UMESH TALWAR

F-152, Malcha Marg, Chankyapuri
New Delhi- 110021
Tel: 0124- 4002963

25.03.2021

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 of 29,030 equity shares by way of gift from a member of the Promoter Group to a Promoter of **Talbros Automotive Components Limited** being the Target Company in the following manner:

Inter-se transfer (by way of gift) of 29,030 (0.24%) shares of Talbros Automotive Components Limited (Target Company) from Mr. Anuj Talwar, a member of the Promoter Group to Mr. Umesh Talwar, a promoter of the Target Company.

The shares are proposed to be acquired pursuant to the exemption provided in Regulation 10(1)(a)(iv) qualifying persons acting in concert for not less than three years prior to the proposed acquisition, and disclosed as such pursuant to filings under the listing regulations or as the case may be, the listing agreement.

There will be no change in the cumulative shareholding of the Promoters and the Promoter Group after such inter-se transfer of shares.

This is for your information and records.

Thanking You,
Yours Sincerely

Umesh 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

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 Limited**
2.	Name of the acquirer(s)		**Umesh 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 from member of the Promoter Group to a Promoter**
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	**Anuj Talwar**
	b.	Proposed date of acquisition	**31.03.2021**
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	**29,030**
	d.	Total shares to be acquired as % of share capital of TC	**0.24%**
	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 of Shares**
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		**Sub clause (iv)** persons acting in concert for not less than three years prior to the proposed acquisition, and disclosed as such pursuant to filings under the listing regulations or as the case may be, the listing agreement.
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)(*) **Umesh Talwar**	**345989**	**2.80**	**375019**	**3.04**
	b	Seller (s) **Anuj Talwar**	**62851**	**0.51**	**33821**	**0.27**

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.

Umesh Talwar
(Promoter - Talbros Automotive Components Limited)

Date: **25.03.2021**
Place: **New Delhi**

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Annexure-1

DECLARATION BY THE ACQUIRER

This is with respect to the proposed acquisition of shares by way of "Gift," inter-se, between the Promoter and a Member of the Promoter Group 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 (by way of gift) of 29,030 (0.24%) shares of Talbros Automotive Components Limited (Target Company) from Mr. Anuj Talwar, a member of the Promoter Group to Mr. Umesh Talwar, a promoter 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 10(1)(a) with respect to exemptions has been duly complied with.

Umesh Talwar
(Promoter - Talbros Automotive Components Limited)

Date: **25.03.2021**
Place: **New Delhi**