

Ref. No. Inv Bk/CMG/PS/2016-17/236

February 14, 2017

✓ 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, Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra- 400051
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Ref: K.P.R. Mill Limited (“Company”)

Sub: Regulation 19 (7) of SEBI Buyback Regulations - Post Buyback Public Announcement

Dear Sir/Madam,

Pursuant to regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended (“**SEBI Buyback Regulations**”), the Company has made a post buyback public announcement dated February 13, 2017 (“**Post Buyback Public Announcement**”) for the buyback of 14,70,000 fully paid-up equity shares of the Company of face value of ₹ 5 each at a price of ₹ 660 (Rupees Six Hundred And Sixty) 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 in the newspapers, namely, all editions of Financial Express (English daily) and Jansatta (Hindi daily) and Coimbatore edition of Makkal Kural (Tamil) on February 14, 2017.

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 **IDBI Capital Markets & Securities Limited**

(Formerly known as IDBI Capital Markets & Securities Limited)



Authorized Signatory
Name: Monica Nagpal
Designation: Senior Vice President



Enclosed: As above



K.P.R. MILL LIMITED

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.

CIN: L17111TZ2003PLC010518

Contact Person: Mr. P. Kandaswamy, Company Secretary

Tel.: 0422-2207777; Fax: 0422-2207778; E-mail: investors@kprmill.com

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 December 8, 2016 (the "Public Announcement"), the Corrigendum to the Public Announcement dated December 16, 2016 and the Letter of Offer dated January 13, 2017 (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 14,70,000 (Fourteen Lakh Seventy 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. Saturday, December 31, 2016), on a proportionate basis, through the "Tender Offer" process at a price of ₹ 660 (Rupees Six Hundred And Sixty Only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 97,02,00,000 (Rupees Ninety Seven Crores And Two Lakhs Only) ("Buyback Offer Size"). The Buyback Offer Size represents 9.95% of the aggregate of the Company's fully paid-up equity share capital and free reserves, as per the audited accounts of the Company for the financial year ended March 31, 2016 and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016. The number of Equity Shares bought back in the Buyback constitutes 1.95% of the pre Buyback 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" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular").
- 1.3 The Buyback Offer opened on Monday, January 23, 2017 and closed on Monday, February 6, 2017.

2. DETAILS OF BUYBACK

- 2.1 The total number of Equity Shares bought back under the Buyback Offer are 14,70,000 (Fourteen Lakh Seventy Thousand) Equity Shares at a price of ₹ 660 (Rupees Six Hundred And Sixty Only) per Equity Share.
- 2.2 The total amount utilized in the Buyback of Equity Shares is ₹ 97,02,00,000 (Rupees Ninety Seven Crores And Two Lakhs 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") considered 2,141 valid bids for 1,78,26,491 (One Crore Seventy Eight Lakh Twenty Six Thousand Four Hundred Ninety One) Equity Shares in response to the Buyback, resulting in the subscription of approximately 12.13 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 of investor	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Equity Shares Validly tendered	% Response
General category of other Shareholders	12,49,500	381	1,74,80,460	1,399.00%
Reserved category for Small Shareholders	2,20,500	1,760	3,46,031	156.93%
Total	14,70,000	2,141	1,78,26,491	1,212.69%

*As per the certificate dated February 10, 2017 received from Karvy Computershare Private Limited.

- 2.4 All valid bids were 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 on February 13, 2017.
- 2.5 The settlement of all valid bids was completed by the Clearing Corporation/BSE on February 13, 2017. The funds in respect of accepted Equity Shares have been paid out to the respective Shareholder Brokers/custodians.
- 2.6 Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on February 13, 2017. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers/custodians by the Clearing Corporation/BSE on February 13, 2017.
- 2.7 The extinguishment of 14,70,000 Equity Shares accepted under the Buyback in dematerialized form is currently under process and shall be completed by February 15, 2017. The Company and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

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	7,53,65,784	37.68	7,38,95,784	36.95

[#]Subject to extinguishment of 14,70,000 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.	KPD Sigamani	3,04,149	20.69%	0.41%
2.	P. Nataraj	3,04,115	20.69%	0.41%
3.	K. P. Ramasamy	3,04,114	20.69%	0.41%
4.	DSP Blackrock Micro Cap Fund	44,263	3.01%	0.06%
5.	K. P. R. Developers Limited	38,838	2.64%	0.05%
6.	N. Jayanthi	35,240	2.40%	0.05%
7.	K. R. Parvathi	35,216	2.40%	0.05%
8.	D. Radhamani	35,207	2.40%	0.05%
9.	L AND T Mutual Fund Trustee Ltd - L ANDT TAX ADVANT	19,077	1.30%	0.03%
10.	DSP Blackrock 3 Years Close Ended Equity Fund	17,733	1.21%	0.02%

- 3.3 The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. December 31, 2016) 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	5,64,93,450	74.96	5,54,36,544	75.02
Foreign Investors (including Non Resident Indians, FIs, FPIs and Foreign Mutual Funds)	23,31,858	3.09	23,23,845	3.15
Financial Institutions/Banks/Mutual Funds promoted by Banks/Institutions	97,94,127	13.00	96,22,507	13.02
Other (public, public bodies corporate etc.)	67,46,349	8.95	65,12,888	8.81
Total	7,53,65,784	100.00	7,38,95,784	100.00

[#]Subject to extinguishment of 14,70,000 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

IDBI CAPITAL MARKETS & SECURITIES LIMITED

(Formerly known as IDBI Capital Market Services Limited)

3rd Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021

Contact Person: Mr. Priyanka Shetty/Mr. Sumit Singh

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 : February 13, 2017

Place : Coimbatore

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