

K.P.R. MILL LIMITED

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

November 23, 2019

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex Bandra, East, Mumbai,
Maharashtra- 400051

The Manager
Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai, Maharashtra- 400 001

SYMBOL: KPRMILL

SCRIP CODE: 532889

Dear Sir/Madam,

Sub: COMPLETION OF EXTINGUISHMENT OF TOTAL OF 37,50,784 FULLY PAID UP EQUITY SHARES OF Rs.5 EACH OF K.P.R MILL LIMITED (“COMPANY”) AND RECONCILIATION OF THE SHARE CAPITAL OF THE COMPANY

Pursuant to 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 tendering period for the Buyback offer opened on Tuesday, October 29, 2019 and closed on Monday, November 11, 2019.

In accordance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the “**Buyback Regulations**”), this is to inform you that the Company has extinguished 37,50,784 fully paid up Equity Shares of Rs. 5 each. A copy of the letter dated November 21, 2019 of National Securities Depository Limited confirming extinguishment of shares is enclosed herewith as **Annexure A** and a copy of the certificate dated November 22, 2019 by Karvy Fintech Private Limited. (“**Registrar to the Buyback Offer**”) and B S R & Co. LLP, Chartered Accountants, (“**Statutory Auditor of the Company**”) and Company as **Annexure B**.

In accordance with the provisions of Regulation 24(iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished:

Reconciliation of the Share Capital of the Company (Pre and Post Extinguishment):

SL NO	PARTICULARS	NO OF EQUITY SHARE OF RS 5/- EACH	EQUITY SHARE CAPITAL (RS)
1	ISSUED CAPITAL BEFORE EXTINGUISHMENT OF EQUITY SHARES (A)	7,25,60,784	36,28,03,920
2	EQUITY SHARES IN DEMAT/ELECTRONIC FORM TO BE EXTINGUISHED (B)	37,50,784	18,75,3920
	ISSUED CAPITAL (POST EXTINGUISHMENT) (A-B)	6,88,10,000	34,40,50,000

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Notes:

1. *Paid-up Equity Share Capital of the Company prior to the extinguishment was Rs.36,28,03,920 (7,25,60,784 Equity shares of Rs. 5 each).*
2. *The Buyback Committee in their meeting held on November 22, 2019 approved the extinguishment of 37,50,784 equity shares of Rs.5 each.*

Further, we would like to inform that the above extinguishment has been done as per the provisions of Buyback Regulations.

The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement published on November 16, 2019 and submitted for your records on November 18, 2019 and have been reproduced in **Annexure C** for ease of reference.

The terms used but not defined in this letter shall have the same meaning as assigned in the Public Announcement, the Letter of Offer and Corrigendum to the Letter of Offer.

Thanking you,

Yours faithfully

For K.P.R Mill Limited



P. Kandaswamy
Company Secretary

Encl: As above

National Securities Depository Limited



Ref: II/CA/COM/55991/2019

November 21, 2019

Mr. P. Nataraj
 Managing Director
 K.P.R. Mill Limited
 No. 9, Gokul Buildings
 1st Floor, A. K. S. Nagar
 Thadagam Road
 Coimbatore - 641 001

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Fintech Private Limited, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE930H01023	K.P.R. MILL LIMITED EQ NEW FV RS. 5/-	Debit	1	3,750,784.000	20/Nov/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Assistant Vice President

Digitally Signed By
 Name: RAKESH MAHASUKHLAL MEHTA
 Date: 21/11/2019 13:29:27
 Reason: Authentication
 Location: NSDL, Mumbai

ANNEXURE B

B S R & Co. LLP

Chartered Accountants

KRM Tower, 1st & 2nd Floor,
No 1, Harrington Road, Chetpet,
Chennai - 600 031, India.

Telephone : +91 44 4608 3100
Fax : +91 44 4608 3199

The Board of Directors
K.P.R. Mill Limited
No. 9, Gokul Buildings, 1st floor,
A.K.S Nagar, Thadagam Road,
Coimbatore – 641 001

Dear Sirs / Madam,

Subject: Statutory Auditor's Report in respect of extinguishment of equity shares of K.P.R. Mill Limited ('the Company') which were bought back

1. This report is issued in accordance with the terms of our agreement dated November 21, 2019.
2. The accompanying declaration relating to extinguishment of equity shares bought back through tender offer by the Company ('Certificate of Extinguishment') has been prepared by the Company, to be submitted pursuant to the requirements of Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialed the Certificate of Extinguishment for identification purposes only.

Management's Responsibility for the Certificate of Extinguishment

3. The preparation of the Certificate of Extinguishment is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Certificate of Extinguishment.
4. The Management is responsible for extinguishment of shares bought back through tender offer for the period from October 29, 2019 to November 11, 2019 as set out in the Certificate of Extinguishment.
5. The Management is also responsible for ensuring extinguishment of shares and that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

Auditors' Responsibility

6. Pursuant to SEBI Buyback Regulations, it is our responsibility to examine and inspect the books and other records of the Company as at November 22, 2019 and certify that the shares bought back and extinguished as detailed in the Certificate of Extinguishment are in agreement with the unaudited books and other records of the Company as at November 22, 2019.

