

K.P.R. MILL LIMITED

Corporate Office : 1st Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India ☎ : 0422-2207777 Fax : 0422-2207778

11.4. 2018

The Manager, Department of Corporate Services BSE Limited 25 th Floor, P J Towers, Dalal Street, Mumbai, Maharashtra- 400001	The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C-1,Block G, BandraKurla Complex Bandra, East, Mumbai, Maharashtra- 400051
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Dear Sir/Madam,

K.P.R. Mill Limited

Sub: Regulation 19(7) of SEBI (Buy Back of Securities), Regulations, 1998 as amended - Post Buyback Public Announcement

Pursuant to regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended, K.P.R. Mill Limited ("**Company**") has made a post buyback public announcement dated April 10, 2018 ("**Post Buyback Public Announcement**") for the Buyback of 13,35,000 (Thirteen Lakh Thirty Five Thousand) fully paid-up equity shares of the Company of face value of `5 each at a price of `810 (Rupees Eight Hundred Ten Only) per equity share on a proportionate basis from the equity shareholders of the Company, through the tender offer route.

The Post Buyback Public Announcement has been published on April 11, 2018 in Financial Express (English – All editions), Jansatta (Hindi – All editions) and Makkalkural (Tamil – Coimbatore edition). We are enclosing a copy of the Post-Buyback Public Announcement for your information and record.

We request to take the above information on record.

Thanking you,

Yours faithfully,

For **K.P.R. Mill Limited**



(P. Kandaswamy)
Company Secretary

Encl.: As above



K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

Registered Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001, India.

Corporate Office: 1st Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641 018, India

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Website: www.kprmilllimited.com

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF K.P.R. MILL LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made pursuant to the provisions of Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated February 22, 2018 and published on February 23, 2018 (the "Public Announcement") and the Letter of Offer dated March 12, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1 K.P.R. Mill Limited (the "Company") had announced the Buyback of not exceeding 13,35,000 (Thirteen Lakh Thirty Five Thousand) fully paid-up equity shares of face value of ₹5 each ("Equity Shares") from all the existing shareholders / beneficial owners of Equity Shares as on the record date (i.e. Wednesday, March 7, 2018), on a proportionate basis, through the "Tender Offer" process at a price of ₹810 (Rupees Eight Hundred Ten Only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 108,13,50,000 (Rupees One Hundred Eight Crore Thirteen Lakhs and Fifty Thousand Only) ("Buyback Offer Size"). The Buyback Offer Size represents 9.81% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2017, (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per audited financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act, 2013. The maximum number of Equity Shares bought back represents 1.81% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.
- 1.2 The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" as provided under Buyback Regulations and circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("SEBI Circulars").
- 1.3 The Buyback Offer opened on Friday, March 16, 2018 and closed on Monday, April 2, 2018.

2. DETAILS OF BUYBACK

- 2.1 The total number of Equity Shares bought back under the Buyback Offer are 13,35,000 (Thirteen Lakh Thirty Five Thousand) Equity Shares at a price of ₹ 810 (Rupees Eight Hundred Ten only) per Equity Share.
- 2.2 The total amount utilized in the Buyback of Equity Shares is ₹ 108,13,50,000/- (Rupees One Hundred Eight Crore Thirteen Lakhs and Fifty Thousand only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- 2.3 The Registrar to the Buyback Offer i.e. Karvy Computershare Private Limited (the "Registrar to the Buyback Offer") considered 8,942 valid bids for 2,28,59,142 (Two Crore Twenty Eight Lakh Fifty Nine Thousand One Hundred Forty Two) Equity Shares in response to the Buyback, resulting in the subscription of approximately 17.1229 times the maximum number of shares bought back. The details of valid bids received by the Registrar to the Buyback Offer[#] are as follows:

Category of Investor	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Equity Shares Validly tendered	% Response
General category of other Shareholders	11,34,750	2,141	2,17,84,828	1,919.79
Reserved category for Small Shareholders	2,00,250	6,801	10,74,314	536.49
Total	13,35,000	8,942	2,28,59,142	1,712.29

[#]As per the certificate dated April 05, 2018 received from Karvy Computershare Private Limited.

