

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L92411MH2003PLC140134

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT8207A

(ii) (a) Name of the company

TALWALKARS BETTER VALUE F

(b) Registered office address

801-813, MAHALAXMI CHAMBERS,
22, BHULABHAI DESAI ROAD,
MUMBAI
Maharashtra
INDIA

(c) *email-ID of the company

ig@talwalkars.net

(d) *Telephone number with STD code

02266126300

(e) Website

www.talwalkars.net

(iii) Date of Incorporation

24/04/2003

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

Link Intime India Private Limited

Registered office address of the Registrar and Transfer Agents

C 13 PANNALAL SILKMILLS COMPOUND L B S MARG]
BHANDUP (W)

(vii) *Financial year From 01/04/2014 (DD/MM/YYYY) To 31/03/2015 (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 10/09/2015

(b) Due date of AGM 30/09/2015

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	S	Personal and Household service	S4	Other Personal service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	ASPIRE FITNESS PRIVATE LIMIT	U85100MH2009PTC197625	Subsidiary	50
2	DENOVO ENTERPRISES PRIVAT	U55100MH2005PTC151128	Subsidiary	50.1

3	EQUINOX WELLNESS PRIVATE LIMITED	U85199MH2004PTC211696	Subsidiary	33.33
4	JYOTSNA FITNESS PRIVATE LIMITED	U85190MH2011PTC219468	Subsidiary	50.02
5	TALWALKARS CLUB PRIVATE LIMITED	U93000MH2014PTC254851	Subsidiary	99.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	30,000,000	26,180,888	26,180,888	26,180,888
Total amount of equity shares (in rupees)	300,000,000	261,808,880	261,808,880	261,808,880

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares of Face Value of Rs.10/- each				
Number of equity shares	30,000,000	26,180,888	26,180,888	26,180,888
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	261,808,880	261,808,880	261,808,880

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	26,180,888	261,808,880	261,808,880	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	26,180,888	261,808,880	261,808,880	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM

Date of Registration of Transfer					
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)			
Ledger Folio of Transferor					
Transferor's Name					
	Surname	Middle Name	First Name		
Ledger Folio of Transferee					
Transferee's Name					
	Surname	Middle Name	First Name		

Date of Registration of Transfer					
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)			
Ledger Folio of Transferor					
Transferor's Name					
	Surname	Middle Name	First Name		
Ledger Folio of Transferee					
Transferee's Name					
	Surname	Middle Name	First Name		

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	750	1000000	750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,650,013,036
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			364,462
Deposit			0
Total	750		3,400,377,498

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	550,000,000	500,000,000	300,000,000	750,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

2,010,085,523

(ii) Net worth of the Company

2,643,134,536

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,333,128	43.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,683	0.03	0	
10.	Others	0	0	0	
	Total	11,340,811	43.32	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,614,838	17.63	0	

	(ii) Non-resident Indian (NRI)	657,382	2.51	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	60,603	0.23	0	
5.	Financial institutions	1,809	0.01	0	
6.	Foreign institutional investors	3,007,914	11.49	0	
7.	Mutual funds	2,529,238	9.66	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,273,665	12.5	0	
10.	Others Clearing Member, Trusts, Fc	694,628	2.65	0	
	Total	14,840,077	56.68	0	0

Total number of shareholders (other than promoters)

8,998

Total number of shareholders (Promoters+Public/Other than promoters)

9,005

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

11

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SMALLCAP WORLD FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			1,694,000	6.47
AMERICAN FUNDS INVESTMENT	DEUTSCHE BANK AG DB HOUSE, HAMBURG			650,000	2.48
LONG TERM INDIA FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			326,145	1.25
GHI LTP LTD	DEUTSCHE BANK AG DB HOUSE, HAMBURG			96,716	0.37
MANULIFE GLOBAL FUND	CITIBANK N.A. CUSTODY SERVICES			84,180	0.32
MORGAN STANLEY ASSET	CITIBANK N.A. CUSTODY SERVICES			66,000	0.25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GHI JBD LTD	DEUTSCHE BANK AGDB HOUSE, H,			39,993	0.15
WORLD INVESTMENT	Standard Chartered Bank, CRESCE			20,300	0.08
GHI ERP LTD	DEUTSCHE BANK AGDB HOUSE, H,			18,180	0.07
HS FII INVESTMENTS L	DEUTSCHE BANK AGDB HOUSE, H,			7,400	0.03
ELARA INDIA OPPORT	C/O. ICICI BANK LTD., SMS1ST FLO			5,000	0.02

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	11,170	8,998
Debenture holders	2	2

