Public Announcement ("PA") under Regulation 15 (1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer ("Offer") for acquisition of upto 2,82,750 equity shares of Rs. 10/- each from Equity Shareholders of Mapro Industries Limited ("Target Company"), a company registered under the Companies Act, 1956 and having its Registered Office at 154, Mittal Court, Nariman Point, Mumbai 400021, by Mr. Sandeep Gupta, Mr. Atul Kumar Sultania and Mr. Umesh Kumar Kanodia ("the Acquirers") pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011 as amended and subsequent amendments thereto (hereinafter referred as "SEBI (SAST) Regulations")

1. **Offer Details**

   1.1. **Offer Size:** Up to 2,82,750 equity shares of Rs. 10/- each representing 26% of the total equity share capital / voting capital of Target Company.

   1.2. **Offer Price/ Consideration:** The Offer Price is Rs. 20 /- (Rupees Twenty Only) per equity share of Rs. 10/- each.

   1.3. **Mode of Payment:** The Offer Price is payable in Cash.

   1.4. **Type of Offer**: This is a ***Triggered Offer*** made under Regulations 3(1) and 4 of SEBI (SAST) Regulations.

2. **Transaction which has triggered the open offer obligations (Underlying Transaction)**

Details of underlying transaction						
Type of Transaction (direct/ Indirect)	**Mode of Transaction (Agreement / Allotment/ Market Purchase)**	**Shares / Voting Rights acquired/proposed to be acquired**		**Total Consideration for shares/ VRs acquired (Rs. In crores)**	**Mode of Payment (Cash/ securities)**	**Regulations which has triggered**
		Number	**% vis a vis total equity/ voting capital**			
Direct	Share Purchase Agreement	5,25,700 equity shares	48.34 %	Rs. 0.946	Cash	3(1) & 4

3. **Acquirer(s) ~~/ PAC~~**

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirer(s) ~~/ PAC(s)~~	Mr. Sandeep Gupta	Mr. Atul Kumar Sultania	Mr. Umesh Kumar Kanodia	NA
Address	25D/2 Anupama Housing Complex, VIP Road Kolkata, 700052	1828, Rajdanga Main Road, Kolkata-700107	39, Jelia Para Lane, Salkia, Howrah-711106	NA
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	NA	NA	NA	NA
Name of the Group, if any, to which the Acquirer(s)~~/ PAC~~ belongs to	None	None	None	NA
Pre Transaction shareholding • Number	2,49,230 equity shares	Nil	Nil	2,49,230 equity shares
• % of total share capital	22.92%	Nil	Nil	22.92%
Proposed shareholding after the acquisition of shares which triggered the Open Offer	7,44,930 equity shares	15,000 equity shares	15,000 equity shares	7,74,930 equity shares
	68.50%	1.38%	1.38%	71.26%
Any other interest in the TC	None	None	None	None

4. **Details of selling shareholders, if applicable**

Name of Sellers	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Gopalkrishan Somani	Yes	2,49,702	22.96%	0	0
Gopalkrishan Somani HUF	Yes	1,48,148	13.62%	0	0
Mebags Investments Services Pvt. Ltd	Yes	77,350	7.11%	0	0
Sanjay Somani HUF	Yes	30,000	2.76%	0	0
Alok Wires Private Limited	Yes	20,500	1.89%	0	0

5. Target Company

5.1	**Name**	**:**	Mapro Industries Limited
5.2	**Registered Office**	**:**	154, Mittal Court, Nariman Point, Mumbai 400021
5.3	**Exchange where Listed**	**:**	BSE Limited, Mumbai

6. Other Details

6.1 Further details of the Offer shall be published on or before Wednesday, January 23, 2013 in the Detailed Public Statement to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations which will be published as specified under Regulation 14(3) of the SEBI (SAST) Regulations.

6.2 The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.

6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER

For and on behalf of the Acquirers, Mr. Sandeep Gupta, Mr. Atul Kumar Sultania and Mr. Umesh Kumar Kanodia

CHARTERED CAPITAL AND INVESTMENT LIMITED
Contact Person: Ms. Menka Jha
418-C, “215 Atrium”, Andheri Kurla Road,
Andheri (East), Mumbai 400 093
Tel. No.: 022-6692 4111, Fax No.: 022-6692 6222
Email: mumbai@charteredcapital.net
SEBI Registration No.: INM000004018

Place **:** Mumbai

Date **:** January 16, 2013