



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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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 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated June 7, 2019 and published on June 10, 2019 (the "Public Announcement"), the Letter of Offer dated October 21, 2019 (the "Letter of Offer") and the Corrigendum to the Letter of Offer dated October 24, 2019 (the "Corrigendum"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement, the Letter of Offer and the Corrigendum to the Letter of Offer.

1. THE BUYBACK

- 1.1 K.P.R. Mill Limited (the "Company") had announced the Buyback of not exceeding 37,50,784 (Thirty Seven Lakh Fifty Thousand Seven Hundred and Eighty Four) 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, June 19, 2019), on a proportionate basis, through the "Tender Offer" process at a price of ₹ 702 (Rupees Seven Hundred and Two only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 263,30,50,368/- (Rupees Two Hundred Sixty Three Crore Thirty Lakh Fifty Thousand Three Hundred and Sixty Eight only). ("Buyback Offer Size"). The Buyback Offer Size represents 17.61% and 14.87% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone and consolidated financial statements respectively of the Company for the financial year ended March 31, 2019, (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves as per audited standalone and consolidated financial statements of the Company, under the Tender offer route as per the provisions of the Buyback Regulations. The maximum number of Equity Shares proposed to be bought back represents 5.17% 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 Tuesday, October 29, 2019 and closed on Monday, November 11, 2019.

2. DETAILS OF BUYBACK

- 2.1 The total number of Equity Shares bought back under the Buyback Offer are 37,50,784 (Thirty Seven Lakh Fifty Thousand Seven Hundred and Eighty Four) Equity Shares at a price of ₹ 702 (Rupees Seven Hundred and Two only) per Equity Share.

- 2.2 The total amount utilized in the Buyback of Equity Shares is ₹ 263,30,50,368 (Rupees Two Hundred Sixty Three Crore Thirty Lakhs Fifty Thousand Three Hundred Sixty Eight 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 Fintech Private Limited (the "Registrar to the Buyback Offer") considered 4,544 valid bids for 2,07,17,443 (Two Crore Seven Lakh Seventeen Thousand Four Hundred Forty Three) Equity Shares in response to the Buyback, resulting in the subscription of approximately 5.5235 times the maximum number of shares proposed to be bought back. The details of valid bids received by the Registrar to the Buyback Offer[#] are as follows:

Category	No. of Equity Shares Reserved in the Buyback	No. of valid Bids	Total Valid Equity Shares Tendered	Response (%)
Reserved category for Small Shareholders	5,62,618	4,014	2,81,265	49.9922
General Category for all other eligible shareholders	31,88,166	530	2,04,36,178	641.001
Total	37,50,784	4,544	2,07,17,443	552.35

[#]As per the certificate dated November 14, 2019 received from Karvy Fintech 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 November 15, 2019.

- 2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("Clearing Corporation")/BSE Limited on November 15, 2019. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If Eligible 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 such Eligible shareholders.

- 2.6 Valid Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on November 15, 2019. The unaccepted Equity Shares have been returned to respective Shareholder Brokers/custodians by the Clearing Corporation/BSE Limited on November 15, 2019.

- 2.7 The extinguishment of 37,50,784 Equity Shares accepted under the Buyback is currently under process and shall be completed by November 19, 2019.

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 Crore (₹)	No. of Equity Shares	Amount in Crore (₹)
Authorized share capital	9,00,00,000	45.00	9,00,00,000	45.00
Issued, subscribed and paid up share capital	7,25,60,784	36.28	6,88,10,000	34.41

[#]Subject to extinguishment of 37,50,784 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 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 D SIGAMANI	7,98,779	21.30	1.16
2	P NATARAJ	7,98,779	21.30	1.16
3	K P RAMASAMY	7,98,779	21.30	1.16
4	L&T MUTUAL FUND TRUSTEE LIMITED-L&T EMERGING BUSIN	1,54,533	4.12	0.22
5	DSP SMALL CAP FUND	1,10,831	2.95	0.16
6	D RADHAMANI	91,194	2.43	0.13
7	N JAYANTHI	91,194	2.43	0.13
8	K R PARVATHI	91,122	2.43	0.13
9	FRANKLIN INDIA SMALLER COMPANIES FUND	77,551	2.07	0.11
10	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C	69,906	1.86	0.10
11	L AND T MUTUAL FUND TRUSTEE LIMITED - L AND T HYBR	57,051	1.52	0.08
12	L AND T MUTUAL FUND TRUSTEE LTD-LAND T INDIA VALU	53,850	1.44	0.08
13	L AND T MUTUAL FUND TRUSTEE LTD-LAND T TAX ADVANT	51,819	1.38	0.08
14	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL	48,150	1.28	0.07

- 3.3 The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. Wednesday, June 19, 2019) 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 and Promoter Group	5,44,14,598	74.99	5,17,44,751	75.20
Foreign Investors (including Non Resident Indians, FII, FPIs and Foreign Mutual Funds)	11,52,695	1.59	1,70,65,249	24.80
Financial Institutions/Banks/Mutual Funds promoted by Banks/Institutions	1,21,16,499	16.70		
Other (public, public bodies corporate etc.)	48,76,992	6.72		
Total	7,25,60,784	100.00	6,88,10,000	100.00

[#]Subject to extinguishment of 37,50,784 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

IDBI CAPITAL MARKETS & SECURITIES LIMITED

6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai-400005

Contact Person: Mr. Apurva Bholay/ Ms. Anusha Shetty

Tel No.: +91 (22) 2217 1700; Fax No.: +91 (22) 2215 1787,

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 24(i)(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
FCS: 2172