Ms. Meena Arvind Bhanushali satisfies all the conditions specified under Part-I of Schedule V to the Companies Act, 2013 ("Act"), as well as the applicable conditions prescribed under Section 196(3) of the Act for her appointment as Managing Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The requisite disclosures relating to Ms. Meena Arvind Bhanushali (DIN: 10816424), pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in "**Annexure-A**" to this Notice.

Ms. Meena Arvind Bhanushali is interested in the resolution set out at Item No. 4 of this Notice, concerning her appointment as Managing Director of the Company. Her relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors is of the opinion that the appointment of Ms. Meena Arvind Bhanushali as Managing Director will be beneficial to the Company and accordingly commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members.

Item No. 5 Change in Object Clause including adoption of MOA as per The Companies Act 2013

The existing Memorandum of Association ("MOA") of the Company was framed under the Companies Act, 1956. In order to align the MOA with the provisions of the Companies Act, 2013 and to facilitate the proposed expansion and diversification of the Company's business activities, the Board of Directors, at its meeting held 1st Sept 2026, approved the adoption of a new MOA in conformity with the Act and the format prescribed under Table A of Schedule I, subject to the approval of the Members and other applicable approvals.

It is proposed to retain the existing Main Object Clauses contained in Clause III(A)(1) and III(A)(2) without modification and insert five additional Main Object Clauses relating to:

1. licensing and commercial exploitation of trademarks, brands and other intellectual property, including "**Talwalkar**" and its variants;

2. production, acquisition, distribution and exploitation of films and other audio-visual content;
3. acquisition, licensing and commercial exploitation of intellectual property rights;
4. acquisition and exploitation of various rights in films and motion pictures; and
5. designing, manufacturing, trading and dealing in jewellery, precious and semi-precious stones and gemstones and related activities.

The proposed amendments will provide the Company with greater flexibility to diversify its business, exploit its intellectual property and brands, and pursue new business opportunities and revenue streams, subject to applicable laws and regulatory approvals.

Consequential alterations, modifications, re-numbering and/or re-arrangement, if any, shall also be made in the MOA to give effect to the proposed amendments.

The Board is of the opinion that the proposed alteration and adoption of the new MOA are in the best interests of the Company and its Members and accordingly recommends the **Special Resolution** set out at Item No. 5 of the accompanying Notice for approval of the Members.

A copy of the existing and proposed MOA shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the AGM and shall also be made available electronically, as applicable.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No.6: Appointment of Secretarial Auditor

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved and recommended the appointment of M/s. Pooja M. Patel & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Pooja Manthan Patel is a qualified Company Secretary and a Commerce Graduate (B. Com), currently practicing as a Practicing Company Secretary (PCS) since February 2026. She became a member of the Institute of Company Secretaries of India (ICSI) in October 2019. With a strong academic foundation in commerce and corporate laws, she possesses sound knowledge and practical expertise in the areas of company law, LLP compliances, and corporate governance. She is committed to delivering professional, ethical, and client focused services with precision and efficiency.

Her areas of practice include company and LLP incorporation, drafting of legal documents and agreements, ROC and MCA compliances, annual filings, secretarial audit, and initial public offers and other transection advisory services under the Companies Act 2013 and other applicable corporate laws. She also assists start-ups and business entities in setting up compliant structures and ensuring ongoing regulatory compliance.

Her areas of practice include company and LLP incorporation, drafting of legal documents and agreements, ROC and MCA compliances, annual filings, secretarial audit, and advisory services under the Companies Act 2013 and other applicable corporate laws. She also assists Startups and business entities in setting up compliant structures and ensuring ongoing regulatory compliance.

The remuneration for FY 2026-27 and subsequent financial years shall be determined by the Board of Directors in consultation with the Secretarial Auditor.

The Board of Directors, based on the recommendation of the Audit Committee, considers the appointment of M/s. Pooja M. Patel & Associates, Practicing Company Secretaries, to be in the best interests of the Company and recommends the resolution set out at Item No. 6 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval by the Members.