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
5th Floor, Lodha Excluse
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011

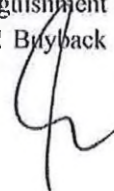
Statutory Auditor's Report in respect of extinguishment of equity shares of K.R. Mill Limited ('the Company') which were bought back

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7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited ('NSDL') with respect to the shares held in dematerialized form which were bought back;
 - ii. Examined the report from the share transfer agent on the shares outstanding before and after buy-back;
 - iii. Examined the resolutions passed by the Buyback Committee of the Company relating to extinguishment of shares which were bought-back; and
 - iv. Obtained appropriate representations from the management of the Company.
8. We conducted our examination of the Certificate of Extinguishment in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and inspection as above, and the information and explanations, we certify that, to the best of our knowledge, the shares bought back through tender offer have been extinguished as detailed in the accompanying Certificate of Extinguishment, is in agreement with the unaudited books and records of the Company as at November 22, 2019 and the extinguishment is in compliance and in accordance with the provisions of Regulation 11 of the SEBI Buyback Regulations.



B S R & Co. LLP

Statutory Auditor's Report in respect of extinguishment of equity shares of K.P.R. Mill Limited ('the Company') which were bought back

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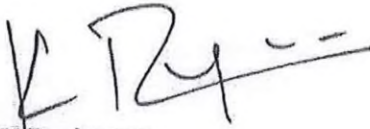
Restriction on Use

11. This report has been issued at the request of the Company solely for use of the Board of Directors of the Company and for submission to the Securities Exchange Board of India pursuant to the SEBI Buyback Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other party to whom our report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for B S R & Co. LLP

Chartered Accountants

Firm's Registration number: 101248W/W-100022



K Raghuram

Partner

Membership No: 211171

ICAI UDIN: 19211171AAAAEO9939

Place: Chennai

Date: November 22, 2019

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES
K.P.R MILL LIMITED ("the Company")

The certificate is being issued in compliance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buy-back Regulations").

Pursuant to the Public Announcement dated June 10, 2019, Letter of Offer dated October 21, 2019, and Corrigendum to Letter of Offer dated October 24, 2019 ("Corrigendum") the buyback offer was kept open from October 29, 2019 to November 11, 2019 for the buyback of up to 37,50,784 Equity Shares of the face value of Rs.5/- each fully paid-up ("Equity Shares") at a price of Rs.702 per share. The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished on November 20, 2019

A. SHARES IN DEMATERIALISED FORM

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C Number	No. of Equity Shares
National Securities Depository Limited (NSDL)	November 20, 2019	IDBI CAPITAL MARKETS & SECURITIES LIMITED [IN300079]	10803118	37,50,784
Total (A)				37,50,784

B. SHARES IN PHYSICAL FORM:

Pursuant to proviso to Regulation 40(1) of the SEBI Listing Regulations read with the Letter of Offer, the participation in the Buy-back in physical mode was not allowed.

TOTAL NO. OF EQUITY SHARES EXTINGUISHED

TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED (A + B)	37,50,784
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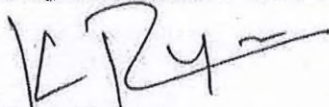
We certify that the above equity shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 11 of the Buy-back Regulations and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye laws framed there under.



Signed for identification purposes only

BSR & Co. LLP

For BSR & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022



Authorized Signatory
Name: K. RAGHURAM
Designation: PARTNER

Membership No. 211171

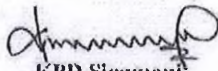


For Kurvy Fintech Private Limited



Authorized Signatory
Name: P. Nataraj
Designation: GENERAL MANAGER


For and on behalf of the Board of Directors of K.P.R Mill Limited



KPD Sigamani
Managing Director
(DIN: 00003744)



P. Nataraj
Managing Director
(DIN: 00229137)



P. Kandaswamy
Company Secretary
FCS:2172

Date: November 22, 2019

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized format.

K.P.R. MILL LIMITED

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ANNEXURE C

The shareholding pattern of the Company, pre and post Buyback, is as under:

Particulars	Pre Buy-back*		Post Buy-back#	
	Number of Shares	% to existing Equity Share capital	Number of Shares	% to post Buy- back 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, FIIs, FPIs and Foreign Mutual Funds)	11,52,695	1.59		
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	1,21,16,499	16.70	1,70,65,249	24.80
Other (public, public bodies corporate etc.)	48,76,992	6.72		
Total	7,25,60,784	100.00	6,88,10,000	100.00

*As on Record Date i.e June 19, 2019

#Subject to extinguishment of 37,50,784 shares

