

K.P.R. MILL LIMITED

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

February 16, 2022

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G BandraKurla Complex Bandra (East), Mumbai- 400051 Maharashtra, India. Scrip Code: KPRMILL	The Manager Department of Corporate Services BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Maharashtra, India. Scrip Code: 532889
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Dear Sir/Madam,

Subject: Submission of the Draft Letter of Offer pertaining to the proposed buy-back of not exceeding 22,36,000 fully paid up equity shares of face value Re. 1/- each ("Equity Shares") of K.P.R. Mill Limited ("Company") at a price of Rs. 805/- per Equity Share for an aggregate consideration not exceeding of Rs. 1,79,99,80,000/- ("Offer Size") through the tender offer process pursuant to the provisions of Regulation 8(i) of SEBI (Buy-Back of Securities) Regulations, 2018, as amended

The Company is undertaking a Buyback, in accordance with the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("Buyback Regulations"), and other applicable laws, if any.

In this regard, please find enclosed the soft copy (in pdf version) of the Draft Letter of offer dated February 16, 2022 of the Company in relation to the Buyback Offer ("**Draft Letter of Offer**"), as **Annexure 1**, for your information and records.

All terms used herein and not specifically defined shall have the same meaning as ascribed to such terms under the Draft Letter of Offer.

Thanking You,

Sincerely,

For and on behalf of K.P.R. Mill Limited


P. Kandaswamy
Company Secretary and Compliance Officer

Enclosed: As Above



DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you, being an Eligible Shareholder of K.P.R. Mill Limited (the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e. IDBI Capital Markets & Securities Limited or the Registrar to the Buyback Offer i.e. KFin Technologies Private Limited. Please refer to the section on ‘Definition of Key terms’ for the definition of the capitalized terms used herein.



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 and Compliance Officer

Tel: +91 422-2207777 | **Fax:** +91 422 2207778 | **Email:** investors@kprmill.com | **Website:** www.kprmilllimited.com

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 22,36,000 (TWENTY TWO LAKH THIRTY SIX THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹ 1 EACH, REPRESENTING 0.65% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE i.e. SATURDAY, FEBRUARY 19, 2022 ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” PROCESS AT A PRICE OF ₹ 805 (RUPEES EIGHT HUNDRED FIVE ONLY) PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹ 1,79,99,80,000 (RUPEES ONE HUNDRED SEVENTY NINE CRORE NINETY NINE LAKH EIGHTY THOUSAND ONLY) EXCLUDING TRANSACTION COSTS

- 1) The Buyback is in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended to the extent applicable and in accordance with Article 16 of the Articles of Association of the Company and in accordance with Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities under applicable laws including but not limited to SEBI, the Stock Exchanges and Reserve Bank of India etc.
- 2) The Buyback Offer Size which is not exceeding ₹ 1,79,99,80,000 (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only) represents 9.53% and 7.73% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements respectively of the Company for the financial year ended March 31, 2021 (i.e. the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limit of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest standalone and consolidated audited financial statements respectively of the Company for the financial year ended March 31, 2021.
- 3) The Letter of Offer is sent to the Eligible Shareholders as on the Record Date i.e. Saturday, February 19, 2022.
- 4) The procedure for acceptance is set out in paragraph 20 (*Procedure for Tender Offer and Settlement*) on page 39, of this Draft Letter of Offer. The Tender Form is enclosed together with this Draft Letter of Offer.
- 5) For mode of payment of cash consideration to the Eligible Shareholders, please refer to paragraph 20.30 (*Method of Settlement*) on page 45 of this Draft Letter of Offer.
- 6) A copy of the Public Announcement, this Draft Letter of Offer and the Letter of Offer (including Tender Form) is expected to be available on the website of SEBI - <http://www.sebi.gov.in> and the website of the Company- www.kprmilllimited.com
- 7) Eligible Shareholders are advised to refer to paragraph 17 (*Details of Statutory Approvals*) on page 34 of this Draft Letter of Offer and paragraph 21 (*Note on Taxation*) on page 48 of this Draft Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK OPENS ON: [●]

BUYBACK CLOSES ON: [●]

(LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: [●], BY [●] P.M.

MANAGER TO THE BUYBACK OFFER



IDBI CAPITAL MARKETS & SECURITIES LIMITED

6th Floor, IDBI Tower,
WTC Complex, Cuffe Parade,
Mumbai- 400 005

Contact person: Ashik Joisar / Rahul Sharma

Tel: +91 22 2217 1700

Fax: +91 22 2215 1787

Email: kpr.buyback2022@idbicapital.com

Website: www.idbicapital.com

SEBI Registration No.: INM000010866

Validity Period: Permanent Registration

CIN: U65990MH1993GOI075578

REGISTRAR TO THE BUYBACK OFFER



KFIN TECHNOLOGIES PRIVATE LIMITED

(Formerly known as “Karvy Fintech Private Limited”)
Selenium, Tower B, Plot No- 31 & 32, Financial District,
Nanakramguda, Serilingampally Hyderabad,
Rangareddi – 500 032, Telangana, India

Contact Person: M Murali Krishna

Tel.: +91 40 6716 2222

Email: kpr.buyback@kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

SEBI Registration Number: INR000000221

Validity Period: Permanent Registration

CIN: U72400TG2017PTC117649

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1. SCHEDULE OF THE ACTIVITIES FOR THE BUYBACK OFFER

Activity	Date	Day
Date of Board Meeting approving the proposal of the Buyback	February 07, 2022	Monday
Date of Public Announcement for Buyback	February 07, 2022	Monday
Date of publication of the Public Announcement for the Buyback	February 09, 2022	Wednesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	February 19, 2022	Saturday
Date of Opening of the Buyback Offer	[●]	[●]
Date of Closing of the Buyback Offer	[●]	[●]
Last date of receipt of the completed Tender Forms and other specified including physical Equity Share certificates by the Registrar	[●]	[●]
Last date of verification of Tender Forms by the Registrar	[●]	[●]
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares by the Registrar	[●]	[●]
Last date of settlement of bids on the Stock Exchange	[●]	[●]
Last date of dispatch of share certificate(s) by RTA/ payment to shareholders/ return of unaccepted demat shares by Stock Exchanges to Shareholder Broker/ Eligible Shareholders	[●]	[●]
Last date of extinguishment of Equity Shares	[●]	[●]

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, 2013, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of fully paid-up Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Act / Companies Act	The Companies Act, 2013 as amended from time to time and the rules and regulations made thereunder and to the extent applicable.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Shares / Additional Equity Shares	Equity Shares tendered by Eligible Shareholders over and above their respective Buy-back Entitlement and such that total number of Equity Shares tendered does not exceed the Equity Shares held on the Record Date by such Eligible Shareholders
Articles/ AOA	Articles of Association of the Company
Board Meeting	Meeting of the Board of Directors held on February 07, 2022 approving the proposal for the Buyback Offer
Board/ Board of Directors/ Director(s)	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof)
BSE	BSE Limited
Buyback/ Buyback Offer/ Offer/ Buyback Offer Size	Buyback of not exceeding 22,36,000 (Twenty Two Lakh Thirty Six Thousand) Equity Shares at a price of ₹ 805 (Rupees Eight Hundred Five only) per Equity Share for an aggregate consideration not exceeding ₹ 179,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only), on a proportionate basis, from the Eligible Shareholders, as on Record Date by way of a tender offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars.
Buyback Closing Date	[●]
Buyback Committee/ Committee	The Buyback Committee of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated February 07, 2022.

Term	Description
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	[●]
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended from time to time
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation / ICCL	Indian Clearing Corporation Limited
Company/K.P.R. Mill/ “we”	K.P.R. Mill Limited, unless the context states otherwise
Companies Act, 1956	The Companies Act, 1956, as amended (to the extent applicable)
Companies Act, 2013	The Companies Act, 2013, as amended
Company’s Broker	IDBI Capital Markets & Securities Limited
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Collectively, NSDL and CDSL
Designated Stock Exchange	The designated stock exchange for the Buyback being, BSE
DIN	Director Identification Number
Draft Letter of Offer/ Offer Document/ DLoF	This Draft Letter of Offer dated February 16, 2022 filed with SEBI through the Manager to the Buyback Offer, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
DP	Depository Participant
DTAA	Double Taxation Avoidance Agreement
Eligible Equity Shares	Eligible Equity Shares means the lower of: (i) Total number of Equity Shares held by an Eligible Shareholder as on the Record Date; or (ii) Total number of Equity Shares tendered by an Eligible Shareholder.
Equity Shares/ Shares	Fully paid-up equity shares of face value ₹ 1 each of the Company
Equity Shareholders/ Shareholders	Holders of the Equity Shares of the Company and includes beneficial owner(s) thereof
Eligible Shareholder(s)	All shareholders / beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Saturday, February 19, 2022.
Escrow Account	The escrow account titled “[●]” to be opened with the Escrow Agent in terms of the Escrow Agreement
Escrow Agent	[●]
Escrow Agreement	The escrow agreement dated [●] to be entered into between the Company, Escrow Agent and the IDBI Capital Markets & Securities Limited
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
Form / Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buyback
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with the SEBI
GoI	Government of India
HUF	Hindu Undivided Family
Income Tax Act	The Income Tax Act, 1961, as amended
IND AS	Indian Accounting Standards
Letter of Offer	Letter of Offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
LTCG	Long-term Capital Gains
Ltd.	Limited
Manager / Manager to the Buyback Offer / IDBI	IDBI Capital Markets & Securities Limited
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), FII(s), FPI(s) and erstwhile OCBs

Term	Description
NRE	Non Residents External
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer Period / Tendering Period	Period of 10 working days from the date of opening of the Buyback Offer till its closure (both days inclusive)
Offer Price / Buyback Offer Price/ Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 805 (Rupees Eight Hundred Five only) per Equity Share, payable in cash
PAN	Permanent Account Number
Promoters and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the listing agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Public Announcement / PA	The public announcement, made in accordance with the Buyback Regulations, dated February 07, 2022, published in all editions of Business Standard (English National daily), Business Standard (Hindi National daily) and Coimbatore edition of Makkal Kural (Regional Language daily) on February 09, 2022
Physical Share(s)	Equity Share(s) of the Company in physical form
Ratio of Buyback	The ratio of the Buy-back: (i) in case of Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Eligible Shareholder on the Record Date
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. This date shall be Saturday, February 19, 2022.
Registrar to the Buyback Offer/ Registrar	KFin Technologies Private Limited
Reserved Category	Category of the Small Shareholders eligible to tender Equity Shares in the Buyback
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015, circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular bearing number SEBI/HO/CFD/DIL1/ CIR/P/2018/011 dated January 19, 2018 and circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any statutory modification thereof.
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Shareholder Broker	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than two lakh rupees, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date i.e. February 19, 2022.
STCG	Short-term Capital Gains
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement
Tender Offer	Method of buyback as defined in Regulation 2(1)(q) read with Regulation

Term	Description
	9(vii) of the Buy-back Regulations using stock exchange mechanism
TRS	Transaction Registration Slip
Transaction Costs	Transaction cost incurred or to be incurred for the Buy Back viz. fees, brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, turnover charges, filing fees, advisor fees, Public Announcement expenses, printing and dispatch expenses and other incidental and related expenses etc.
U.S.	United States
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback Offer i.e. IDBI Capital Markets & Securities Limited has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and the Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback Offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited has furnished to SEBI a due diligence certificate dated February 16, 2022 in accordance with Buyback Regulations which reads as follows:

“We have examined various documents and materials contained in the annexure to the Draft Letter of Offer, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement dated February 07, 2022 and the Draft Letter of Offer dated February 16, 2022. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback offer;*
- *All the legal requirements connected with the said Buyback offer including Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer;*
- *Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended”*

The filing of the Draft Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, the Promoters/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013, Buyback Regulations and other applicable laws and regulations.

The Promoters/ Board of Directors also declare and confirm that funds borrowed from the banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. Shareholders to be aware that this Draft Letter of Offer is subject to tender offer laws and regulations in India that are different from those in the United States and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. Certain of the U.S.

federal securities laws apply to the Buyback as there are U.S. Shareholders. The Buyback is being treated in the United States as one to which the “Tier I” exemption mentioned in Rule 13(e)-4(h)(8) under the U.S. Securities Exchange Act of 1934, as amended, is applicable.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION OR REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THIS OFFER, PASSED UPON THE FAIRNESS OR MERITS OF THIS DRAFT LETTER OF OFFER OR DETERMINED WHETHER THIS DRAFT LETTER OF OFFER IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES

Disclaimer for Persons in other foreign countries:

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable law, the Company and the Manager to the Buyback Offer are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.