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	6	0	6	0	43.29	0
B. Non-Promoter	0	6	0	7	0	0.02
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	6	0	6	0	0.02
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	6	6	6	7	43.29	0.02
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
GIRISH MADHUKAR T	00341675	Whole-time director	2,864,280	
MADHUKAR VISHNU T	00341613	Whole-time director	192,168	
PRASHANT SUDHAKA	00341715	Managing Director	2,876,080	
VINAYAK RATNAKAR (	00324591	Whole-time director	1,920,200	
HARSHA RAMDAS BH	00283946	Whole-time director	1,560,200	
ANANT RATNAKAR GA	00324734	Whole-time director	1,920,200	
MANOHAR GOPAL BH	00001826	Director	6,296	
RAMAN HIRJI MAROO	00169152	Director	0	
ABHIJEET RAJARAM F	00356630	Director	0	
AVINASH ACHYUT PH	00799476	Director	0	
MOHAN MOTIRAM JAY	00925962	Director	0	
DINESH KISHANRAO A	05313394	Director	0	
MRUNALINI DESHMUK	07092728	Additional director	0	
AVANTI SANKAV	AZMPS5964Q	Company Secretar	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MRUNALINI DESHMUK	07092728	Additional director	24/03/2015	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
Annual General Meeting	18/09/2014	10,348	59	60.97

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	10/04/2014	12	11	91.67
2	08/05/2014	12	8	66.67
3	04/07/2014	12	8	66.67
4	25/07/2014	12	9	75
5	07/08/2014	12	11	91.67
6	12/09/2014	12	9	75
7	06/11/2014	12	11	91.67
8	17/11/2014	12	11	91.67
9	05/02/2015	12	8	66.67
10	24/03/2015	12	9	75

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit Committee	08/05/2014	3	3	100
2	Audit Committee	07/08/2014	3	3	100
3	Audit Committee	06/11/2014	3	3	100
4	Audit Committee	05/02/2015	3	3	100
5	Nomination & Remuneration Committee	08/05/2014	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
6	Nomination & I	06/11/2014	3	3	100
7	Nomination & I	24/03/2015	3	3	100
8	Stakeholders F	08/05/2014	3	3	100
9	Stakeholders F	07/08/2014	3	3	100
10	Stakeholders F	06/11/2014	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/09/2015
								(Y/N/NA)
1	GIRISH MADH	10	9	90	10	8	80	Yes
2	MADHUKAR V	10	8	80	4	3	75	Yes
3	PRASHANT S	10	10	100	5	5	100	Yes
4	VINAYAK RAT	10	10	100	6	6	100	Yes
5	HARSHA RAM	10	8	80	5	4	80	Yes
6	ANANT RATN	10	8	80	13	13	100	Yes
7	MANOHAR G	10	8	80	8	7	87.5	Yes
8	RAMAN HIRJI	10	6	60	1	1	100	No
9	ABHIJEET RA	10	10	100	16	16	100	Yes
10	AVINASH ACH	10	9	90	7	7	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GIRISH TALWALKAR	Whole-time Dire	3,150,000	0	0	0	3,150,000
2	MADHUKAR TALWALKAR	Whole-time Dire	4,200,000	0	0	0	4,200,000
3	PRASHANT TALWALKAR	Managing Direct	4,200,000	0	0	0	4,200,000
4	VINAYAK GAWANDE	Whole-time Dire	4,200,000	0	0	0	4,200,000
5	HARSHA BHATKAR	Whole-time Dire	4,200,000	0	0	0	4,200,000
6	ANANT GAWANDE	Whole-time Dire	4,200,000	0	0	0	4,200,000
	Total		24,150,000	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AVANTI SANKAR	COMPANY SEC	902,864	0	0	0	902,864
	Total		902,864	0	0	0	0

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manohar Bhide	Director	0	0	0	90,000	90,000
2	Avinash Phadke	Director	0	0	0	105,000	105,000
3	Raman Maroo	Director	0	0	0	45,000	45,000
4	Mohan Jayakar	Director	0	0	0	15,000	15,000
5	Abhijeet Patil	Director	0	0	0	210,000	210,000
6	Dinesh Afzulpurkar	Director	0	0	0	30,000	30,000
	Total		0	0	0	495,000	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year



Yes



No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment☒ Yes ☐ No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

GEETA CANABAR

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

8330

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. 13

dated

08/05/2014

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

GAWANDE
ANANT
RATNAKAR

DIN of the director

00324734

To be digitally signed by

SINGH
SHILPA
RAJENDRA

- ☐ Company Secretary
- ☒ Company Secretary in Practice

Membership number

27173

Certificate of practice number

12723

Attachments

- 1. list of share holders, debenture holders;
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any.

Attach

Attach

Attach

Attach

List of attachments

Annexure. Annual Return.pdf

Talwalkars_MGT 8.pdf

List of Shareholders.pdf

List of Debentureholders.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company