

KEYNOTE

25
—YEARS—
OF CREATING
VALUE
THROUGH
RELATIONSHIPS
AND
TRUST

Ref. KGDL/Let/S&E/Sp(10)

February 15, 2019

The Manager
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Kind Attn. – Mr. Bhushan Mokashi – AGM

Dear Sir,

Reg: Buy-Back of equity shares by KG Denim Limited ("KGDL")

This has a further reference to the captioned Buy Back offer where we are acting as "Manager to the Offer". The offer opened on Tuesday, January 22, 2019 and closed on Monday, February 04, 2019.

In response to the Offer to Buy Back 21,96,500 equity shares of ₹ 10/- each, the Company received 16,080 valid equity shares in the Offer. The settlement of bids was completed through the settlement process of BSE Limited, on Wednesday, February 13, 2019. All the equity shares accepted in the Offer will be extinguished on or before Wednesday, February 20, 2019.

We are enclosing herewith a copy of the post buy back public advertisement published in compliance with regulation 24 (vi) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. The advertisement has been published in the same newspapers where the public announcement was published.

Thanking you and assuring you of our best co-operation at all times.

Yours Sincerely,
For **KEYNOTE CORPORATE SERVICES LTD.**



Uday S. Patil
Director – Investment Banking

Keynote Corporate Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028.

Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407



K G DENIM LIMITED

(CIN: L1711STZ1992PLC003798)
 Registered Office: Than Thirumalai, Jadayampalayam, Coimbatore Tamil Nadu - 641 302
 Tele. No. (04254) 235401/235240, Fax: 0091 4254 304400
 E-mail: cs@kgdenim.in, Website: www.kgdenim.com

POST BUY-BACK PUBLIC ADVERTISEMENT

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF KG DENIM LIMITED

This post buyback public advertisement ("Advertisement") is made pursuant to the regulation 24 (vi) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations"). This Advertisement should be read in conjunction with the Public Announcement published on Friday, November 16, 2018 ("PA"), Corrigendum to the Public Announcement published on Friday, January 11, 2019 ("CPA") and the Letter of Offer dated Friday, January 11, 2019 (the "Letter of Offer") issued in connection with the buyback of fully paid equity shares of ₹ 10/- each ("Equity Shares") of KG Denim Limited (the "Company"), through the tender offer route using nationwide electronic trading terminal of BSE Limited ("BSE"). The terms used but not defined in this Post Buyback Public Advertisement shall have the same meanings as assigned in the Public Announcement, Corrigendum to the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- The Company had announced the buyback of up to 21,96,500 (Twenty One Lakhs Ninety Six Thousand Five Hundred Only) fully-paid-up Equity Shares of face value ₹ 10/- each from all the existing shareholders/beneficial owners of Equity Shares as on record date (i.e.: November 30, 2018), on a proportionate basis, through the "Tender Offer" route at price of ₹ 40/- (Rupees Forty Only) per equity share payable in cash, for an aggregate amount of ₹ 8,78,60,000/- (Rupees Eight Crore Seventy Eight Lakhs Sixty Thousand Only) ("Buyback Size"). The buyback size represents 8.14% & 9.42% of the fully paid up equity share capital & free reserves as per audited standalone and consolidated financial statements of the Company respectively for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback).
- The Company adopted the tender offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof, issued by SEBI.
- The tendering period for the Buyback Offer opened on Tuesday, January 22, 2019 and closed on Friday, February 04, 2019.

2. DETAILS OF BUYBACK

- The Company bought back an aggregate of 16,080 (Sixteen thousand and eighty only) Equity Shares under the Buyback, at a price of ₹ 40/- (Rupees Forty Only) per Equity Share.
- The total amount utilized in the Buyback was ₹ 6,43,200/- (Rupees Six Lakhs Forty Three Thousand and Two Hundred Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax and stamp duty, etc.
- The Registrar to the Buyback i.e. Cameo Corporate Services Limited ("Registrar"), considered 44 valid applications for 16,080 Equity Shares in response to the Buyback Offer. One (1) bid representing 100 shares was rejected. The details of the valid applications considered by the Registrar, are as follows:-

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	No. of shares validly tendered	% Response
Reserved Category for Small Shareholders	9,89,210	43	13,080	1.32%
General category of other shareholders	12,07,290	1	3,000	0.25%
Total	21,96,500	44	16,080	0.73%

- All valid applications were considered for the purpose of acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar to the Buyback to eligible Shareholders, on Wednesday, February 13, 2019.
- The settlement of all valid bids was completed by the Indian Clearing Corporation Limited / BSE Limited on Wednesday, February 13, 2019. Clearing Corporations has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction were rejected by Reserve Bank of India or relevant bank, due to any reason, then the amounts payable to Eligible Shareholders were transferred to the concerned Seller Members for onward transfer to such Eligible Shareholder.
- Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on Wednesday, February 13, 2019. All the Demat equity shares tendered under the buyback have been accepted and unaccepted physical Equity Shares Certificates have been dispatched to the registered address of the Eligible Shareholders on Wednesday, February 13, 2019.
- The extinguishment of 16,080 Equity Shares accepted under the Buyback comprising of 14,960 Equity Shares in dematerialised form and 1,100 Equity Shares in physical form are currently under process and shall be completed on or before Wednesday, February 20, 2019.
- The Company and its directors accept full responsibility for the information contained in this Post Buyback Announcement and accept the responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post the Buyback is as under:-