This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations. The Eligible Shareholders who have registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through physical mode by registered post/speed post/courier. However, receipt of the Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statement:

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Currency and Unit of Presentation

In this Draft Letter of Offer, references to “₹”, “Rs.” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in Rs. crore, unless otherwise stated

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on Monday, February 07, 2022. The extracts of the minutes of the Board Meeting are as follows:

APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 10% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID UP SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**), and other relevant rules made thereunder, each as amended from time to time (the **“Companies Act”**), and in accordance with Article 16 of the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the **“Buyback Regulations”**), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), Ministry of Corporate Affairs/ Registrar of Companies, Coimbatore, Tamil Nadu (the **“ROC”**) and/ or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (the **“Board of Directors”/ “Board”** which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback of not exceeding **22,36,000 (Twenty Two Lakh Thirty Six Thousand)** fully paid-up equity shares of face value of ₹ 1/- each (**“Equity Share”**) (representing **0.65%** of the total number of fully paid-up Equity Shares in the paid-up share capital of the Company) at a price of ₹ **805 (Rupees Eight Hundred Five only)** per Equity Share (the **“Buy Back Offer Price”**) payable in cash for an aggregate consideration not exceeding ₹ **1,79,99,80,000 (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only)** (the **“Buyback Offer Size”**) (excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes *inter alia* including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) being 9.53% & 7.73% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2021 (the last audited standalone and consolidated financial statements available as on the date of Board meeting recommending the proposal of the Buyback) and is within the statutory limits of 10% (Ten Percent) of the aggregate of the fully paid-up Equity Share capital and free reserves under the Board of Directors approval route as per the provisions of the Companies Act and Buyback Regulations from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buyback Regulations (hereinafter referred to as the **“Buyback”**).”

“RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations, as amended.”

“RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 or such other circulars or notifications, as may be applicable including subsequent amendments or statutory modifications thereof and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.”

“RESOLVED FURTHER THAT such Buyback shall be made out of the Company’s free reserves and / or such other sources, and on such terms and conditions as the Board or a duly constituted committee thereof may decide from time to time, as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act, the Company may buyback Equity Shares from all the existing members holding Equity Shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.”

“RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) all Equity Shares of the Company are fully paid up;
- b) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of closure of this Buyback;
- c) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations;
- d) The Company, as per provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of equity shares or other specified securities within a period of six months after the expiry of the Buyback Period except by way of bonus shares or equity shares issued to discharge

subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares (“the subsisting obligations”)

- e) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company;
- f) Company shall not directly or indirectly purchase its Equity Shares:
 - through any subsidiary company including its own subsidiary companies, if any or
 - through any investment company or group of investment companies;
- g) Company shall not Buyback the locked-in Equity Shares or other specified securities, if any and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;
- h) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act, 2013 and rules made thereunder and Buyback Regulations;
- i) the consideration for the Buyback shall be paid only by way of cash;
- j) the aggregate amount of the Buyback i.e. **₹ 1,79,99,80,000 (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only)** i.e. 9.53% & 7.73% of the total paid-up Equity Share capital and free reserves of the Company is as per the latest audited standalone and consolidated financial statements of the Company, respectively for the financial year ended March 31, 2021 (the last audited standalone and consolidated financial statements available as on the date of Board meeting recommending the proposal of the Buyback) and that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. **22,36,000 (Twenty Two Lakh Thirty Six Thousand)** Equity Shares does not exceed 25% of the total number of Equity Shares of the paid-up Equity Share Capital of the Company;
- k) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- l) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act, 2013; and
- m) The buyback shall be completed within a period of one (1) year from the date of passing of this Board resolution;
- n) The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- o) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board meeting wherein the proposal of Buyback was approved;
- p) the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
- q) The Company shall not buyback its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback; and
- r) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date.”

“RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the Promoter(s) of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and intimations submitted from time to time pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended (**“SEBI Takeover Regulations”**) as the Board may consider appropriate, from out of its free reserves and/or share premium account and/or surplus and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

“RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback.”

“RESOLVED FURTHER THAT as required by Clause (x) of Schedule I under Regulation 5 of the Buyback Regulations, the Board hereby confirms that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and that based on such inquiry, the Board of Directors has formed an opinion that:

- a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- b) as regards the Company’s prospects for the year immediately following the date of this Board meeting, and having regard to the Board’s intention with respect to the management of Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.”

“RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and Mr. KPD Sigamani and Mr. P. Nataraj, Managing Directors of the Company, be and are hereby authorized to finalise and sign the same, for and on behalf of the Board, and Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.”

“RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors/Foreign Portfolio Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 as amended and the rules and regulations framed there under, if any.”

“RESOLVED FURTHER THAT no information / material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and Buyback Regulations.”

“RESOLVED FURTHER THAT the buyback is being proposed in keeping with the Company’s desire to enhance overall shareholders value and the buyback would lead to reduction in total number of equity shares.”

“RESOLVED FURTHER THAT the approval of Board be and is hereby accorded for appointment of IDBI Capital Markets & Securities Limited as Manager and Broker to the Buyback and for other services related to the Buyback at a fee and on the terms & conditions as mutually agreed with them.”

“RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for constitution of a Committee comprising of Mr. K. P. Ramasamy, Chairman, Mr. KPD Sigamani and Mr. P. Nataraj, Managing Directors, Mr. PL. Murugappan, Chief Financial Officer and Mr. P. Kandaswamy, Company Secretary (**“Buyback Committee”**) to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

- a) appointment of merchant banker, brokers, registrar, advertising and printing agency, escrow bank, Auditors, dispatch agency, depository, compliance officer and other advisors, consultants or representatives;
- b) finalizing the terms of buyback like the mechanism for the buyback, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- c) to enter into escrow arrangements with the bank as may be required in terms of the Buyback Regulations;
- d) To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations;

- e) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- f) to prepare, approve, sign and file public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other Appropriate Authority and all documents with respect to the Buyback ("**Buyback Offer Documents**") with and any revision/ modification / amendment thereto in accordance with the Act or the Buyback Regulations;
- g) to file copies of the Buyback Offer Documents and any revision thereto with SEBI, the stock exchanges and other appropriate authorities within the timelines, as specified in the Act or the Buyback Regulations
- h) deciding the designated stock exchange;
- i) fixing the Record Date;
- j) to seek all regulatory approvals and exemption, if any, including of the Securities and Exchange Board of India ("SEBI") and RBI for implementing the Buyback.
- k) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- l) to decide on opening date for commencing of offer for Buyback and closing date thereof within the timelines as specified in the Act or the Buyback Regulations
- m) to decide on the time-table from the opening of the Buyback offer till completion of post buyback offer activities including the extinguishment of the shares.
- n) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- o) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide and settle the remuneration for all such intermediaries/ agencies/ persons, including by the payment of brokerage, fee, charges etc and enter into agreements/ letters in respect thereof;
- p) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company.
- q) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities.
- r) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- s) dealing with stock exchanges (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021.
- t) to verify offer / acceptances received
- u) to finalize basis of acceptance
- v) to authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities.
- w) to delegate all or any of the authorities conferred on them to any Director(s)/ Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company.
- x) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

y) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

The Company Secretary shall act as the Secretary to the Buyback Committee.”

“RESOLVED FURTHER THAT Mr. K. P. Ramasamy, Chairman or Mr. KPD Sigamani and Mr. P. Nataraj, Managing Directors and Mr. P. Kandaswamy, Company Secretary, be and are hereby authorized jointly for signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other appropriate authority.”

“RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.”

“RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any director / officer(s) and / or representatives of the company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegations/ sub-delegations of authority from time to time.”

“RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing Saturday, February 19, 2022 as the Record Date for ascertaining the eligibility of the Shareholders to participate in the Buyback of Equity Shares of the Company.”

“RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.”

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to Buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by Law.”

“RESOLVED FURTHER THAT the Company shall maintain a register of shares bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.”

“RESOLVED FURTHER THAT Mr. P. Nataraj, Managing Director be and is hereby authorised to nominate any officer of the Company for negotiating, signing and executing necessary documents, undertaking, documents, letters, offers, agreements etc. for an on behalf of the Company.”

“RESOLVED FURTHER THAT Mr. P. Nataraj, Managing Director and Mr. P. Kandaswamy, Company Secretary, be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs / Registrar of Companies, Coimbatore, Tamil Nadu and any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated February 07, 2022 in relation to the Buyback, which was published on February 09, 2022 in the following newspapers. The Public Announcement was issued within two working days from the date of the passing of the resolution in the meeting of Board of Directors for the Buyback i.e February 07, 2022.

Publication	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Makkal Kural	Tamil	Coimbatore Edition

The Company will publish further notices or corrigenda, if any, in the above mentioned newspapers.

A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in, the Company website at www.kprmillimited.com and on the Stock Exchanges website at www.bseindia.com and www.nseindia.com.

6. DETAILS OF THE BUYBACK

The Board of Directors of K.P.R. Mill Limited on February 07, 2022, has passed a resolution to buyback Equity Shares of the company not exceeding 22,36,000 (Twenty Two Lakh Thirty Six Thousand) fully paid-up Equity Shares of face value ₹ 1 each from all the existing shareholders / beneficial owners of Equity Shares of the Company as on Record Date, on a proportionate basis, through the “Tender Offer” route, at a

price of ₹ 805 (Rupees Eight Hundred Five only) per Equity Share payable in cash, for an aggregate consideration not exceeding ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only).

The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) and in accordance with Article 16 of the Articles of Association of the Company and the provisions contained in the Buyback Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to SEBI, BSE and NSE.

The Buyback Offer Size represents 9.53% and 7.73% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2021 (the last audited standalone and consolidated 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 proposed to be bought back represents 0.65% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company

The maximum amount required by the Company for the said Buyback will not exceed ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only) and is within permitted limits.

The Buyback is subject to the provisions of the Buyback Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with SEBI Circular, which prescribes mechanism for acquisition of shares through stock exchange.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the “**Tender Offer**” process, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in SEBI Circulars.

The Buyback Offer Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses, taxes inter alia including buy back taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses.

The aggregate shareholding of the Promoters and Promoter Group of the Company, the directors of the Promoters and Promoter Group companies holding Equity Shares and of persons who are in control of the Company and aggregate shareholding of the Directors and Key Managerial Personnel, as on the date of the Board Meeting i.e. Monday, February 07, 2022 is given below:

a. Shareholding forming part of the Promoter and Promoter Group and person in control

S. No	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
Individuals				
1.	Sri. K. P. Ramasamy	7,16,21,810	7,16,21,810	20.82
2.	Sri. KPD Sigamani	7,43,56,810	7,43,56,810	21.61
3.	Sri. P. Nataraj	7,43,56,810	7,43,56,810	21.61
4.	Smt N. Jayanthi	84,89,050	84,89,050	2.47

5.	Smt K. R. Parvathi	84,82,465	84,82,465	2.46
6.	Smt D. Radhamani	84,89,050	84,89,050	2.47
7.	Sri C. R. Anandakrishnan	6,950	6,950	Negligible
8.	Smt. Uma Sekar	13,68,000	13,68,000	0.40
9.	Smt. Kalpana Anand	13,67,500	13,67,500	0.40
Corporate				
10.	K.P.R. Developers Limited	85,27,310	85,27,310	2.48
	TOTAL	25,70,65,755	25,70,65,755	74.72

b. Shareholding of directors of the Promoters and Promoter Group entity (i.e. K.P.R. Developers Limited) in the Company:

S. No.	Name of the Shareholders	Designation	No. of Equity Shares held	Percentage of issued Equity Share capital
1.	Sri KPD Sigamani	Director	7,43,56,810	21.61
2.	Sri P. Nataraj	Director	7,43,56,810	21.61
3.	Sri. K. P. Ramasamy	Director	7,16,21,810	20.82
	Total		22,03,35,430	64.04

c. Shareholding of the Directors and Key Managerial Personnel's:

S. No.	Name of Shareholder	Designation	No. of Equity Shares held	Percentage of issued Equity Share capital
1.	Sri. K. P. Ramasamy	Chairman & whole time director	7,16,21,810	20.82
2.	Sri. KPD Sigamani	Managing director	7,43,56,810	21.61
3.	Sri. P. Nataraj	Managing director	7,43,56,810	21.61
4.	Sri C. R. Anandakrishnan	Whole time director	6,950	Negligible
	Total		22,03,42,380	64.04

In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group of the Company have an option to participate in the Buyback. In this regards, certain members of the Promoters and Promoter Group of the Company have expressed their intention, vide their letters, each dated February 07, 2022 to participate in the Buyback and tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand Six Hundred Ninety Two) Equity Shares as detailed below or such lower number of Equity Shares in accordance with the Buyback Regulations in the following manner:

Sr. No.	Name of the Shareholders	Maximum number of Equity Shares intended to tender
1.	Sri. K. P. Ramasamy	1,79,05,453
2.	Sri. KPD Sigamani	1,85,89,203
3.	Sri. P. Nataraj	1,85,89,203
4.	K.P.R. Developers Limited	21,31,828
5.	Smt D. Radhamani	21,22,263
6.	Smt. N. Jayanthi	21,22,263
7.	Smt. K. R. Parvathi	21,20,616
8.	Smt. Uma Sekar	3,41,988
9.	Smt. Kalpana Anand	3,41,875
	Total	6,42,64,692

The pre-Buyback shareholding of Promoters and Promoter Group of the Company is 74.72% of the total paid-up equity share capital of the Company and assuming that the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholder in proportion of their respective Buyback Entitlement, post-Buyback shareholding of Promoters and Promoter Group will be [●]% of the total paid-up equity share capital of the Company. For details with respect to aggregate shareholding of Promoters and Promoter Group post-Buyback please refer paragraph 13.4 of this Draft Letter of Offer

The Promoters and Promoter Group of the Company vide their letters dated February 07, 2022 have undertaken and confirmed that in case their shareholding goes beyond 75%, post Buyback, they will reduce their shareholding in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, within the time period prescribed under Rule 19A of Securities Contract (Regulation) Rules, 1957 ("SCRR") to ensure compliance with the minimum public shareholding prescribed under the SCRR.

