

CFL/LS/409/2017-18

November 16, 2017

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. Tel No.: 022 – 2272 2039/ 37/3121 BSE- Scrip Code: 532938	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051. Tel No.: 022 – 2659 8237/ 38 NSE - Symbol – CAPF
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Sub.: Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir/ Madam,

Please find attached herewith disclosure pursuant to Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please take the above on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,

For Capital First Limited



Satish Gaikwad

Head – Legal, Compliance & Company Secretary

Encl: as above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A: Details of the Acquisition

Name of the Target Company (TC)	Talwalkars Better Value Fitness Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Capital First Limited		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd and National Stock Exchange of India Ltd.		
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	1245000	4.19%	4.19%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	1245000	4.19%	4.19%
Details of acquisition			
a) Shares carrying voting rights acquired	415000	1.40%	1.40%
b) VRs acquired otherwise than by equity 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	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	415000	1.40%	1.40%

Capital First Limited

After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	1660000	5.59%	5.59%
b) VRs otherwise than by equity 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 the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	1660000	5.59%	5.59%
Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer/ encumbrance, etc.)	Pledge of shares.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Listed equity shares having face value of Rs. 10 /- each		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	October 13, 2017 – 830000 shares October 24, 2017 – 415000 shares November 08, 2017 – 415000 shares		
Equity share capital / total voting capital of the TC before the said acquisition	2,97,04,856 equity shares		
Equity share capital/ total voting capital of the TC after the said acquisition	2,97,04,856 equity shares		
Total diluted share/ voting capital of the TC after the said acquisition	2,97,04,856 equity shares		

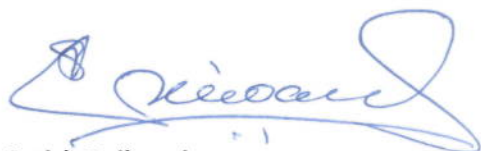


Part-B***

Name of the Target Company: Talwalkars Better Value Fitness Ltd.

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Capital First Limited	No	AACCK 6863C

For Capital First Limited




Satish Gaikwad

Head – Legal, Compliance & Company Secretary

Place: Mumbai

Date: November 16, 2017

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.