For and On Behalf of,
Talwalkars Better Value Fitness Limited

MEENA ARVIND BHANUSHALI

Digitally signed by MEENA ARVIND BHANUSHALI
Date: 2026.09.03 18:22:35 +05'30'

Sd/-
Meena Arvind Bhanushali
Managing Director
DIN: 10816424

Date: 01-09-2026
Place: Mumbai

"Annexure-A"

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name	Ms. Shilpa Satendrakumar Singh	Ms. Meena Arvind Bhanushali
DIN	08448114	10816424
Date of Birth	04-06-1990	16-09-1974
Nationality	Indian	Indian
Date of First Appointment on the Board	16th March 2026	19th August 2026
Designation	Non-Executive Director & Chairperson	Managing Director
Qualification	Bachelor's in arts	Post-Graduation, Diploma in Marketing
Experience/ Expertise	Ms. Shilpa Singh has Overall 15+ year of experience in media and marketing, digital marketing.	Ms. Meena Arvind Bhanushali has been associated with HIFI Digital Advertisement since 2017. During her tenure, she has gained experience in the digital advertising and business operations domain. She has been actively involved in coordinating business activities, client relationships and supporting the overall operational functions of the organization.
Terms and Conditions of Appointment or Reappointment	Liable to retire by rotation	5 Years from 19th August 2026 to 18th August 2030 Liable to retire by rotation
Remuneration sought to be paid	NA	NA
Remuneration last drawn	NA	NA
Number of Meetings of the Board attended during FY 2025-26	01	01
Shareholding in the Company (Equity Shares of Rs. 10/- each)	Nill	Nill
List of Directorships in Other Companies	1. THE BIG ELEPHANT DIGITAL MEDIA PRIVATE LIMITED 2. NEOTT MEDIA PRIVATE LIMITED	HIFI DIGI ADVERTISING SOLUTIONS LIMITED

List of Chairmanship or membership of various Committees in listed company and other Companies	Nill	Nill
Relationship with other Directors of the Company	Not Related to any Director	Not Related to any Director

For and On Behalf of,
Talwalkars Better Value Fitness Limited

MEENA ARVIND BHANUSHALI
Digitally signed by MEENA ARVIND BHANUSHALI
Date: 2026.09.03 18:23:11 +05'30'

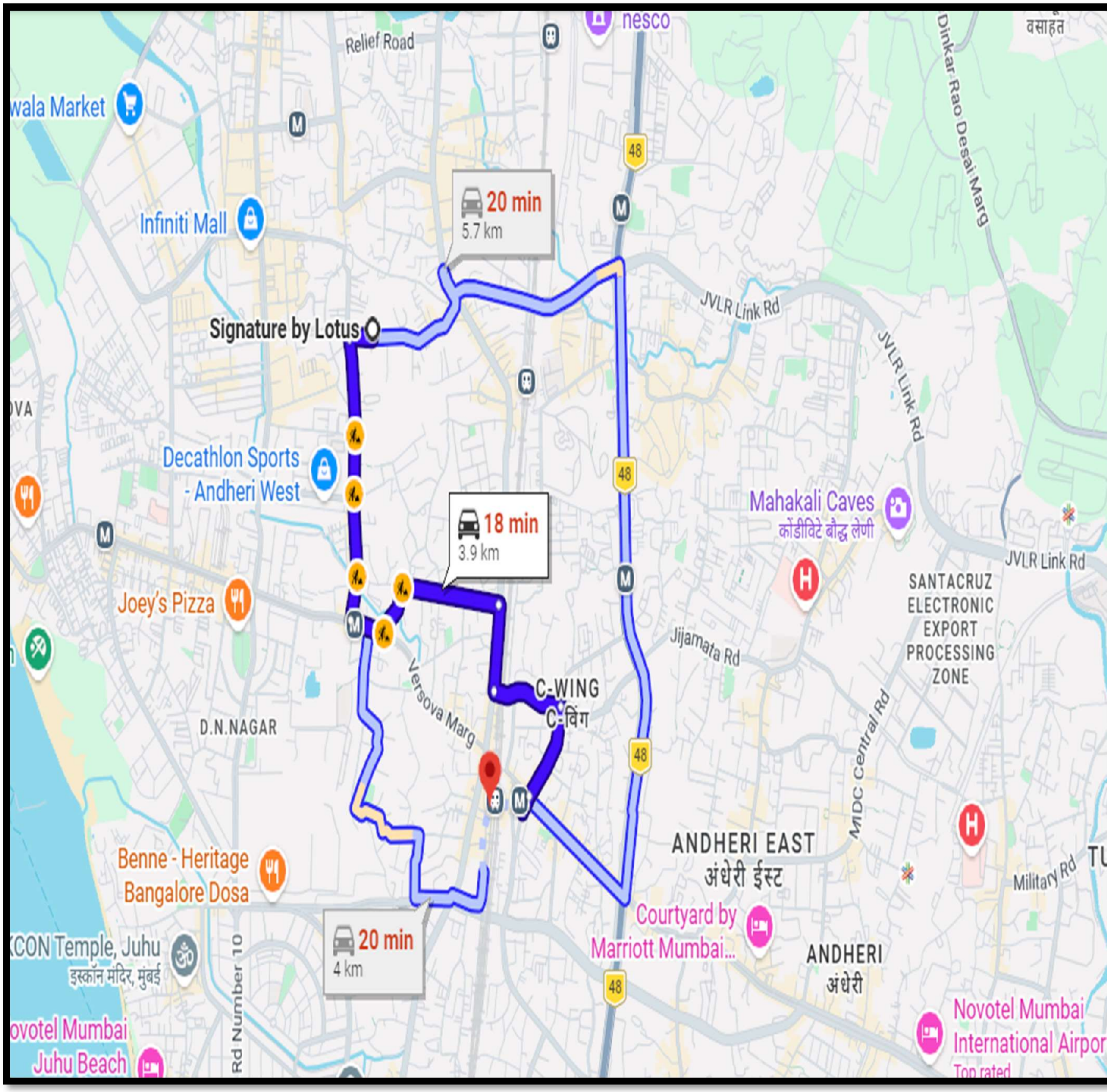
Sd/-
Meena Arvind Bhanushali
Managing Director
DIN: 10816424