Further, the Promoters and Promoter Group vide their letters dated February 07, 2022 have also confirmed that in case the total Promoters and Promoter Group shareholding goes beyond 75%, post Buyback, they

will reduce their shareholding to the extent required, in accordance with timelines specified in proviso to Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended i.e. within a period of ninety days from the date of closure of the Buyback offer, to ensure compliance with the minimum public shareholding requirements.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company may increase or decrease from the existing 74.72% holding in the total paid-up equity share capital of the Company as on date of the Board Meeting i.e. February 07, 2022. The Promoters and Promoter Group of the Company are already in control over the Company and therefore such increase/decrease in voting rights of the Promoters and Promoter Group will not result in any change in control over the Company.

7. AUTHORITY FOR THE BUYBACK

The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended, the Share Capital Rules Article 16 of the Articles of Association of the Company and the provisions contained in the Buyback Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to SEBI, BSE and NSE.

The Board of Directors at their meeting on February 07, 2022 passed a resolution approving buyback of Equity Shares of the Company.

8. NECESSITY OF THE BUYBACK

Buy-back is the acquisition by a company of its own shares. Buy-back is an efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholder. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback Offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and
- v. Optimizes the Capital Structure.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 22,36,000 (Twenty Two Lakh Thirty Six Thousand) fully paid up Equity Shares representing 0.65% of the total paid-up equity capital of the Company at a price of ₹ 805/- (Rupees Eight Hundred Five only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only) excluding filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses, taxes inter alia including buy-back taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses, which represents 9.53% & 7.73% of the aggregate of the Company’s fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company respectively for the financial year ended March 31, 2021.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1 We believe the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buyback to the extent of 100% from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, the funds deployed by the Company towards the Buyback would be ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only) excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement

publication fees, filing fees, turnover charges, applicable taxes inter alia including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expense. This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.

9.2 We believe the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.

9.3 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company

9.4 In terms of the Buyback Regulations, under the Tender Offer process, the Promoters and Promoter Group of the Company has the option to participate in the Buyback. In this regards, certain members of the Promoters and Promoter Group of the Company have expressed their intention, *vide* their letters, each dated February 07, 2022 to participate in the Buyback and tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand and Six Hundred and Ninety Two only) Equity Shares as detailed below or such lower number of Equity Shares in accordance with the Buyback Regulations in the following manner:

Sr. No.	Name of the Shareholders	Maximum number of Equity Shares intended to tender
1.	Sri. K. P. Ramasamy	1,79,05,453
2.	Sri. KPD Sigamani	1,85,89,203
3.	Sri. P. Nataraj	1,85,89,203
4.	K.P.R. Developers Limited	21,31,828
5.	Smt D. Radhamani	21,22,263
6.	Smt. N. Jayanthi	21,22,263
7.	Smt. K. R. Parvathi	21,20,616
8.	Smt. Uma Sekar	3,41,988
9.	Smt. Kalpana Anand	3,41,875
	Total	6,42,64,692

The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

9.5 Since the entire shareholding of the Promoters & Promoter Group participating in the Buyback is in demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the said Promoters and Promoter Group have acquired/sold till date as per the information provided by Promoters and Promoter Group, each *vide* their letters, dated February 07, 2022, are set-out below:

(i) **KPD Sigamani**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360 ⁽¹⁾	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,933 ⁽¹⁾	94,83,250	Further allotment to the promoters
February 15, 2006	72,651	Nil	Consideration for purchase of Business of K.P.R Knits
February 15, 2006	-48,434	57,92,706	Transfer to Mr. K.P. Ramasamy & Mr. P. Nataraj
October 06, 2006	37,87,337	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-2,21,486	13,28,18,510	Transfer to private equity investors
March 1, 2007	39,72,998	Nil	Bonus issue
November 16, 2008	10,000	4,72,238	Purchase in open market
November 20, 2008	20,000	9,84,665	Purchase in open market
September 17, 2009	50,000	39,38,990	Purchase in open market
October 16, 2009	10,117	8,02,115	Purchase in open market
October 17, 2009	32,088	25,46,478	Purchase in open market
04 June, 2010	858	1,26,576	Purchase in open market
July 06, 2012	29,000	28,83,944	Purchase in open market
July 09, 2012	29,300	29,13,778	Purchase in open market

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
February 20, 2013	1,275	1,57,356	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-3,04,149	20,07,38,340	Sold in buyback of shares of the Company
April 03, 2017	-3,119 ⁽⁴⁾	19,59,920 ⁽³⁾	Sold in open market
April 06, 2018	-2,69,859	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	-10,000 ⁽⁴⁾	56,62,145 ⁽³⁾	Sold in open market
November 15, 2019	-7,98,779	56,07,42,858	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	7,43,56,810		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹ 10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(4) To comply with buyback regulations

(ii) P. Nataraj

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360 ⁽¹⁾	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,933 ⁽¹⁾	94,83,250	Further allotment to the promoters
February 15, 2006	24,217	28,96,353	Transfer from Mr. KPD Sigamani
October 06, 2006	38,26,987	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-2,61,589	15,68,67,076	Transfer to private equity investors
March 1, 2007	39,72,545	Nil	Bonus issue
November 16, 2008	8,973	4,23,740	Purchase in open market
November 20, 2008	32,870	16,18,297	Purchase in open market
September 22, 2009	50,000	39,39,088	Purchase in open market
September 25, 2009	3,157	2,46,339	Purchase in open market
October 14, 2009	27,205	30,98,326	Purchase in open market
June 04, 2010	863	1,27,314	Purchase in open market
July 06, 2012	29,000	28,55,818	Purchase in open market
July 09, 2012	29,300	28,76,309	Purchase in open market
February 20, 2013	1,275	1,57,356	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-3,04,115	20,07,15,900	Sold in buyback of shares of the Company
April 03, 2017	-1,351 ⁽⁴⁾	8,48,980 ⁽³⁾	Sold in open market
April 06, 2018	-2,69,859	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	-10,000 ⁽⁴⁾	56,62,262 ⁽³⁾	Sold in open market
November 15, 2019	-7,98,779	56,07,42,858	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
Total Current Holding	7,43,56,810		

- (1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹10 each.
- (2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.
- (3) Net of brokerage charges
- (4) To comply with buyback regulations

(iii) **K. P. Ramasamy**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 19, 2003	360 ⁽¹⁾	36,000	Allotment pursuant to subscription to Memorandum and Articles of Association
March 31, 2005	37,934 ⁽¹⁾	94,83,500	Further allotment to the promoters
February 15, 2006	24,217	28,96,353	Transfer from Mr. KPD Sigamani
October 06, 2006	38,29,000	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-2,63,635	15,80,94,000	Transfer to private equity investors
March 01, 2007	39,72,522	Nil	Bonus issue
November 16, 2008	10,000	4,72,238	Purchase in open market
November 20, 2008	20,000	9,84,665	Purchase in open market
September 17, 2009	52,350	39,35,055	Purchase in open market
October 14, 2009	39,855	33,54,090	Purchase in open market
June 06, 2010	860	1,26,871	Purchase in open market
July 06, 2012	30,000	29,23,120	Purchase in open market
July 09, 2012	28,300	28,14,332	Purchase in open market
February 20, 2013	1,275	1,57,676	Purchase in open market
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-3,04,114	20,07,15,240	Sold in buyback of shares of the Company
April 03, 2017	-1,254 ⁽⁴⁾	7,87,976 ⁽³⁾	Sold in open market
April 06, 2018	-2,69,859	21,85,85,790	Sold in buyback of shares of the Company
June 05, 2018	-10,000 ⁽⁴⁾	56,62,967 ⁽³⁾	Sold in open market
November 15, 2019	-7,98,779	56,07,42,858	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
January 21, 2022	-27,35,000	NA	Inter-se gift transfer of 13,67,500 equity shares each to daughters Uma Sekar & Kalpana Anand
Total Current Holding	7,16,21,810		

- (1) On December 23, 2005, one Equity Share of the Company of ₹100 sub-divided into 10 Equity Shares of ₹10 each.
- (2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.
- (3) Net of brokerage charges.
- (4) To comply with buyback regulations

(iv) *N. Jayanthi*

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360 ⁽¹⁾	36,000	Allotment
March 31, 2005	27,500 ⁽¹⁾	68,75,000	Further allotment to the promoters
October 06, 2006	4,90,013	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-30,791	1,84,64,439	Transfer to private equity investors
March 1, 2007	7,37,822	Nil	Bonus issue
July 17, 2007	-4,43,560	4,43,560	Sale to private equity shareholder
August 08, 2007	-90,242	90,243	Sale to private equity shareholder
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹10/-each in the Company to Two Equity Shares of ₹5/- each.			
February 13, 2017	-35,240	2,32,58,400	Sold in buyback of shares of the Company
April 03, 2017	-28,651 ⁽⁴⁾	1,80,03,545 ⁽³⁾	Sold in open market
April 06, 2018	-30,789	2,49,39,090	Sold in buyback of shares of the Company
November 15, 2019	-91,194	6,40,18,188	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	84,89,050		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges

(4) To comply with buyback regulations

(v) *K. R. Parvathi*

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360 ⁽¹⁾	36,000	Allotment
March 31, 2005	27,500 ⁽¹⁾	68,75,000	Further allotment to the promoters
October 06, 2006	4,88,000	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-28,753	1,72,42,312	Transfer to private equity investors
March 1, 2007	-360	Nil	Gift to Mr. C. R. Anandakrishnan
March 1, 2007	7,37,487	Nil	Bonus issue
July 17, 2007	-4,43,560	4,43,560	Sale to private equity shareholder
August 08, 2007	-90,243	90,243	Sale to private equity shareholder
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-35,216	2,32,42,560	Sold in buyback of shares of the Company
April 03, 2017	-28,746 ⁽⁴⁾	1,80,63,686 ⁽³⁾	Sold in open market
April 06, 2018	-30,765	2,49,19,650	Sold in buyback of shares of the Company
November 15, 2019	-91,122	6,39,67,644	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	84,82,465		

(1) On December 23, 2005, one Equity Share of the Company of ₹ 100 sub-divided into 10 Equity Shares of ₹10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges.

(4) To comply with buyback regulations

(vi) **D. Radhamani**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
July 21, 2003	360 ⁽¹⁾	36,000	Allotment
March 31, 2005	27,500 ⁽¹⁾	68,75,000	Further allotment to the promoters
October 06, 2006	5,29,663	Nil	Allotment pursuant to Merger ⁽²⁾
November 14, 2006	-70,891	4,25,11,206	Transfer to private equity investors
March 1, 2007	7,37,372	Nil	Bonus issue
July 17, 2007	-4,43,560	4,43,560	Sale to private equity shareholder
August 08, 2007	-90,243	90,243	Sale to private equity shareholder
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-35,207	2,32,36,620	Sold in buyback of shares of the Company
April 03, 2017	-26,882 ⁽⁴⁾	1,68,91,911 ⁽³⁾	Sold in open market
April 06, 2018	-30,789	2,49,39,090	Sold in buyback of shares of the Company
November 15, 2019	-91,194	6,40,18,188	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	84,89,050		

(1) On December 23, 2005, one Equity Share of the Company of ₹100 sub-divided into 10 Equity Shares of ₹10 each.

(2) Allotment pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company.

(3) Net of brokerage charges

(4) To comply with buyback regulations

(vii) **C. R. Anandakrishnan**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 01, 2007	360	Nil	Gift
March 01, 2007	360	Nil	Bonus issue
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-27	17,820	Sold in buyback of shares of the Company
April 06, 2018	-23	18,630	Sold in buyback of shares of the Company
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	6,950		

(viii) **Kalpana Anand**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
January 21, 2022	13,67,500	NA	Inter-se gift transfer of shares from Mr. K.P. Ramasamy
Total Current Holding	13,67,500		

(ix) **Uma Sekar**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
June 24, 2021	75	1,15,425	Purchase of shares
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021,			

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
December 17, 2021	75	44,370	Purchase of shares
January 21, 2022	13,67,500	NA	Inter-se gift transfer of shares from Mr. K.P. Ramasamy
February 03, 2022	50	35,748	Purchase of shares
Total Current Holding	13,68,000		

(x) **K.P.R. Developers Limited**

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
June 6, 2011	10,38,000	Nil	Gift From K.P.R. Sugar Mill Limited
Pursuant to resolution passed by members through Postal ballot including E-voting process declared on November 15, 2016, sub division One Equity Share of ₹ 10/-each in the Company to Two Equity Shares of ₹ 5/- each.			
February 13, 2017	-38,838	2,59,33,080	Sold in buyback of shares of the Company
September 18, 2020	-3,31,700	21,30,57,138 ⁽¹⁾	Sold in Open Market
Pursuant to resolution approved by members through Annual General Meeting held on September 09, 2021, Sub division of One Equity Share of ₹ 5/- each in the Company to Five Equity Shares of ₹ 1/- each.			
Total Current Holding	85,27,310		

(1) Net of brokerage charges.

