

Date: 27th May, 2022

To

Manager (Listing)
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla-Complex, Bandra (East),
Mumbai - 400 051

Jayaswal Neco Industries Limited
F-8, MIDC Industrial Area,
Hingna Road,
Nagpur - 440 016

Dear Sir/ Madam,

Subject: Disclosure under Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").

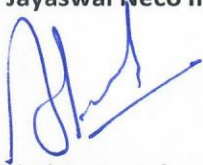
Pursuant to disclosure required to be made under Regulation 31(1) of the Takeover Regulations, please find attached the disclosure in relation to the creation of encumbrance over the Equity Shares of Jayaswal Neco Industries Limited ("JNIL") in Annexure - I & II.

You are requested to please acknowledge receipt.

Thanking you,

Yours faithfully,

For and on behalf of Promoters and PACs
of Jayaswal Neco Industries Limited



Arvind Jayaswal
Promoter

Place: Nagpur
Date: 27th May, 2022

Encl: As above

Annexure I

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance / release of encumbrance , in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target Company (TC)			Jayaswal Neco Industries Limited										
Names of the stock exchanges where the shares of the target company are listed			BSE Limited National Stock Exchange of India Limited										
Date of reporting			27 th May, 2022										
Names of the promoter or PAC on whose shares encumbrance has been created/ released / invoked			Apex Spinning Mills Private Limited, Anurag Sales & Services Private Limited, Avon Sales and Services Private Limited, Nine Star Plastic Packaging Services Private Limited, Jayaswal Neco Metallics Private Limited, Jayaswal Neco Energy Private Limited, Karamveer Impex Private Limited, Jayaswal Neco Power Private Limited, Jayaswal Neco Infrastructures Private Limited, Jayaswal Neco Steel and Mining Limited, Jayaswal Holdings Private Limited, Neco Valves and Pumps Private Limited, Neco Leasing and Finance Private Limited, Mrs. Nisha Jayaswal, Mrs. Rita Jayaswal, Mr. Basant Lall Shaw, Mr. Arvind Jayaswal and Mr. Ramesh Jayaswal, being the promoters of TC (collectively, the "Promoters").										
Details of the creation of encumbrance:													
Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Mr. Basant Lall Shaw	1,03,12,850	1.06%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	1,03,12,850	1.06%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	1,03,12,850	1.06%
Mr. Arvind Jayaswal	23,97,920	0.25%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	23,97,920	0.25%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	23,97,920	0.25%
Mr. Ramesh Jayaswal	23,97,920	0.25%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	23,97,920	0.25%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	23,97,920	0.25%
Mrs. Nisha Jayaswal	25,000	0.00%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	25,000	0.00%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	25,000	0.00%
Mrs. Rita Jayaswal	25,000	0.00%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	25,000	0.00%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	25,000	0.00%
Jayaswal Holdings Private Limited	5,30,98,951	5.47%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	5,30,98,951	5.47%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	5,30,98,951	5.47%
Jayaswal Neco Metallics Private Limited	4,47,03,555	4.60%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	4,47,03,555	4.60%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	4,47,03,555	4.60%
Nine Star Plastic Packaging Services Private Limited	4,79,40,433	4.94%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	4,79,40,433	4.94%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	4,79,40,433	4.94%
Apex Spinning Mills Private Limited	3,80,77,378	3.92%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	3,80,77,378	3.92%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	3,80,77,378	3.92%
Jayaswal Neco Infrastructures Private Limited	3,92,46,611	4.04%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	3,92,46,611	4.04%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	3,92,46,611	4.04%

Jayaswal Neco Energy Private Limited	4,44,19,500	4.57%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	4,44,19,500	4.57%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	4,44,19,500	4.57%
Neco Valves and Pumps Private Limited	8,64,000	0.09%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	8,64,000	0.09%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	8,64,000	0.09%
Neco Leasing and Finance Private Limited	8,99,500	0.09%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	8,99,500	0.09%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	8,99,500	0.09%
Jayaswal Neco Steel and Mining Limited	1,93,26,389	1.99%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	1,93,26,389	1.99%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	1,93,26,389	1.99%
Jayaswal Neco Power Private Limited	3,73,96,167	3.85%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	3,73,96,167	3.85%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	3,73,96,167	3.85%
Anurag Sales & Services Private Limited	3,89,31,000	4.01%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	3,89,31,000	4.01%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	3,89,31,000	4.01%
Avon Sales and Services Private Limited	3,90,95,000	4.03%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	3,90,95,000	4.03%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	3,90,95,000	4.03%
Karamveer Impex Private Limited	4,72,29,000	4.86%	-	-	Creation	23/05/2022	Pledge	Collateral for loans taken by the TC	4,72,29,000	4.86%	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts# with ACRE acting as the trustee.	4,72,29,000	4.86%
TOTAL	46,63,86,174	48.03%							46,63,86,174	48.03%		46,63,86,174	48.03%

Note: Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2021 dated 13th August, 2021, aforesaid disclosure requirement under Regulation 31 (1) is not applicable w.e.f. 1-4-2022 where such encumbrance is undertaken in a depository. Above disclosed encumbrance is undertaken in a depository, however the disclosure is voluntarily made for the information of all stakeholders.