Particulars	(Equity shares have a face value of ₹ 10/- each)	
	Pre Buyback (Amount in ₹ in lakhs)	Post Buyback (Amount in ₹ in lakhs)
Authorized Share Capital Equity Share Capital	\$ 100.00	3,000.00
10% Cumulative Redeemable Preference Share Capital (Face value ₹ 100/- each)	1,000.00	1,000.00
Issued	2,569.13	2,569.13
Subscribed and Paid-up Capital	2,569.39	2,563.78#
Forfeited Shares (Amount originally paid up)	1.12	1.12

#Subject to extinguishment of 16,080 Equity Shares

- Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:-

Sr. No	Name of Shareholders	No. of Equity Shares accepted under the Buyback Offer	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares of the Company
1	AAYUSH BHALOTIA	3,000	18.65	0.01
2	VITTHALBHAI NATHUSHAI SHAH	3,000	18.65	0.01
3	DEVENDRA KUMAR JAIN	800	4.97	
4	RAJ GOPAL	254	1.57	
5	PARIMAL CHANDRAKANT ZAVERI	400	2.48	
6	KASTURBEN KANJI GOSRANI	1,400	8.70	
7	VISALAKSHI N	200	1.24	
8	DORAI SWAMY K M	300	1.86	
9	PATEL SUNITABEN PRAKASHBHAI	500	3.10	
10	PRIYABRATTA CHOUDHARY	369	2.29	
11	LAKSHMISHREE INVESTMENT & SECURITIES PVT. LTD.	423	2.63	0.04
12	PARIMAL ZAVERI	200	1.24	
13	POOJA VATSAL DOSHI	200	1.24	
14	RAJ GOPAL	600	3.73	
15	MYTHILI V	200	1.24	
16	PARESH P MEHTA	2,150	13.37	
17	DIPTI CHETAN MEHTA	200	1.24	
Total		14,196	88.28	0.06

- The shareholding pattern of the Company Pre Buyback (as on Record date i.e. as on November 30, 2018) and Post Buyback is as under:

Particulars	Pre Buyback		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoters	1,50,31,403	58.59	1,50,31,403	58.63
Foreign Investors (Including Non- Resident Indians, Indian FIs, Foreign Mutual Funds)	3,88,714	1.51		
Financial Institutions/Banks, NBFCs & Mutual Funds promoted by Banks			1,06,06,422	41.38

	1,000.00	1,000.00
Issued	2,569.13	2,569.13
Subscribed and Paid-up Capital	2,565.39	2,563.78#
Forgotten Shares (Amount originally paid up)	1.12	1.12

#Subject to extinguishment of 16,080 Equity Shares

3.2. Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:-

Sr. No	Name of Shareholders	No. of Equity Shares accepted under the Buyback Offer	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares of the Company
1	AAYUSH BHALOTIA	3,000	18.65	0.01
2	VITTHALBHAI NATHUBHAI SHAH	3,000	18.65	0.01
3	DEVENDRA KUMAR JAIN	800	4.97	
4	RAJ GOPAL	254	1.57	
5	PARIMAL CHANDRAKANT ZAVERI	400	2.48	
6	KASTURBEN KANJI GOSRANI	1,400	8.70	
7	VISALAKSHI N	200	1.24	
8	DORAISWAMY K M	300	1.86	
9	PATEL SUNITABEN PRAKASHBHAI	500	3.10	
10	PRIYABRATTA CHOUDHARY	369	2.29	
11	LAKSHMISHREE INVESTMENT & SECURITIES PVT. LTD.	423	2.63	
12	PARIMAL ZAVERI	200	1.24	
13	POOJA VATSAL DQSHI	200	1.24	
14	RAJ GOPAL	600	3.73	
15	MYTHILI V	200	1.24	
16	PARESH P MEHTA	2,150	13.37	
17	DIPTI CHETAN MEHTA	200	1.24	
	Total	14,196	88.28	0.06

3.3. The shareholding pattern of the Company Pre Buyback (as on Record date i.e. as on November 30, 2018) and Post Buyback, is as under:

Particulars	Pre Buyback		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoters	1,50,31,403	58.59	1,50,31,403	58.63
Foreign Investors (Including Non- Resident Indians, Indian FII, Foreign Mutual Funds)	3,88,714	1.51		
Financial Institutions/Banks, NBFCs & Mutual Funds promoted by Banks/Institutions	5,600	0.02	1,06,06,422	41.38
Other (Public, Public bodies corporate etc.)	1,02,28,188	39.87		
Total	2,56,53,905	100.00	2,56,37,825	100.00

#Subject to extinguishment of 16,080 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

KEYNOTE

Keynote Corporate Services Limited,
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028;
Tel: +91-22- 3026000.3; Fax: +91-22- 3026 6088;
E-mail: mbd@keynoteindia.net; Website: www.keynoteindia.net;
Contact Person: Ms. Pooja Sanghi / Mr. Shashank Pisat,
SEBI Registration No.: INM 00003606

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of KG Denim Limited

Sd/-
B Srihari
Managing Director
(DIN: 00002955)

Sd/-
A Velusamy
Director
(DIN: 00002204)

Sd/-
M Balaji
Company Secretary

Date: February 14, 2019
Place: Coimbatore

MUMBAI