9.6 Assuming that certain members of Promoters and Promoter Group as referred in paragraph 9.3 of this Draft Letter of Offer, tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand Six Hundred Ninety Two only) Equity Shares in the Buyback (in accordance with the declaration provided by them) and if

- All the public Shareholders participate upto their entitlement (full acceptance), then the aggregate shareholding of the Promoters & Promoter Group, post Buyback will increase from [●]% (i.e. as on Record Date) to [●]% and the aggregate shareholding of the public in the Company shall decrease from [●]% to [●]% of the post Buyback Equity Share capital of the Company; or
- None of the public shareholders participate, then the aggregate shareholding of the Promoters and Promoter Group, post Buyback will decrease from [●]% (i.e. as on Record Date) to [●]% and the aggregate shareholding of the public in the Company shall increase from [●]% (i.e. as on Record Date) to [●]% of the post Buyback Equity Share capital of the Company.

9.7 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, FIIs, FPIs, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.

9.8 The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by Section 68 of the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.9 In compliance with regulation 24(i)(b) of the Buyback Regulations the Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.

9.10 The Company shall not raise further capital for a period of one year from the closure of Buyback Offer except in discharge of its subsisting obligations.

9.11 Salient financial parameters consequent to the Buyback based on the audited financial statements as on March 31, 2021 of the Company are as under:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post- Buyback*	Pre-Buyback	Post- Buyback*
Net worth (₹ in Crore)	1,906.54	1,726.54	2,350.17	2,170.17
Return on Net worth (%)	22.69	25.06	21.92	23.74
Earnings Per Share (₹) (of ₹ 1 each) #	12.57	12.66	14.98	15.07
Book Value per Share (₹) #	55.41	50.51	68.31	63.49
P/E as per the latest audited	16.96	16.85	14.24	14.15

financial results [^]				
Total Debt/ Equity Ratio	0.17	0.18	0.28	0.30

* Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of Buyback

Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on September 09, 2021, one equity share of INR 5/- each fully paid up was sub-divided into five equity shares of INR 1/- each fully paid up, with effect from the record date, i.e., September 27, 2021. Consequently, the earnings per share and book value per share disclosed above has been restated.

[^] Price earnings ratio is computed on the basis of the closing price as on March 31, 2021 divided by earnings per share for the year ended March 31, 2021.

Note:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt- Equity Ratio	Long Term Debt/ Net Worth
Closing Share Price	Closing share price on National Stock Exchange as on March, 2021 is INR 1,066.45 per share (face value of INR 5 per share).

10. BASIS OF CALCULATING BUYBACK PRICE

- 10.1 The Buyback price of ₹805 (Rupees Eight Hundred Five only) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on Stock Exchanges where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.
- 10.2 The Buyback Offer Price of ₹805/- (Rupees Eight Hundred Five only) per Equity Share represents (i) a premium of 54.44% on BSE and 50.65% on NSE over the volume weighted average price of the equity Shares on BSE and NSE respectively for 26 weeks preceding the Board Meeting date (ii) a premium of 20.63% on BSE and 19.66% on NSE over the volume weighted average price of the equity Shares on BSE and NSE respectively for 2 weeks preceding the Board Meeting date; (iii) premium of 25.67% on BSE and 26.09% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback i.e. January 27, 2022.
- 10.3 For financial ratios and trends in the market price of the Equity Shares, please refer to paragraph 16 (Stock Market Data) of this Draft Letter of Offer.
- 10.4 The closing market price of the Equity Shares as on the date of intimation to the BSE and NSE for the Board Meeting for considering the Buyback i.e. January 27, 2022 was ₹ 640.55 and ₹ 638.45 on BSE and NSE, respectively.
- 10.5 The book value of the Company pre-Buyback as on March 31, 2021 was ₹ 55.41 and ₹ 68.31 on standalone and consolidated basis respectively which will decrease to ₹ 50.51 and ₹ 63.49 post-Buyback Offer on standalone and consolidated basis respectively based on the assumption mentioned in notes to table on salient financial parameters in paragraph 9.10 of this Draft Letter of Offer.
- 10.6 The earning per share of the Company pre-Buyback as on March 31, 2021 was ₹ 12.57 and ₹ 14.98 on standalone and consolidated basis respectively which will increase to ₹ 12.66 and ₹ 15.07 post-Buyback Offer on standalone and consolidated basis respectively based on the assumption mentioned in notes to table on salient financial parameters in paragraph 9.10 of this Draft Letter of Offer.
- 10.7 The Return of Net-worth of the Company pre Buyback as on March 31, 2021 was 22.69% and 21.92% on standalone and consolidated basis respectively which will increase to 25.06% and 23.74% post-Buyback Offer on standalone and consolidated basis respectively based on the assumption of full acceptance of the Buyback and subject to the notes mentioned to table on salient financial parameters in paragraph 9.10 of this Draft Letter of Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 22,36,000 (Twenty Two Lakh Thirty Six Thousand) Equity Shares at a price of ₹ 805

(Rupees Eight Hundred Five only) per Equity Share would be ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only) (excluding transaction costs viz. brokerage, advisors' fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expense).

- 11.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.
- 11.3 The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.
- 11.4 This Buyback is not likely to cause any material impact on the operating earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

- 12.1 In accordance with Regulation 9 (xi) of the Buyback Regulations, an Escrow Agreement will be entered into amongst the Company, the Manager to the Buyback Offer and the Escrow Agent on [●].
- 12.2 In accordance with the Buyback Regulations, the Company proposed to open an Escrow Account in the name and style "[●]" bearing account number [●] with the Escrow Agent, namely, [●] having its registered office situated at [●]. The Company will deposit ₹ [●] in the Escrow Account, in terms of the Buyback Regulations. The Manager to the Buyback will be empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- 12.3 Mr. A. Vetrivel, Chartered Accountants (Membership No. 25028) having its office at No. 1/1, Seth Narayandas Layout – II, Tatabad, Coimbatore – 641 012 have certified, *vide* his certificate dated February 07, 2022 that the Company has adequate financial resources for fulfilling all obligations under the Buyback Offer.
- 12.4 Based on the above certificate, the Manager to the Buyback Offer has satisfied itself about the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1 The present capital structure of the Company, is as follows:

Particulars	Aggregate value at face value (₹ in Crore)
Authorised share capital	
45,00,00,000 Equity shares of ₹1 each with voting rights	45.00
10,00,000 7% Redeemable cumulative Non-Convertible Preference Shares of ₹ 100 each	10.00
Issued, subscribed and paid up share capital before the Buyback	
34,40,50,000 Equity Shares of ₹ 1 each, fully paid up	34.41
Issued, subscribed and paid up share capital after the Buyback	
34,18,14,000 Equity Shares of ₹1 each, fully paid up	34.18

**Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback*

- 13.2 Except as stated below, the Company has not bought back any Equity Shares under any buyback programme during 3 years preceding the date of Public Announcement (i.e. February 07, 2022):

No. of Equity Shares bought back	Buyback Price per Equity Shares (₹)	Offer Opening Date	Offer Closing Date
37,50,784	702	October 29, 2019	November 11, 2019

- 13.3 As on the date of the Public Announcement (i.e. February 07, 2022), there are no outstanding preference shares, partly paid-up Equity Shares or outstanding convertible instruments or calls in arrears.

- 13.4 The shareholding pattern of the Company pre-Buyback, as on record date i.e. February 19, 2022, as well as the post Buyback (assuming full acceptance of the Buyback) shareholding, is as shown below:

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	[●]	[●]	[●]	[●]
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	[●]	[●]	[●]	[●]
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	[●]	[●]		
Other (public, public bodies corporate etc.)	[●]	[●]		
Total	[●]	[●]	[●]	[●]

*Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback

- 13.5 Assuming that certain members of Promoters and Promoter Group as referred in paragraph 9.4 of this Draft Letter of Offer, tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand Six Hundred Ninety Two Only) Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoters and Promoter Group, post Buyback will increase to [●]% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to [●]% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.
- 13.6 No shares or other specified securities in the Company were either purchased or sold by the Promoters and Promoter Group during the period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. February 07, 2022, except as disclosed as under:

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
K. P. Ramasamy						
January 21, 2022	(27,35,000)	Inter-se gift transfer of 13,67,500 equity shares each to daughters Mrs Uma Sekar & Mrs Kalpana Anand	N.A.	N.A.	N.A.	N.A.
Uma Sekar						
December 17, 2021	75	Purchase of shares	591.60*	December 17, 2021	591.60*	December 17, 2021
January 21, 2022	13,67,500	Inter-se gift transfer of shares from Mr. K.P. Ramasamy	N.A.	N.A.	N.A.	N.A.
February 03, 2022	50	Purchase of shares	715.00**	February 03, 2022	714.95**	February 03, 2022
Kalpana Anand						
January 21, 2022	13,67,500	Inter-se gift transfer of shares from Mr. K.P. Ramasamy	N.A.	N.A.	N.A.	N.A.

*The transaction was executed on the stock exchanges and the shares were purchased at same prices. The maximum price and minimum price for the transaction are same.

**The transaction was executed on the stock exchanges and the shares were purchased at different prices. The maximum price and minimum price for the transaction are different.

- 13.7 Subsequent to the date of Board Meeting, till the date of this Draft Letter of Offer, the Promoters and Promoter Group of the Company has not entered into any transactions in relation to the Equity Shares of the Company.
- 13.8 No Equity Shares have been purchased/ sold/ transferred by the Promoters and Promoter Group of the Company during the period of twelve months preceding the date of the Public Announcement (i.e. February 07, 2022) except as disclosed as under:

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
K. P. Ramasamy						
January 21, 2022	(27,35,000)	Inter-se gift transfer of 13,67,500 equity shares each to daughters Mrs Uma Sekar & Mrs Kalpana Anand	N.A.	N.A.	N.A.	N.A.
Uma Sekar						
June 24, 2021	75	Purchase of shares	1,539.00*	June 24, 2021	1,539.00*	June 24, 2021
December 17, 2021	75	Purchase of shares	591.60*	December 17, 2021	591.60*	December 17, 2021
January 21, 2022	13,67,500	Inter-se gift transfer of shares from Mr. K.P. Ramasamy	N.A.	N.A.	N.A.	N.A.
February 03, 2022	50	Purchase of shares	715.00**	February 03, 2022	714.95**	February 03, 2022
Kalpana Anand						
January 21, 2022	13,67,500	Inter-se gift transfer of shares from Mr. K.P. Ramasamy	N.A.	N.A.	N.A.	N.A.

**The transaction was executed on the stock exchanges and the shares were purchased at same prices. The maximum price and minimum price for the transaction are same.*

***The transaction was executed on the stock exchanges and the shares were purchased at different prices. The maximum price and minimum price for the transaction are different.*

- 13.9 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act, 2013.
- 13.10 The Company shall not issue any Equity Shares including by way of bonus, from the date of publication of the Public Announcement till the date of closure of this Buyback.

14. BRIEF INFORMATION ABOUT THE COMPANY

- 14.1 The Company was incorporated as K.P.R. Cotton Mills Private Limited on March 19, 2003 under the Companies Act, 1956. Subsequently, the name of the Company was changed to K.P.R. Mill Private Limited and the status of the Company was also changed to public limited company following a merger and pursuant to a scheme of arrangement approved by High Court of Judicature at Madras on August 19, 2006 with effect from April 01, 2005. The Company's registered office is situated at No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001, India. The Company's corporate office is situated at 1st Floor, Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641 018, India. The Company's Corporate Identity Number (CIN) is L17111TZ2003PLC010518.
- 14.2 The Company is one of the largest vertically integrated apparel manufacturing companies in India. The Company produces yarn, knitted grey & dyed fabric and readymade garments. The Company has twelve state of the art production facilities in the state of Tamil Nadu. The products of the Company are exported to over 60 countries. Recently launched Menswear products under the brand 'FASO'. The Company meets its power requirement through its captive green power plant i.e. wind power plant based in Tamil Nadu and co-generation power unit in Karnataka, India which is housed under the subsidiary of the Company i.e. K.P.R. Sugar Mill Limited. The Company adheres to various CSR activities besides better corporate governance practices. The Company continuously invest in welfare of

its employees. The Company has offered higher education and vocational facilities to over 27,000 employees.

14.3 The Equity Shares of the Company are listed on BSE and NSE.

Performance of the Company in brief:

14.4 For the financial years ended March 31, 2019, 2020 and 2021, the Company recorded total revenue of ₹ 3,420.91 Crore, ₹ 3,389.09 Crore, and ₹ 3,568.99 Crore respectively and Profit after tax of ₹ 334.87 Crore, ₹ 376.68 Crore and ₹ 515.26 Crores, respectively on consolidated basis. Further, the Company recorded total revenue of ₹ 3,451.51 Crores and Profit after tax of ₹ 622.06 Crore for the nine months ended December 31, 2021 on consolidated basis.