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

#11 ACRE Trusts are ACRE-54-Trust, ACRE-59-Trust, ACRE-63-Trust, ACRE-64-Trust, ACRE-68-Trust, ACRE-69-Trust, ACRE-70-Trust, ACRE-76-Trust, ACRE-101-Trust, ACRE-103-Trust and ACRE-106-Trust.

**For and on behalf of Promoters and PACs
of Jayaswal Neco Industries Limited**

**Arvind Jayaswal
Promoter**

Place: Nagpur

Date: 27th May, 2022

ANNEXURE – II

Disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Jayaswal Neco Industries Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Apex Spinning Mills Private Limited, Anurag Sales & Services Private Limited, Avon Sales and Services Private Limited, Nine Star Plastic Packaging Services Private Limited, Jayaswal Neco Metallica Private Limited, Jayaswal Neco Energy Private Limited, Karamveer Impex Private Limited, Jayaswal Neco Power Private Limited, Jayaswal Neco Infrastructures Private Limited, Jayaswal Neco Steel and Mining Limited, Jayaswal Holdings Private Limited, Neco Valves and Pumps Private Limited, Neco Leasing and Finance Private Limited, Ms. Nisha Jayaswal, Ms. Rita Jayaswal, Mr. Basant Lall Shaw, Mr. Arvind Jayaswal and Mr. Ramesh Jayaswal, being the promoters of TC (collectively, the "Promoters").
Total promoter shareholding in the listed company	No of shares: 46,63,86,174 % of total share capital: 48.03%
Encumbered shares as a % of promoter shareholding	100%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

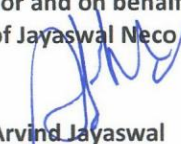
		Encumbrance 1 (Date of creation of encumbrance: 23/05/2022)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		No of shares: 46,63,86,174 equity shares of TC % of total share capital: 48.03% of the share capital of TC as on date of creation of encumbrance.
	Name of the entity in whose favour shares encumbered (X)	Pledge created in favour of IDBI Trusteeship Services Limited for the benefit of 11 ACRE Trusts with ACRE acting as the trustee.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No. ACRE is a company duly existing under the Companies Act, 2013, and registered as a securitisation and an asset reconstruction company pursuant to Section 3 of the SARFAESI Act, having its registered office at 2 nd Floor, Mohan Dev Building, 13 Tolstoy Marg, New Delhi - 110 001, in its capacity as the trustee for each of the ACRE Trusts.
	Names of all other entities in the agreement	Listed company and its group companies (if any) – Jayaswal Neco Industries Limited – Target Company Promoter Group: <ol style="list-style-type: none"> 1. Apex Spinning Mills Private Limited, 2. Anurag Sales & Services Private Limited, 3. Avon Sales and Services Private Limited, 4. Nine Star Plastic Packaging Services Private Limited, 5. Jayaswal Neco Metallica Private Limited, 6. Jayaswal Neco Energy Private Limited, 7. Karamveer Impex Private Limited, 8. Jayaswal Neco Power Private Limited, 9. Jayaswal Neco Infrastructures Private Limited, 10. Jayaswal Neco Steel and Mining Limited, 11. Jayaswal Holdings Private Limited, 12. Neco Valves and Pumps Private Limited, 13. Neco Leasing and Finance Private Limited

		Promoters: 1. Ms. Nisha Jayaswal, 2. Ms. Rita Jayaswal, 3. Mr. Basant Lall Shaw, 4. Mr. Arvind Jayaswal 5. Mr. Ramesh Jayaswal Other entities: IDBI Trusteeship Services Limited – Security Agent
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 1,072.69 Crore
	Amount involved (against which shares have been encumbered) (B)	Rs. 4,695.76 Crore
	Ratio of A / B	0.23
End money use of	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	For the benefit of the listed company. Amount of Restructured Facilities: INR 5759.02 crore.# Purpose of raising the loan: The purpose of creating is pledge was to create a collateral for repayment and due discharge of the Restructured Facility of TC to the ACRE Trusts. Schedule for utilization of amount: the loans are being restructured pursuant to the Restructuring Support Agreement. Repayment schedule: As set out in the Restructuring Support Agreement.

Note: Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2021 dated 13th August, 2021, aforesaid disclosure requirement under Regulation 31 (1) is not applicable w.e.f. 1-4-2022 where such encumbrance is undertaken in a depository. Above disclosed encumbrance is undertaken in a depository, however the disclosure is voluntarily made for the information of all stakeholders.

#We refer to earlier disclosure of TC dated 23 August 2021 in relation to inter alia entering into (i) a restructuring support agreement dated 23 August 2021 with eleven trusts declared and managed by Asset Care & Reconstruction Enterprise Limited, in its capacity as a trustee of such eleven trusts ("Lenders") in relation to restructuring of its outstanding debt owed to the Lenders, in accordance with Section 9 of the Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 ("SARFAESI Act"), as amended and restated from time to time ("Restructuring Support Agreement") and (ii) a shareholders' agreement on 23 August, 2021 along with the Promoters of JNIL with the Lenders ("Shareholders' Agreement").

**For and on behalf of Promoters and PACs
of Jayaswal Neco Industries Limited**


**Arvind Jayaswal
Promoter**

Place: Nagpur

Date: 27th May, 2022