Date: 01-09-2026
Place: Mumbai

ROUTE MAP TO AGM-

Registered Office: -

TALWALKARS BETTER VALUE FITNESS LIMITED
Registered Office: - 1702, 17th Floor, Signature (By Lotus), Off Veera Desai Road Extn., Andheri West, Mumbai, Maharashtra, India, 400053.
talwalkarbetter@gmail.com | +91 98199 44575 | talwalkarsfitness.com



TALWALKARS BETTER VALUE FITNESS LIMITED

CIN: L92411MH2003PLC140134

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

FORM MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)]

Name of Member(s)	
Registered Address	
E-mail id	
Folio No.	
DP Id	
Client Id	

I / We, being the Member(s) holding shares of Talwalkars Better Value Fitness Limited, hereby appoint:

1. Name ______________________________
Address ______________________________

Email Id ______________________________
Signature______________________________ or failing him / her,

2. Name ______________________________
Address ______________________________

Email Id ______________________________
Signature______________________________ or failing him / her,

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 30th September, 2026 at 11:30 A.M at 1702, 17th Floor, Signature (By Lotus), Off Veera Desai Road Extn., Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary business:

1. Adoption of Financial Statements for the FY 2025-26.
2. To appoint a Ms. Shilpa Singh [DIN 08448114] as Non-Executive Non independent Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To Appointment of M/s. S K Bhavsar & Co, Chartered Accountant, (FRN FRN:5880W) as Statutory Auditor of the Company for a period of five years

Special business:

4. To Regularization of Additional and Managing Director, Ms. Meena Arvind Bhanushali [DIN: 10816424] as Managing Director of the Company.
5. Adoption of New Set Memorandum of Association and Insertion of Additional Main Objects
6. To Appointment of M/s. Pooja M Patel & Associates Practicing Company Secretary as Secretarial Auditor of the Company for a first term of five years

Affix Re. 1 Revenue Stamp

Signed this_____________________ day of ______________ 2026

Signature of Shareholder: __________________________

Signature of Proxy holder(s): ______________________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TALWALKARS BETTER VALUE FITNESS LIMITED

CIN: L92411MH2003PLC140134

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

MGT-12
ATTENDANCE FORM/ BALLOT FORM
(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

Name & Registered Address :
of the Sole / First Named :
Member :
Name of the joint holders :
Registered Folio No / :
DP ID No. / Client ID No :
Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 16th Annual General Meeting on Wednesday, 30th September 2026 at 11:30 A.M (IST), by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	Ordinary Business			
1.	Adoption of Financial Statements for the FY 2025-26 (Ordinary Resolution)			
2.	To appointment Ms. Shilpa Singh [DIN 08448114] as Non-Executive Non-Independent Director, who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
3.	To Appointment of M/s. S K Bhavsar & Co, Chartered Accountant, (FRN FRN:5880W) as Statutory Auditor of the Company for a period of five years			
	Special Business			
4.	To Regularization of Additional and Managing Director, Ms. Meena Arvind Bhanushali [DIN: 10816424] as Managing Director of the Company. (Ordinary Resolution)			
5.	Adoption of New Set Memorandum of Association and Insertion of Additional Main Objects (Special Resolution)			

6.	To Appointment of M/s. Pooja M Patel & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for a first term of five years (Ordinary Resolution)			

Place:

Date:

……………………………………… (Signature of the Shareholder/Proxy)

Note:
This Form is to be used for exercising attendance/ voting at the time of Annual General Meeting to be held on Wednesday, 30th September 2026 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.