14.5 Details of changes in share capital of the Company since incorporation are as follows:

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)	Reason for allotment
March 19, 2003	1,080	100	100	Cash	1,080	1,08,000	1,08,000	Subscription to Memorandum and Articles of Association
July 21, 2003	1,080	100	100	Cash	2,160	1,08,000	2,16,000	Allotment to certain members of Promoter Group
August 29, 2003	1,540	100	100	Cash	3,700	1,54,000	3,70,000	Allotment to K.P.R. Mill Private Limited
March 31, 2005	1,96,300	100	250	Cash	2,00,000	1,96,30,000	2,00,00,000	Further allotment to the Promoter and certain member of Promoter Group
December 23, 2005	20,00,000	10	-	-	20,00,000	2,00,00,000	2,00,00,000	Sub-division of equity shares of face value ₹ 100 each into face value of ₹ 10 each
February 15, 2006	72,651	10	119.60	Consideration other than cash	20,72,651	7,26,510	2,07,26,510	Allotment as consideration for the purchase of the business of K.P.R. Knits ⁽¹⁾
October 6, 2006	1,29,51,000	10	NA	Consideration other than cash	1,50,23,651	12,95,10,000	15,02,36,510	Allotment pursuant to order of High Court of Judicature at Madras in relation to the merger of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited with and into the Company ⁽²⁾

October 6, 2006	(15,400)	10	-	-	1,50,08,251	(1,54,000)	15,00,82,510	Cancellation of the equity shares held by K.P.R. Mill Private Limited pursuant to merger of K.P.R. Mill Private Limited with and into the Company
November 14, 2006	8,77,145	10	599.67	Cash	1,58,85,396	87,71,450	15,88,53,960	Allotment to private equity investor
March 1, 2007	1,58,85,396	10	NA	Consideration other than cash	3,17,70,792	15,88,53,960	31,77,07,920	Bonus issue of equity shares in the ratio of 1:1
August 20, 2007	59,12,100	10	225	Cash	3,76,82,892	5,91,21,000	37,68,28,920	Initial public offering
November 30, 2016	3,76,82,892	5	NA	Sub-division	7,53,65,784	37,68,28,920	37,68,28,920	Sub-division of equity shares of face value ₹ 10 each into face value of ₹5 each
February 16, 2017	(14,70,000)	5	660	Cash	7,38,95,784	(73,50,000)	36,94,78,920	Company bought back equity shares
April 13, 2018	(13,35,000)	5	810	Cash	7,25,60,784	(66,75,000)	36,28,03,920	Company bought back equity shares
November 20, 2019	(37,50,784)	5	702	Cash	6,88,10,000	(1,87,53,920)	34,40,50,000	Company bought back equity shares
September 27, 2021	6,88,10,000	1	NA	Sub-division	34,40,50,000	34,40,50,000	34,40,50,000	Sub-division of equity shares of face value ₹ 5 each into face value of ₹1 each

(1) Allotment to Mr. KPD Sigamani as the proprietor of K.P.R. Knits.

(2) Allotment to Promoters, Mr. K.P. Ramasamy (38,29,000 equity shares), Mr. KPD Sigamani (37,87,337 equity shares), Mr. P. Nataraj (38,26,987 equity shares) and their respective spouses, Mrs. K. R. Parvathi (4,88,000 equity shares), Mrs. D. Radhamani (5,29,663 equity shares) and Mrs. N. Jayanthi (4,90,013 equity shares) pursuant to a scheme of arrangement approved by the High Court of Judicature at Madras in relation of K.P.R. Mill Private Limited and K.P.R. Spinning Mill Private Limited.

14.6 The Board of Directors of the Company as on the date of publication of Public Announcement (i.e. February 09, 2022) was as under:

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
1.	Mr. K. P. Ramasamy, Qualification: PUC Occupation: Business Age: 72 Years DIN: 00003736	Chairman & Whole Time Director	March 19, 2003	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited • Jahnvi Motor Private Limited • K.P.R. Developers Limited • Quantum Knits Private Limited • K.P.R. Cements Private Limited • K.P.R. Agro Farms Private Limited • K.P.R. Holdings private Limited • Galaxy Knits Limited • KPR Sugar and Apparels Limited • KPR Info Solution Private Limited
2.	Mr. KPD Sigamani,	Managing	March 19,	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
	Qualification: M.Sc Occupation: Business Age: 68 Years DIN: 00003744	Director	2003	<ul style="list-style-type: none"> • Jahnvi Motor Private Limited • K.P.R. Developers Limited • Quantum Knits Private Limited • K.P.R. Cements Private Limited • K.P.R. Agro Farms Private Limited • K.P.R. Holdings Private Limited • Galaxy Knits Limited • KPR Sugar and Apparels Limited • KPR Info Solution Private Limited • Globuse Galaxy Developers Private Limited
3.	Mr. P. Nataraj, Qualification: B.Sc, F.C.A Occupation: Business Age: 64 Years DIN: 00229137	Managing Director	March 19, 2003	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited • Jahnvi Motor Private Limited • K.P.R. Developers Limited • Quantum Knits Private Limited • K.P.R. Cements Private Limited • K.P.R. Agro Farm Private Limited • K.P.R. Holdings private Limited • Galaxy Knits Limited • KPR Sugar and Apparels Limited • KPR Info Solution Private Limited • Confederation of Indian Textile Industry
4.	Dr. K. Sabapathy, Qualification: M.Sc., M.Phil., PhD. Occupation: Industrialist Age: 66 Years DIN: 00001794	Independent Director	February 21, 2007	<ul style="list-style-type: none"> • Coimbatore Capital Limited • Seyyone Software Solutions Private Limited • Seyyone Learning Solutions India Private Limited
5.	Mr. G. P. Muniappan, Qualification: M.A. (Economics), C.A.I.I.B Occupation: Retired RBI Depy. Governor Age: 80 Years DIN: 01653599	Independent Director	March 24, 2008	<ul style="list-style-type: none"> • K.G. Denim Limited • K.P.R. Sugar Mill Limited • Jahnvi Motor Private Limited • Quantum Knits Private Limited
6.	Mr. K.N.V. Ramani, Qualification: B.L., M.A Occupation: Advocate Age: 90 Years DIN: 00007931	Independent Director	June 27, 2008	<ul style="list-style-type: none"> • Sri Kannapiran Mills Limited • K.G. Denim Limited • Bannari Amman Spinning Mills Limited • Shiva Texyarn Limited • Shiva Mills Limited
7.	Mr. A.M. Palanisamy, Qualification: F.C.A Occupation: Industrialist Age: 71 Years DIN: 00112303	Independent Director	February 22, 2010	<ul style="list-style-type: none"> • Kovai Medical Center and Hospital Limited • Aerospace Materials Private Limited • Kenforte Infosystems Private Limited • Innotex Materials Private Limited • Aadhira CNC products private Limited • Thaaai Organic Farmers Producer Company Limited
8.	Mr. C. R. Anandakrishnan, Qualification: M.B.A Occupation: Business Age: 44 Years	Whole-time Director	January 31, 2011	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited • Jahnvi Motor Private Limited

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
	DIN: 00003748			
9.	Mr. C. Thirumurthy, Qualification: B.Com, B.L., F.C.S Occupation: Practising Company Secretary Age: 62 Years DIN: 00001991	Independent Director	January 31, 2011	• NIL
10.	Dr. S. Ranganayaki, Qualification: MBBS Occupation: Doctor Age: 69 Years DIN: 07116244	Independent Woman Director	March 12, 2015	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited • Jahnvi Motor Private Limited • Quantum Knits Private Limited
11.	Mr. P. Selvakumar, Qualification: M.com Occupation: Employment Age: 47 Years DIN: 07228760	Whole Time Director	July 27, 2015	<ul style="list-style-type: none"> • K.P.R. Sugar Mill Limited • Quantum Knits Private Limited • KPR Sugar and Apparels Limited • KPR Info Solution Private Limited
12.	Mr. E. K. Sakthivel, Qualification: MBA Occupation: Business Age: 38 Years DIN: 01876822	Whole-time Director	March 09, 2016	• NIL

14.7 There are no changes in the Board of Directors during the last 3 years from the date of the publication of the Public Announcement (i.e. February 09, 2022) except as mentioned below:

Sr. No.	Name	Appointment / Cessation	Effective Date	Reason
1.	Dr. K. Sabapathy	Appointment	April 01, 2019	Re-appointment as Non-Executive Independent Director for a second term of 5 Consecutive years.
2.	Mr. G. P. Muniappan	Appointment	April 01, 2019	
3.	Mr. K.N.V. Ramani	Appointment	April 01, 2019	
4.	Mr. A.M. Palanisamy	Appointment	April 01, 2019	
5.	Mr. C. Thirumurthy	Appointment	April 01, 2019	
6.	Mr. K. P. Ramasamy	Appointment	April 01, 2020	Re-appointment as Chairman & Whole Time Director for a term of 2 Consecutive years
7.	Mr. KPD Sigamani	Appointment	April 01, 2020	Re-appointment as Managing Director for a term of 5 Consecutive years
8.	Mr. P. Nataraj	Appointment	April 01, 2020	Re-appointment as Managing Director for a term of 5 Consecutive years
9.	Dr. S. Ranganayaki	Appointment	March 12, 2020	Re-appointment as Non-Executive Woman Independent Director for a second term of 5 Consecutive years
10.	Mr. P. Selvakumar	Appointment	July 27, 2020	Re-appointment as Whole Time Director for a term of 5 Consecutive years
11.	Mr. C. R. Anandkrishnan	Appointment	February 01, 2021	Re-appointment as

				Executive Director for a term of 5 Consecutive years
12.	Mr. E. K. Sakthivel	Appointment	March 09, 2021	Re-appointment as Executive Director for a term of 5 Consecutive years

14.8 The buyback will not result in any benefit to the Directors of the Company/ Promoters and Promoter Group and person in control of the Company/ group companies except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital post Buyback.

14.9 Except as stated below, no directors of the Company hold any Equity Shares as on the date of Public Announcement (i.e. February 07, 2022):

S. No.	Name of Director	Designation	No. of Equity Shares held	Percentage of issued Equity Share capital
1.	Sri. K. P. Ramasamy	Chairman & Whole Time Director	7,16,21,810	20.82
2.	Sri KPD Sigamani	Managing Director	7,43,56,810	21.61
3.	Sri P. Nataraj	Managing Director	7,43,56,810	21.61
4.	Sri. C.R. Anandakrishnan	Whole-time Director	6,950	Negligible

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company as extracted from the audited standalone financial statement for last three financial years being March 31, 2021, March 31, 2020 and March 31, 2019 and unaudited standalone financial results for nine months ended December 31, 2021 are tabulated below:

(₹ in Crore)

Particulars	For Nine Months period ended December 31, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from Operations	2,865.13	2,953.64	2,898.07	2,978.53
Other Income	74.16	37.96	36.46	37.37
Total Income	2,939.29	2,991.60	2,934.53	3,015.90
Total Expenses excluding Interest and Depreciation	2,139.63	2,289.25	2,423.54	2,471.46
Interest	11.54	19.61	35.41	35.86
Depreciation	56.89	97.92	98.91	95.83
Exceptional Items: Expense / (Income)	-	-	-	-
Profit Before Tax	731.23	584.82	376.67	412.75
Provision for Tax (including Deferred Tax)	187.49	152.20	82.06	123.64
Profit/(Loss) discontinuing operation	-	-	-	-
Profit/ (Loss) After Tax	543.74	432.62	294.61	289.11
Paid-up Equity Share Capital	34.41	34.41	34.41	36.28
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,410.71	1,872.13	1,470.47	1,474.92
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,445.12	1,906.54	1,504.88	1,511.20
Total Debt, excluding working capital loans	-	11.51	73.02	101.26

15.2 Financial Ratios for the last three financial years viz. Fiscal 2021, 2020 and 2019 and Nine month period ended December 31, 2021 based on standalone audited financial statements are as under

Particulars	For Nine months period ended December 31, 2021 (Unaudited)	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Earnings per Share (₹)*	15.80	12.57	8.27	7.96
Debt/ Equity Ratio	-	0.01	0.05	0.07
Book Value (₹ per Share)*	71.06	55.41	43.74	41.65
Return on Net worth (%)	22.24	22.69	19.58	19.13
Total Debt/ Net worth (%)	0.12	0.17	0.31	0.43

* Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on September 09, 2021, one equity share of INR 5/- each fully paid up was sub-divided into five equity shares of INR 1/- each fully paid up, with effect from the record date, i.e., September 27, 2021. Consequently, the corresponding figures for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been restated.

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt- Equity Ratio	Term Debt/ Net Worth
Earnings per share and Book value per share	Earnings per share and Book value per share and computed based on face value of INR 1 per share for the years ended March 31, 2019, March 31, 2020 and March 31, 2021 and for the nine months ended December 31, 2021.
Closing share price	Closing share price on National Stock Exchange as on March, 2021 is INR 1,066.45 per share (face value of INR 5 per share).

15.3 The salient financial information of the Company as extracted from the audited consolidated financial statement for last three financial years being March 31, 2021, March 31, 2020 and March 31, 2019 and unaudited consolidated financial results for 9 months ended December 31, 2021 are given below:

(₹ in Crore)

Particulars	For Nine Months period ended December 31, 2021 (Unaudited)	For the year ended March 31, 2021 (Audited)	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019 (Audited)
Revenue from Operations	3,375.56	3,530.15	3,352.63	3,384.01
Other Income	75.95	38.84	36.46	36.90
Total Income	3,451.51	3,568.99	3,389.09	3,420.91
Total Expenses excluding Interest and Depreciation	2,493.09	2,700.59	2,730.68	2,772.26
Interest	17.61	32.84	49.65	48.94
Depreciation	104.76	146.70	137.09	131.13
Exceptional Items: Expense / (Income)	-	-	-	-
Profit Before Tax	836.05	688.86	471.67	468.58
Provision for Tax (including Deferred Tax)	213.99	173.60	94.99	133.71
Profit/(Loss) discontinuing operation	-	-	-	-
Profit/ (Loss) After Tax	622.06	515.26	376.68	334.87
Paid-up Equity Share Capital	34.41	34.41	34.41	36.28
Reserve & Surplus, excluding	2,932.66	2,315.76	1,831.46	1,753.89

Particulars	For Nine Months period ended December 31, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
revaluation reserves & Misc. expenditures to the extent not written off				
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,967.07	2,350.17	1,865.87	1,790.17
Total Debt, excluding working capital loans	682.91	226.37	253.82	165.54

15.4 Financial Ratios for the last three financial years viz. Fiscal 2021, 2020 and 2019 and nine month period ended December 31, 2021 based on audited consolidated financial statements are as under

Particulars	For Nine months period ended December 31, 2021 (unaudited)	For the year ended March 31, 2021 (Audited)	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019 (Audited)
Earnings per Share (₹)*	18.08	14.98	10.58	9.22
Debt/ Equity Ratio	0.23	0.10	0.14	0.09
Book Value (₹ per Share)*	86.24	68.31	54.22	49.34
Return on Net worth (%)	20.97	21.92	20.19	18.71
Total Debt/ Net worth (%)	0.33	0.28	0.42	0.48

* Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on September 09, 2021, one equity share of INR 5/- each fully paid up was sub-divided into five equity shares of INR 1/- each fully paid up, with effect from the record date, i.e., September 27, 2021. Consequently, the corresponding figures for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been restated.

