NARESH TALWAR

D- 1/36, Vasant Vihar,
New Delhi- 110057
Tel: 0124- 4002963

10th September, 2020

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal street, Fort, Mumbai- 400 001 **Scrip Code – 505160**	**The National Stock Exchange of India Ltd.** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 **Company Code - TALBROAUTO**

Sub: **Prior Intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares**

Dear Sir/Mam,

In compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, this prior intimation is being submitted in the prescribed format in respect of the proposed inter-se transfer among promoters of 85,917 shares (by way of gift) of **Talbros Automotive Components Limited** being the Target Company in the following manner:

Inter-se transfer of (by way of gift) of 85,917 (0.70%) shares of Talbros Automotive Components Limited (Target Company) from Mr. Umesh Talwar to Mr. Naresh Talwar, both being the promoters of the Target Company.

The shares are proposed to be acquired pursuant to the exemption provided in Regulation 10(1)(a)(ii) qualifying person being persons named as promoters in shareholding pattern filed by the Target Company in terms of the listing regulations or as the case may be, the listing agreement or these regulations for not less than 3 years prior to the proposed acquisition.

There will be no change in the total shareholding of the Promoters (along with Promoter Group) after such inter-se transfer of shares.

This is for your information and records.

Thanking You,
Yours Sincerely

Naresh Talwar
(Promoter - Talbros Automotive Components Limited)

Encl: As above

Cc:
The Company Secretary
Talbros Automotive Components Ltd.
14/1, Delhi Mathura Road,
Faridabad-121003, Haryana

Date: 10th September, 2020

Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.		Name of the Target Company (TC)	**Talbros Automotive Components**
2.		Name of the acquirer(s)	**Naresh Talwar**
3.		Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	**Yes** **Inter-se transfer (by way of gift) of shares between the promoters.**
4.		Details of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired	**Umesh Talwar**
	b.	Proposed date of acquisition	**17.09.2020**
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	**85,917**
	d.	Total shares to be acquired as % of share capital of TC	**0.70%**
	e.	Price at which shares are proposed to be acquired	**NIL. The shares are proposed to be transferred by way of gift. Hence, no consideration is involved.**
	f.	Rationale, if any, for the proposed transfer	**Gift to brother out of love and affection**
5.		Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	**Sub clause (ii)** **persons named as promoters in the shareholding pattern filed by the target company in terms of the listing regulations or as the case may be, the listing agreement or these regulations for not less than three years prior to the proposed acquisition.**
6.		If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	**Not applicable.** **Since the shares are proposed to be transferred by way of gift, no consideration is involved.**
7.		If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of Regulation 8.	**Not applicable.** **Since the shares are proposed to be transferred by way of gift, no consideration is involved.**
8.		Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	**Not applicable.** **Since the shares are proposed to be transferred by way of gift, no consideration is involved.**
9.		Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Enclosed as **"Annexure 1"**

10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		Enclosed as **"Annexure 1"**			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*) **Naresh Talwar**	**459899**	**3.73**	**545816**	**4.42**
	b	Seller (s) **Umesh Talwar**	**431906**	**3.50**	**345989**	**2.80**

Note:

(*) Shareholding of each entity may be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Naresh Talwar
(Promoter - Talbros Automotive Components Limited)

NARESH TALWAR

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Tel: 0124- 4002963

Date: 10th September, 2020

Annexure-1

DECLARATION BY THE ACQUIRER

This is with respect to the proposed acquisition of shares by way of "Gift," inter-se, within the Promoters of the Company viz. Talbros Automotive Components Limited (a company incorporated under the Companies Act, 1956, having its registered office at 14/1, Mathura Road, Faridabad – 121003 Haryana in the following manner:

Inter-se transfer of (by way of gift) of 85,917 (0.70%) shares of Talbros Automotive Components Limited (Target Company) from Mr. Umesh Talwar to Mr. Naresh Talwar, both being the promoters of the Target Company.

In this regard, the undersigned being the proposed acquirer to the proposed "Gift", hereby declare that:

(a) the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)

(b) all the conditions specified under regulation lO{l}{a) with respect to exemptions has been duly complied with.

Naresh Talwar
(Promoter - Talbros Automotive Components Limited)