- 2.4 All valid bids have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/ rejection has been dispatched by the Registrar to respective Shareholders by April 09, 2018
- 2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("Clearing Corporation") / BSE Limited on April 09, 2018. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If shareholders' bank account details were not available or if the funds transfer instruction were rejected by Reserve Bank of India/bank, due to any reason, then such funds were transferred to the concerned Shareholder Brokers/ custodians for onward transfer to their respective shareholders.
- 2.6 Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on April 09, 2018 and valid physical Equity Shares tendered in the Buyback have been accepted. The unaccepted Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation / BSE Limited on April 09, 2018.
- 2.7 The extinguishment of 13,35,000 Equity Shares accepted under the Buyback in dematerialized form is currently under process and shall be completed by April 12, 2018.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

(Equity Shares have a face value of ₹ 5 each)

Particulars	Pre Buyback		Post Buyback [#]	
	No. of Equity Shares	Amount in lakh (₹)	No. of Equity Shares	Amount in lakh (₹)
Authorized share capital	9,00,00,000	4,500.00	9,00,00,000	4,500.00
Issued, subscribed and paid up share capital	7,38,95,784	3,694.79	7,25,60,784	3,628.04

[#]Subject to extinguishment of 13,35,000 Equity Shares

- 3.2 The 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 Offer are as under:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares
1.	K P RAMASAMY	2,69,859	20.21%	0.37%
2.	P NATARAJ	2,69,859	20.21%	0.37%
3.	KPD SIGAMANI	2,69,859	20.21%	0.37%
4.	DSP BLACKROCK MICRO CAP FUND	38,153	2.86%	0.05%
5.	N JAYANTHI	30,789	2.31%	0.04%
6.	D RADHAMANI	30,789	2.31%	0.04%
7.	K R PARVATHI	30,765	2.30%	0.04%
8.	L AND T MUTUAL FUND TRUSTEE LTD-LAND T INDIA VALUE FUND	15,182	1.14%	0.02%
9.	L AND T MUTUAL FUND TRUSTEE LTD-LAND T INDIA PRUDENCE FUND	13,814	1.03%	0.02%
10.	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL CAP FUND	13,575	1.02%	0.02%

- 3.3 The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. Wednesday, March 7, 2018) and post Buyback is as under:

Particulars	Pre Buyback		Post Buyback ¹	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoters and Promoter Group	5,53,46,541	74.90	5,44,44,598	75.03
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	23,62,771	3.20		
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	97,13,354	13.14	1,81,16,186	24.97
Other (public, public bodies corporate etc.)	64,73,118	8.76		
Total	7,38,95,784	100.00	7,25,60,784	100.00

¹Subject to extinguishment of 13,35,000 Equity Shares

4. **MANAGER TO THE BUYBACK OFFER**



IDBI CAPITAL MARKETS & SECURITIES LIMITED
 (Formerly known as IDBI Capital Market Services Limited)
 3rd Floor, Mafallal Centre, Nariman Point, Mumbai- 400 021
Contact Person: Sooraj Bhatia / Priyanka Shetty
Tel: +91 (22) 4322 1212; **Fax:** +91 (22) 2285 0785
E-mail: kpr.buyback@idbicapital.com; **Website:** www.idbicapital.com
SEBI Registration Number: INM000010866
Validity period: Permanent Registration
CIN: U65990MH1993GOI075578

5. **DIRECTORS' RESPONSIBILITY**

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirms that the information in this Post Buyback Public Announcement contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

K.P.R. MILL LIMITED

Sd/-
 (KPD Sigamani)
 Managing Director
 (DIN: 00003744)

Sd/-
 (P. Nataraj)
 Managing Director
 (DIN: 00229137)

Sd/-
 (P. Kandaswamy)
 Company Secretary

Date : April 10, 2018
 Place : Coimbatore

PRESSMAN