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt- Equity Ratio	Term Debt/ Net Worth
Earnings per share and Book value per share	Earnings per share and Book value per share and computed based on face value of INR 1 per share for the years ended March 31, 2019, March 31, 2020 and March 31, 2021 and for the nine months ended December 31, 2021.
Closing share price	Closing share price on National Stock Exchange as on March, 2021 is INR 1,066.45 per share (face value of INR 5 per share).

15.5 Buyback is in compliance with Regulation 4(ii) of Buyback Regulations on both standalones as well as consolidated basis

15.6 The Company shall comply with the SEBI Takeover Regulations, as may be applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act, 2013 and the rules made thereunder

16. STOCK MARKET DATA

16.1 The Company's Equity Shares are currently traded under the trading code(s) 532889 at BSE and KRPMILL at NSE

16.2 The Company's Equity Shares are listed on BSE and NSE. The maximum volume of trading in the Equity Shares of the Company is recorded on NSE. The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement (i.e. February 09, 2022) from August 2021 to January 2022 and the corresponding volumes on the BSE and NSE is as follows:

For NSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
April 1, 2020 – March 31, 2021	1,150.00	March 19, 2021	2,22,666	316.50	April 03, 2020	7,097	672.55	1,30,54,330
April 1, 2019 – March 31, 2020	715.00	January 09, 2020	20,912	312.35	March 25, 2020	3,043	601.37	52,66,992
April 1, 2018 – March 31, 2019	739.00	June 25, 2018	37,697	511.20	January 14, 2019	1,81,767	606.91	86,62,292
PRECEDING 6 MONTHS								
January 2022	769.00	January 14, 2022	6,92,538	606.25	January 25, 2022	5,07,769	709.22	1,09,67,239
December 2021	699.00	December 28, 2021	8,78,496	503.25	December 02, 2021	3,26,708	581.71	1,39,94,931
November 2021	548.00	November 09, 2021	6,48,999	445.60	November 29, 2021	5,80,225	508.56	1,07,82,478
October 2021	486.00	October 19, 2021	2,71,051	410.00	October 25, 2021	4,11,231	452.20	96,81,331
September 2021 [#]	2,349.00	September 09, 2021	3,51,131	422.65	September 30, 2021	6,53,570	1,699.45	62,50,985
August 2021	2,020.00	August 03, 2021	74,417	1,651.15	August 23, 2021	84,067	1,824.75	10,34,284

Source: www.nseindia.com

*High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

The face value of Equity Shares of the Company was sub-divided from ₹5/- each equity shares to ₹ 1/- each equity shares on record date i.e. September 27, 2021

For BSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
April 1, 2020 – March 31, 2021	1,151.00	March 19, 2021	18,067	316.90	April 03, 2020	308	673.61	12,54,798
April 1, 2019 – March 31, 2020	714.20	January 09, 2020	3,702	330.00	March 30, 2020	2,461	601.07	6,91,092
April 1, 2018 – March 31, 2019	713.00	April 26, 2018	965	512.95	January 14, 2019	2,868	607.30	12,68,626
PRECEDING 6 MONTHS								
January 2022	771.80	January 17, 2022	15,247	605.30	January 25, 2022	60,105	709.35	7,99,480

December 2021	699.2	December 28, 2021	1,77,476	502.85	December 02, 2021	17,778	581.87	9,76,794
November 2021	548.4	November 09, 2021	94,548	446.00	November 29, 2021	75,295	508.67	8,08,784
October 2021	484.9	October 19, 2021	25,665	410.45	October 25, 2021	38,746	451.90	6,85,174
September 2021 [#]	2,349.60	September 09, 2021	31,862	423.00	September 30, 2021	28,564	1,699.09	5,38,491
August 2021	2,010.70	August 03, 2021	6,329	1,660.00	August 23, 2021	3,402	1,824.09	1,35,868

Source: www.bseindia.com

* High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

[#]The face value of Equity Shares of the Company was sub-divided from ₹5/- each equity shares to ₹ 1/- each equity shares on record date i.e. September 27, 2021

16.3 The closing market price of the Equity Shares of the Company:

- As on February 04, 2022 i.e. the trading day before February 07, 2022, being the date of Board Meeting approving the Buyback was ₹ 715.65 per Equity Share on BSE and ₹ 715.30 per Equity Share on NSE.
- As on February 07, 2022 i.e. the date of Board Meeting approving the Buyback was ₹ 691.55 per Equity Share on BSE and ₹ 691.80 per Equity Share on NSE.
- As on February 08, 2022 i.e. the trading day immediately after February 07, 2022, being the date of Board Meeting approving the Buyback was ₹ 658.15 per Equity Share on BSE and ₹ 658.15 per Equity Share on NSE
- As on February 09, 2022, i.e., the date of publication of Public Announcement was issued was ₹ 661.05 per Equity Share on BSE and ₹ 660.75 per Equity Share on NSE

17. DETAILS OF STATUTORY APPROVALS

- The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.
- Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA and the rules and regulations framed thereunder read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to pricing guidelines, documentation and reporting requirements for such transfers as specified by RBI.
- By agreeing to participate in the Buyback, the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company
- Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- As on date, there are no other statutory or regulatory approvals required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.
- The Board at its meeting held on February 7, 2022 approved the proposal for the Buyback.

18. DETAILS OF REGISTRAR TO THE BUYBACK OFFER AND INVESTOR SERVICE CENTER

Eligible Shareholders who wish to tender their equity shares in the Buyback are required to send the Tender Form, TRS, Physical Share Certificate (for physical shareholders only) and other documents by super scribing the envelope as “**K.P.R. Mill Limited Buyback Offer 2022**” to the Registrar to the Buyback Offer either by registered post/courier or hand delivery at their below office, so that the same are received within 2 (two) days from the Buyback Closing Date i.e. latest by [●] by 5.00 pm:

KFin Technologies Private Limited
(Formerly Known as “Karvy Fintech Private Limited)
Selenium, Tower B, Plot No- 31 & 32, Financial District,
Nanakramguda, Serilingampally Hyderabad,
Rangareddi – 500 032, Telangana, India
Contact Person: M Murali Krishna
Tel: +91 40 6716 2222
E-mail: kpr.buyback@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Website: www.kfintech.com
SEBI Registration No.: INR000000221
Validity Period: Permanent Registration
CIN: U72400TG2017PTC117649

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS. AFTER THE CONFIRMATION OF LIEN MARKED IN DEMAT ACCOUNT OF THE ELIGIBLE SHAREHOLDERS TO THE CLEARING CORPORATION AND A VALID BID IN THE EXCHANGE BIDDING SYSTEM, THE BID FOR BUY-BACK SHALL BE DEEMED TO HAVE BEEN ACCEPTED FOR ELIGIBLE SHAREHOLDERS HOLDING THE EQUITY SHARES IN DEMATERIALIZED FORM.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1 The Company proposes to buyback not exceeding 22,36,000 (Twenty Two Lakh Thirty Six Thousand) Equity Shares from the Eligible Shareholders of the Company, on a proportionate basis, through the Tender Offer process at a price of ₹ 805 (Rupees Eight Hundred Five only) per Equity Share, payable in cash for an aggregate consideration not exceeding of ₹ 1,79,99,80,000/- (Rupees One Hundred Seventy Nine Crore Ninety Nine Lakh Eighty Thousand only). The maximum number of Equity Shares proposed to be bought back represents 0.65% of the total number of Equity Shares in the paid-up share capital of the Company. The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder, in accordance with Article 16 of the Articles of Association of the Company and the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc. The Board of Directors approved the Buyback at its meeting held on February 07, 2022. The Buyback Offer Size represents 9.53% and 7.73% 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, 2021, (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the limit of 10% of aggregate of the fully paid-up share capital and free reserves as per the last audited standalone and consolidated financials of the Company as on March 31, 2021.

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

- 19.2 The aggregate shareholding of the Promoters and Promoter Group as on Record Date i.e. Saturday February 19, 2022 is [●] Equity Shares, which represents [●]% ([●] percent) of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer process, the Promoters and the Promoter Group of the company has the option to participate in the Buyback. In this regards, certain members of the Promoters and Promoter Group as referred in paragraph 9.4 of this Draft Letter of Offer have expressed their intention, vide its letters, each dated February 07, 2022 to participate in the Buyback and tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand Six Hundred Ninety Two only) Equity Shares.
- 19.3 Assuming that the above stated Promoters and Promoter Group tender up to an aggregate maximum of 6,42,64,692 (Six Crore Forty Two Lakh Sixty Four Thousand Six Hundred Ninety Two only) Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoters and Promoter Group, post Buyback will increase to [●]% of the post Buyback equity

share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to [●]% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

19.4 Record Date, Ratio of the Buyback and entitlement of each Shareholder

- a) The Board of Directors of the Company in its meeting held on February 07, 2022 announced Saturday, February 19, 2022 as the record date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback.
- b) The Equity Shares proposed to be bought back by the Company shall be divided in two categories:
 - Reserved category for Small Shareholders (“**Reserved Category**”); and
 - General category for all Eligible Shareholders other than Small Shareholders (“**General Category**”)
- c) As defined in the Buyback Regulations, a “**Small Shareholder**” is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchanges in which the highest trading volume as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakh only). As on the Record Date, the volume of Shares traded on NSE was [●] shares and on BSE was [●] Shares. Accordingly, [●] being the exchange with highest turnover, the closing price was ₹ [●] and hence all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.
- d) Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Shares, as on Record Date, which constitutes [●]% of the outstanding paid up equity share capital of the Company and [●]% of the number of [●] Equity Shares which are proposed to be bought back as part of this Buyback Offer.
- e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be [●] Equity Shares which is higher of:
 - i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of [●] Equity Shares which works out to [●] Equity Shares; or
 - ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. $([●]/[●]) \times [●]$] which works out to [●] Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoters and Promoter Group also intends to offer Equity Shares held by them in the Buyback.
- f) Based on the above and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of [●] Equity Shares.
- g) Based on the above entitlements, the Ratio of Buyback for both categories is decided as below:

Category	Ratio of Buyback
Reserved Category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date
General Category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date

**The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is [●] % and General category for all other Eligible Shareholders is [●] %.*

19.5 Fractional Entitlements

If the Buyback Entitlement, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 (one) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for

Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 **Basis of Acceptance of Equity Shares validly tendered in the Reserved Category**

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Full acceptance (i.e. 100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.6 (a) above, in case, there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and one Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in paragraph 19.6 (a) and (b) above, in case, there are any validly tendered unaccepted Shares in the Reserved Category (**“Reserved Category Additional Shares”**) and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.6 (b) above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.6 (c) above, will be made as follows:
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.
 - In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors / Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Draft Letter of Offer.

19.7 **Basis of Acceptance of Equity Shares validly tendered in the General Category**

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- a) Full Acceptance (i.e.100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.7 (a) above, in case, there are any validly tendered unaccepted Shares in the General Category (**“General Category Additional Shares”**) and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.7 (b) above, will be made as follows:

- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50, then the fraction shall be ignored.
- In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors / Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Draft Letter of Offer.

19.8 Basis of Acceptance of Shares between Categories

- After acceptances of tenders, as mentioned in 19.6 and 19.7 above, in case, there are any Shares left to be bought back in one category ('**Partially filled Category**'), and there are additional unaccepted validly tendered Shares ('**Further Additional Shares**') in the second Category ('**Over Tendered Category**'), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially filled Category.
- If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Shares before acceptance in paragraph 19.8(a) above out of the Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6.
- Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.8(a) above:
 - For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.
 - In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors / Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Draft Letter of Offer.

19.9 For avoidance of doubt, it is clarified that the Shares accepted under the Buyback Offer from each Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- the number of Shares tendered by the respective Shareholder, and
- the number of Shares held by the respective Shareholder, as on the Record Date.

19.10 For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with above clauses.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors or Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Draft Letter of Offer.

19.11 Clubbing of Entitlements

In order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder

or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form as on Record Date, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical.

The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholders of the Company holding Shares as on the Record Date as per the records made available to the Company by the Depositories/registrar as on the Record Date. The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be emailed to Eligible Shareholders whose names appear in the register of members of the Company, or who are beneficial owners of Equity Shares as per the records on the Record Date.
- 20.2 The Eligible Shareholders who have registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through physical mode by registered post/speed post/courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in sub-paragraph 20.13 below.
- 20.3 The non-receipt of Letter of Offer by, or accidental omission to mail the Letter of Offer to any person who is eligible to receive the same to participate in the Buyback, shall not invalidate the Buyback Offer in any way.
- 20.4 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 20.5 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.
- 20.6 Eligible Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (*Process and Methodology for the Buyback*) of this Draft Letter of Offer.
- 20.7 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7, 19.8 and 19.9.
- 20.8 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.

- 20.9 As elaborated under Paragraph 19.4(b) above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories:
- (a) Reserved Category for Small Shareholders and
 - (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.10 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.11 The Buyback shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and circular number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.12 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

20.13 In case of non-receipt of Letter of Offer and Tender Form

- i. If Eligible Shareholder(s) holding Equity shares in dematerialized form, who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, the Company shall undertake reasonable steps to send the Letter of Offer and the Tender Form either physically by an expedited commercial courier service/ registered post or by any other permissible mode of communication (to the extent possible). An Eligible Shareholder may participate in the Offer by downloading the Letter of Offer and the Tender Form from the website of the Company at www.kprmillimited.com, the Stock Exchanges at www.bseindia.com and www.nseindia.com, the Registrar to the Buyback at www.kfintech.com or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.
 - ii. An Eligible Shareholder holding Equity Shares in physical form, may participate in the Buyback by downloading the Letter of Offer and Tender Form from the website of the Company at www.kprmillimited.com, the Stock Exchanges at www.bseindia.com and www.nseindia.com, the Registrar to the Buyback at www.kfintech.com or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer form (SH-4) can be downloaded from the Company’s website at www.kprmillimited.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in 20.26 below), reach the Registrar to the Buyback latest by [●] (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback or the Company or are not in the same order (although attested), the Company or the Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to section 20.26 below titled as “Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form” of this Draft Letter of Offer.
 - iii. Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date, otherwise the same are liable to be rejected
- 20.14 The Company shall accept the Equity Shares validly tendered by the Eligible Shareholder(s) in the

Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the “plain paper” option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback

- 20.15 For implementation of the Buyback, the Company has appointed IDBI Capital Markets & Securities Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



IDBI Capital Markets & Securities Limited

6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005.

Contact Person: Ms. Charushila Parkar

Tel: +91 22 2217 1700; **Fax:** +91 22 2215 1787;

Email: charushila.parkar@idbicapital.com; **Website:** www.idbicapital.com;

SEBI Registration Number: INZ000007237; **CIN:** U65990MH1993GOI075578

- 20.16 The Company will request BSE to provide a separate Acquisition Window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback Offer. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“**Shareholder Broker**”).
- 20.17 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick Unique Client Code (“**UCC**”) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility.
- 20.18 The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

(a) **In case of Eligible Shareholder being an Individual or HUF**

(i) *If Eligible Shareholder is registered with KYC Registration Agency (“KRA”):*

A. Forms required:

- Central Know Your Client (CKYC) form
- Know Your Client (KYC) form

B. Documents required (all documents self-attested):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

(ii) *If Eligible Shareholder is not registered with KRA:*

A. Forms required:

- CKYC form
- KRA form
- KYC form

B. Documents required (all documents self-attested):

- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

(b) In case of Eligible Shareholder other than Individual and HUF:

(i) If Eligible Shareholder is KRA registered:

A. Form required:

- KYC form

B. Documents required (all documents certified true copy):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

(ii) If Eligible Shareholder is not KRA registered:

A. Forms required:

- KRA form
- KYC form

B. Documents required (all documents certified true copy):

- PAN card copy of company/ firm/trust
- Address proof of company/ firm/trust
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- Latest list of directors/authorised signatories /partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

Additionally, registered Equity Shareholders holding Equity Shares in Physical form must also provide the documents mentioned in paragraph 20.26.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.19 At the beginning of the Tendering Period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Shareholders.

20.20 Shareholder Broker can enter orders for dematerialized Shares as well as physical Shares.

20.21 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback offer. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.22 The cumulative quantity tendered shall be made available on BSE website- www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.24 The acceptance of the Offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.25 Procedure to be followed by Eligible Shareholders holding Equity Shares in the electronic/dematerialised form

Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback. The Shareholder Broker would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE.

The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation

In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer (“**IDT**”) instruction shall be initiated by shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period (Buyback Closing Date). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.

In case of demat Equity Shares, submission of Tender Form and TRS is not required but if the lien is marked successfully in the Depository System and a valid bid in the exchange bidding system, the bid for the BuyBack shall be deemed to have been accepted, for Eligible Shareholders holding Shares in demat form.

The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance.

Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
- iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.26 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144, dated July 31, 2020 the physical shareholders are allowed to tender their shares in the Buyback through Tender Offer route.

However, such tendering shall be as per the provisions of the Buyback Regulations.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include:

- a) The Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares
- b) Original share certificates
- c) Valid share transfer form(s) (i.e. form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.
- d) Self-attested copy of the PAN Card(s) of all Shareholders
- e) Any other relevant documents such as (but not limited to):
 - i. Duly attested Power of Attorney if any person other than the Eligible Shareholder has signed the relevant Tender Form
 - ii. Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
 - iii. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
- f) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport

Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

Any Shareholder Broker who places a bid for physical Equity Shares, is required to deliver Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents (as mentioned in Paragraph hereinabove) either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer latest by [●] (by 5 PM). The envelope should be superscribed as “KPR MILL Limited Buyback Offer 2022”. One copy of the TRS will be retained by Registrar to the Buyback Offer and it will provide acknowledgement of the same to the Shareholder Broker.

Eligible Shareholders holding physical shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. Registrar to the Buyback Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as “unconfirmed physical bids”. Once Registrar to the Buyback Offer confirms the bids, they will be treated as “Confirmed Bids”.

In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback Offer before the Buyback Closing Date

20.27 Additional requirements in respect of tenders by Non-Resident Shareholders

- a) While tendering their Equity Shares under the Buyback Offer, all Eligible Shareholders being Non-resident Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- b) FII/FPI shareholders should also enclose a copy of their SEBI registration certificate.

- c) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose documents in support of the same. Such documents should include:
- a copy of the permission received by them from RBI at the time of the original acquisition of Shares

- a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-resident shareholder from the appropriate account as specified by RBI in its approval.

- Any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.

In case the Non-resident shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to a non-repatriation bank account or issuance of Rupee demand draft.

- d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

20.28 The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.29 Acceptance of orders

The Registrar shall provide details of order Acceptance to Clearing Corporation within specified timelines.

20.30 Method of Settlement

Upon finalization of the basis of acceptance as per Buyback Regulations:

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- (ii) Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (iii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance
- (iv) In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- (v) The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

- (vi) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- (vii) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted bid shall be transferred to Clearing Corporation.
- (viii) The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow demat account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- (ix) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.
- (x) Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.
- (xi) The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- (xii) Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.
- (xiii) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

ELIGIBLE SHAREHOLDERS WHO HAVE DEMATERIALIZED THEIR PHYSICAL EQUITY SHARES POST RECORD DATE AND TENDERED THEIR DEMAT EQUITY SHARES IN THE BUY-BACK MAY DELIVER THE TENDER FORM DULY SIGNED (BY ALL ELIGIBLE SHAREHOLDERS IN CASE SHARES ARE IN JOINT NAMES) IN THE SAME ORDER IN WHICH THEY HOLD THE EQUITY SHARES, ALONG WITH TRS GENERATED BY THE STOCK EXCHANGE BIDDING SYSTEM UPON PLACING OF A BID, EITHER BY REGISTERED POST, SPEED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE BUY-BACK AT THE ABOVE ADDRESS, SO THAT THE SAME ARE RECEIVED NOT LATER THAN [●] BY 5:00 P.M. THE ENVELOPE SHOULD BE SUPERSCRIBED AS "K.P.R. MILL LIMITED – BUY-BACK 2022".

In case any Eligible Shareholder initiates dematerialization of shares after Record Date/receipt of this Letter of Offer, such Eligible Shareholders should ensure that the process of getting the

Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

20.31 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:

Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FPIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

FII/FPI Shareholder should enclose a copy of their SEBI registration certificate.

In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer / bank / Company confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholder from the appropriate account (e.g., NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. In the event, such consent letter is not submitted by such non-resident Eligible Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buyback and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

20.32 Special Account opened with the Clearing Corporation

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or ICCL.

20.33 Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding shares in dematerialized form would be liable to be rejected on the following grounds:

- a. the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- b. if there is a name mismatch in the dematerialised account of the Shareholder; or
- c. in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- d. where there exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

For Eligible Shareholders holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] ([●]) 5:00 p.m.;
- b. If the share certificate is not enclosed with the Tender Form or if there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar; or
- f. The documents mentioned in instruction of the Tender Form for physical Equity Shareholders are not received by the Registrar before the close of business hours on or before [●] by 5:00 p.m.; or
- g. Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/

sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

Disclosures in this paragraph are based on expert opinion sought by the Company.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ("ITA").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per ITA and Judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("DTAA"), as modified by the Multilateral Instrument (MLI), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

2. CLASSIFICATION OF SHAREHOLDERS

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

a. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
 - Company

- Other than Company
- b. Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs 15 lakh during the tax year.
- c. **Non Resident Shareholders being:**
 - Non Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs)
 - Others:
 - Company
 - Other than Company

3. BUYBACK OF SHARES

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Sec. 68 of the Companies Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No 2), 2019 has amended section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

As per Section 115QA, listed companies making a public announcement of Buyback of shares on or after 5th July 2019 are required to pay an additional Tax @ 20%, plus Surcharge @ 12%, plus Health & Education Cess @4% on the Distributed Income.

Distributed Income is defined under section 115QA to include Consideration paid by the company on buyback of Shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.

The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.

No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.

Section 10(34A) of the ITA provided for exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of exemption of income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well. Thus, the tax implications to the following categories of shareholders are as under:

A. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

B. Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 5, 2019 in the hands of a Non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

4. TAX DEDUCTION AT SOURCE

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buy-back of shares in case of resident shareholders/ deemed resident shareholders.

Given that income arising on account of the buy-back of shares is exempt from tax under Section 10(34A) of ITA, the same would not be subject to tax deduction at source for non-resident shareholders.

5. SECURITIES TRANSACTION TAX

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. February 07, 2022. Subsequently, pursuant to the authority granted to the Buyback Committee by the Board of Directors of the Company, in terms of resolution dated February 16, 2022, the Buyback Committee has confirmed on behalf of Board of Directors that:

- i. The Board of Directors of the Company confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking company.
- ii. The Board of Directors of the Company confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
 - a. Immediately following the date of the Board Meeting on the February 07, 2022 and the date of this Draft Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts;
 - b. As regards the Company's prospects for the year immediately following the date of the Board Meeting and the date of this Draft Letter of Offer, having regard to the Board's intentions with respect to the management of the Company's business during the said year and to the amount and character of the financial resources which will in the Board's view be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback and within a period of one year from the date of this Draft Letter of Offer, as the case may be;
 - c. In forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.

This declaration is made and issued by the Buyback Committee (under the authority of the Board of Directors) in terms of the resolution passed at its meeting held on February 16, 2022.

For and on behalf of the **Board of Directors of Company**

Sd/- KPD Sigamani Managing Director (DIN: 00003744)	Sd/- P. Nataraj Managing Director (DIN: 00229137)
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23. AUDITORS CERTIFICATE

The text of the report dated February 07, 2022 received from B S R & Co., LLP Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

Quote:

To,

The Board of Directors

K.P.R. Mill Limited

No.9, Gokul Buildings, 1st Floor,

February 07, 2022

Dear Sirs / Madam,

Subject: Independent Auditor's report in respect of proposed buyback of equity shares by K.P.R. Mill Limited as per the Companies Act, 2013 (the "Act"), as amended and Clause (x) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

1. This Report is issued in accordance with the terms of our engagement letter dated January 27, 2022. The Board of Directors of K.P.R. Mill Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on February 07, 2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").
2. The accompanying Statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2021 (hereinafter referred to as the "Statement") is prepared by the Management of the Company, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:
 - (i) we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements of the Company for the year ended March 31, 2021;
 - (ii) the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited standalone financial statements in accordance with Section 68(2) of the Act and SEBI Buy-back Regulations, as applicable; and
 - (iii) the Board of Directors of the Company in their meeting dated February 07, 2022, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution dated February 07, 2022.
5. 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) Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2) of the Act;
 - ii) Examined authorization for buyback from the Articles of Association of the Company;
 - iii) Inquired into the state of affairs of the Company with reference to the audited standalone financial statements for the year ended March 31, 2021;
 - iv) Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
 - v) Examined the Board of Directors' declarations for the purpose of buyback and solvency of the Company; and
 - vi) Obtained appropriate representations from the Management of the Company.
6. The audited standalone financial statements referred to in paragraph 4 above and the audited consolidated financial statements referred to in Annexure A, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our

report dated April 28, 2021. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. 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.
8. 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.
9. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

10. Based on our performance of the aforesaid procedures, we report that:
 - (i) we have inquired into the state of affairs of the Company with reference to its audited standalone financial statements as at and for the year ended March 31, 2021;
 - (ii) the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 18,882 lakhs ("Buyback Offer Size") at a price not exceeding INR 805/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68(2) of the Act; and
 - (iii) the Board of Directors of the Company in their meeting held on February 07, 2022 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board meeting resolution dated February 07, 2022.
11. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

12. This report has been issued at the request of the Company solely for use of the Company in relation to the proposed buyback in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable laws and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (ii) for providing to the manager, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Sd/-

K Sudhakar

Partner

Membership No.: 214150

UDIN: 22214150AASWOK9711

Place: Chennai

Date: February 07, 2022

Annexure A – Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment (including premium) towards buyback of equity shares of K.P.R. Mill Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the “Act”) and Regulation 4(i) and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations (‘the Statement’):

Particulars	Amount in INR lakhs as at March 31, 2021	
	Standalone*	Consolidated \$
Paid up equity share capital (344,050,000 equity shares of INR 1 each, fully paid up) ^ [A]	3,441	3,441
Free reserves #:		
- Securities premium account	15,233	19,096
-General reserve	24,716	24,845
-Retained earnings	145,437	185,515
Total free reserves [B]	185,386	229,456
Total [A + B]	188,827	232,897
Maximum amount permissible for buyback as per the Act and SEBI Buy-back Regulations (i.e.10% of aggregate of fully paid up equity share capital and free reserves as per audited standalone financial statements as of and for the year ended March 31, 2021)	18,882	
Amount proposed by Board resolution dated February 07, 2022, approving the buyback	18,000	

* The amounts have been extracted from the audited standalone financial statements of the Company as at and for the year ended March 31, 2021 which has been approved by the Board of Directors in their meeting held on April 28, 2021.

^ Pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on September 09, 2021, one equity share of INR 5 each fully paid up was sub-divided into five equity shares of INR 1 each fully paid up, with effect from the record date, i.e., September 27, 2021. Consequent to the above, 68,810,000 equity shares of INR 5 each fully paid up were sub-divided into 344,050,000 equity shares of INR 1 each fully paid up.

Free reserves as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

\$ These balances have been extracted from the audited consolidated financial statements of the Company as at and for the year ended March 31, 2021 which has been approved by the Board of Directors in their meeting held on April 28, 2021. These balances have been disclosed in the table above for information purpose only and not used as the basis for computation of maximum amount permissible for buyback as per the Act and SEBI Buy-back Regulations.

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

Sd/-

P. Nataraj

Chief Executive Officer and Managing Director

Place: Coimbatore

Date: February 7, 2022

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following material documents are available for inspection by shareholders of K.P.R. Mill Limited at the Registered Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore – 641 001, India, from 10.00 a.m. to 5.00 p.m. on any day, except Saturdays, Sundays and public holidays and on the website of the Company during the Tendering Period.

- Copy of the Certificate of Incorporation;
- Memorandum and Articles of Association of KPR Mill Limited;
- Copy of the annual reports of KPR Mill Limited for the last three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 and unaudited financial results approved by Board of Directors for the nine months ended December 31,2021;
- Certified true copy of the resolution passed by the Board of Directors at the meeting held on February 07, 2022 approving proposal for Buyback;
- Copy of Report dated February 07, 2022 received from B S R LLP & Co., Chartered Accountants, the

- Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
- vi. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under section 68(6) of the Companies Act, 2013;
 - vii. SEBI Comments vide letter no. [●] dated [●];
 - viii. Copy of Escrow Agreement dated [●] between K.P.R. Mill Limited, [●] and IDBI Capital Markets & Securities Limited;
 - ix. Copy of the certificate from Mr. A. Vetrivel, Chartered Accountants, dated February 07, 2022 certifying that the Company has adequate funds for the purposes of Buyback;
 - x. Copy of Public Announcement dated February 07, 2022, published in the newspapers on February 09, 2022 regarding Buyback of Equity Shares; and
 - xi. Opinion dated February 07, 2022 obtained by the Company on taxation.

25. CONTACT DETAILS OF COMPLIANCE OFFICER

Mr. P. Kandaswamy, Company Secretary

K.P.R. Mill Limited

1st Floor, Srivari Shrimat, 1045, Avinashi Road, Coimbatore – 641 018, India

Tel: +91 422 220 7777; Fax: +91 422 220 7778;

Email: kandaswamy@kprmill.com;

Website: www.kprmilllimited.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- i. In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Share certificate, demat credit, etc.) the investor can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- ii. If the Company makes any default in complying with the provisions of Section 68, 69, 70 of the Companies Act, 2013, or the rules made thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013.
- iii. The address of the concerned office of the Registrar of Companies is as follows:

Office of Registrar of Companies Tamil Nadu Coimbatore,
No.7, AGT Business Park, I Floor, Phase II,
Avinashi Road, Civil Aerodrome Post,
Coimbatore- 641014, Tamilnadu

27. DETAILS OF INVESTOR SERVICE CENTRES

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public Holiday from 10:00 a.m. IST to 5:00 p.m. IST, at the following address:



KFin Technologies Private Limited

(Formerly Known as “Karvy Fintech Private Limited)
Selenium, Tower B, Plot No- 31 & 32, Financial District,
Nanakramguda, Serilingampally Hyderabad,
Rangareddi – 500 032, Telangana, India

Contact Person: M Murali Krishna

Tel: +91 40 6716 2222

E-mail: kpr.buyback@kfintech.com

Investor grievance e-mail: einward.ris@kfintech.com

Website: www.kfintech.com

SEBI Registration No.: INR000000221

Validity Period: Permanent Registration

CIN: U72400TG2017PTC117649

28. MANAGER TO THE BUYBACK OFFER



IDBI Capital Markets & Securities Limited

6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005

Tel No.: +91 22 2217 1700;

Fax No.: +91 22 2215 1787;

Contact Person: Ashik Joisar / Rahul Sharma

Email: kpr.buyback2022@idbicapital.com;

Website: www.idbicapital.com

SEBI Registration Number: INM000010866;

Validity Period: Permanent

CIN: U65990MH1993GOI075578

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

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 Letter of Offer and confirms that the information in this Letter of Offer contain true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board of Directors by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on February 16, 2022.

For and on behalf of the Board of Directors of **KPR Mill Limited**

Sd/-

KPD Sigamani

Managing Director

DIN: 00003744

Sd/-

P. Nataraj

Managing Director

DIN: 00229137

Sd/-

P. Kandaswamy

Company Secretary

FCS:2172

Place: Coimbatore

Date: February 16, 2022

Enclosure:

1. Tender Form for Demat Shareholders
2. Tender Form for Physical Shareholders
3. Share Transfer Form- Form SH-4

**ANNEXURE I - TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING DEMAT SHARES
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

Bid Number:
Date:

BUYBACK OPENS ON:	[●]	
BUYBACK CLOSING ON:	[●]	
For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

India Tax Residency Status: Please tick appropriate box

☐ Resident in India ☐ Non-Resident in India ☐ Resident of _____ (Shareholder to fill the country of residence)

Route of Investment (For NR Shareholders only)

☐ Portfolio Investment Scheme ☐ Foreign Investment Scheme

To,
The Board of Directors
K.P.R. Mill Limited
C/o. KFin Technologies Private Limited (Formerly known as “Karvy Technologies Private Limited”)
Selenium, Tower B,
Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi 500 032 Telangana, India.
Tel.: +91 040 6716 2222

Dear Sirs,

Sub: Letter of Offer dated [●] to Buyback not exceeding 22,36,000 Equity Shares of K.P.R. Mill Limited (the “Company”) at a price of Rs. 805/- (Rupees Eight Hundred Five only) per Equity Share (“Buyback Offer Price”), payable in cash (“Buyback”)

- I/We having read and understood the Letter of Offer dated [●] hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all claims/demand, liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I/We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I/We agree that the excess demat Shares or unaccepted demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the provision of Buyback Regulations and circulars issued by SEBI.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect of the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
- I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date (February 19, 2022)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line-----

Acknowledgement Slip: K.P.R. Mill Limited – Buyback Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./DP ID: _____

Client ID _____

Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

STAMP OF BROKER

13. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

14. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. Sole/First Equity Shareholder		Email ID of the Sole/First Equity Shareholder		

*Corporate must affix rubber stamp and sign

Applicable for all Non- resident Shareholders-

- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

- This Buyback offer will open on [●] and close on [●].
- The Equity Shares tendered in the Buyback shall be rejected if (i) the tenderer is not a Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid; or (iv) in case of receipt of the completed Tender Form and other documents but non-receipt of valid bid in the exchange bidding system.
- Eligible Shareholder is required to transfer the Equity Shares under the Buyback Offer to Clearing Corporation, by using the settlement number through the early pay-in mechanism of depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation/ BSE.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance.
- The Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.
- For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to "Procedure for Tender Offer and Settlement" on page [●] of the Letter of Offer.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Equity Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
- In case any registered entity has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form, shall file a copy of the following documents: (i) approval from the appropriate authority for such merger, (ii) the scheme of merger, and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.
- For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS
QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, K.P.R. Mill Limited - Buyback offer
KFin Technologies Private Limited

(Formerly known as "Karvy Technologies Private Limited")

Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi 500 032 Telangana, India.

Contact Person: M. Murali Krishna**Tel:** 022 62638200; **Fax:** 022 62638280; **E-mail:** kpr.buyback@kfintech.com; **Website:** www.kfintech.com**SEBI Registration Number:** INR000000221; **Validity Period:** Permanent Registration; **CIN:** U72400TG2017PTC117649

**ANNEXURE II - TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

Bid Number:
Date:

BUYBACK OPENS ON:	[●]	
BUYBACK CLOSING ON:	[●]	
For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

India Tax Residency Status: Please tick appropriate box

☐ Resident in India ☐ Non-Resident in India ☐ Resident of _____ (Shareholder to fill the country of residence)

Route of Investment (For NR Shareholders only)

☐ Portfolio Investment Scheme ☐ Foreign Investment Scheme

To,

The Board of Directors

C/o. KFin Technologies Private Limited (Formerly known as “Karvy Technologies Private Limited”)
Selenium, Tower B,
Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi 500 032 Telangana, India.
Tel.: +91 040 6716 2222

Dear Sirs,

Sub: Letter of Offer dated [●] to Buyback not exceeding 22,36,000 Equity Shares of K.P.R. Mill Limited (the “Company”) at a price of Rs. 805/- (Rupees Eight Hundred Five only) per Equity Share (“Buyback Offer Price”), payable in cash (“Buyback”)

- I/We having read and understood the Letter of Offer dated [●] hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date (February 19, 2022)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line-----
Acknowledgement Slip: K.P.R. Mill Limited – Buyback Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No.: _____

Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Folio No. for all future correspondence

STAMP OF BROKER

12. Details of Share Certificate(s) enclosed: _____ Total No. of Share Certificate Submitted: _____

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1.					
2.					
Total					

In case the number of folios and Equity Share certificates enclosed exceed two, please attach a separate sheet giving details in the same format as above

13. Details of other documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney – K.P.R. Mill Limited		Previous RBI approvals for acquiring the Equity Shares of K.P.R. Mill Limited tendered in the Buyback
	Corporate authorizations		Death Certificate
	Succession Certificate		Self-attested copy of Permanent Account Number (PAN Card)
	TRS		Others (please specify):

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

15. Equity Shareholders Details:

Particulars	First/ Sole Shareholder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Shareholder				
Telephone No. / Email ID				

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.

16. Applicable for all Non- resident Shareholders-

- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

- This Buyback offer will open on [●] and close on [●].
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on [●] directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to) (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies; (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback latest by [●] by 5.00 pm.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
- The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] by 5:00 p.m.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre, K.P.R. Mill Limited - Buyback offer

KFin Technologies Private Limited

(Formerly known as "Karvy Technologies Private Limited")

Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi 500 032 Telangana, India.

Contact Person: M. Murali Krishna

Tel.: +91 040 6716 2222; **E-mail:** kpr.buyback@kfintech.com; **Website:** www.kfintech.com

SEBI Registration Number: INR000000221; **Validity Period:** Permanent Registration; **CIN:** U72400TG2017PTC117649

Form No. SH-4**Securities Transfer Form**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the
Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L17111TZ2003PLC010518

Name of the company (in full): K.P.R. Mill Limited

Name of the Stock Exchange where the company is listed, if any: BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	Re. 1.00	Re. 1.00	Re. 1.00

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures

Distinctive Number	From				
	To				
Corresponding Certificate Nos:					

TRANSFEROR'S PARTICULARS

Registered Folio Number	
Name(s) in full	Signature (s)
1.	
2.	
3.	

I, hereby confirm that the Transferor has signed before me.

Signature of the Witness	
Name of the Witness	
Address of Witness	

TRANSFeree'S PARTICULARS

Name in full	K.P.R. Mill Limited
Father's/ Mother's/ Spouse Name	Not Applicable
Address, Mobile/Ph. No. E-mail ID	Registered Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001, India Tel.: 0422 – 2207777 E-mail ID: investors@kprmill.com
Occupation	Business
Existing folio no., if any	
Signature	

Folio No. of Transferee: _____

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Existing Folio No. If any

1. _____
2. _____

Value of stamp affixed: Rs._____

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, Letter of allotment.
- (3) Copy of PAN CARD of all the Transferees (For all listed Cos).
- (4) Other, Specify.....

Stamps:

--

For office use only

Checked by _____
Signature tallied by _____
Entered in the Register of Transfer on _____ **vide Transfer No.** _____
Approval Date _____
Power of attorney/Probate/Death Certificate/Letter of Administration
Registered on _____ **at** _____ **No.** _____

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____
Signature of authorised signatory			