

Date: 9.3.2022

BSE Limited

Listing Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001
Email: corp.relations@bseindia.com
Security Code No.: 532508

National Stock Exchange of India Ltd.

Listing Department,
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Email: cmlist@nse.co.in
Security Code No.: JSL

Subject: Disclosure of reasons for encumbrance of shares of Jindal Stainless Limited

Dear Sirs,

With reference to SEBI Circular number SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019, prescribing to submit an additional disclosure by the promoter of listed companies under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with the stock exchanges and the listed company.

In this regard, please find enclosed herewith disclosure of reasons for encumbrance of shares of Jindal Stainless Limited in prescribed format – Annexure II.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Jindal Stainless (Hisar) Limited



Bhartendu Harit
Company Secretary

CC:

The Company Secretary
Jindal Stainless Limited
O.P. Jindal Marg, Hisar – 125 005
Email: navneet@jindalstainless.com

Enclosed as above

Format for disclosure of reasons for encumbrance

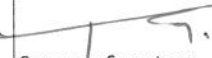
(In addition to Annexure-I prescribed by way of circular dated August 5, 2015)

Name of Listed Company	Jindal Stainless Limited ("JSL")
Name of the recognised stock exchanges where the shares of the Company are listed	i. The National Stock Exchange of India Limited ii. BSE Limited
Name of the promoters / PACs whose shares have been encumbered	As per enclosed Annexure 1 mentioning entities of Promoter Group of JSL whose shares have already been encumbered.
Total promoter shareholding in the listed company	The total promoter equity shareholding comprises of 34,59,38,724 shares constituting 68.60% of the total shareholding of JSL
Encumbered shares as a % of promoter shareholding	As mentioned in Annexure 1
Whether encumbered share is 50% or more of promoter shareholding	Yes
Whether encumbered share is 20% or more of total share capital	Yes

This disclosure is further to disclosures submitted with the Exchanges, wherein reason of encumbrance created earlier on equity shares of Jindal Stainless Limited held by Promoter Group was mentioned in detail.

Details of all the existing events/ agreements pertaining to encumbrance

Encumbrance 1		
Date of creation of encumbrance		
<p>Supplemental Agreement to the Unattested Agreement for pledge of 89868647 shares, executed on 7th March, 2022 ("the Agreement") amongst SBICAP Trustee Company Limited, Security Trustee (acting on behalf of and for the benefit of RBL Bank Limited, the Lender), Jindal Stainless Limited and Jindal Stainless (Hisar) Limited ("JSHL"). These shares were already pledged in favour of SBICAP Trustee Company Limited ("SBICAP") on behalf of the existing lenders of JSHL. Now JSHL has further availed a term loan facility of Rs. 119 Crore from RBL Bank Limited, which is primarily secured by JSHL's assets. As in the case of other financial facilities obtained by JSHL from other lenders, the above said facility is primarily secured by JSHL's assets, with shares held by JSHL in JSL being pledged as collateral security.</p>		
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pari passu Pledge	
No. and % of shares encumbered	89868647 shares - 17.82%	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	SBICAP Trustee Company Limited, Security Trustee, acting on behalf of and for the benefit of RBL Bank Limited, the lender for term loan of Rs. 119 Crore term loan being availed by Jindal Stainless (Hisar) Limited.
	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.	SBICAP Trustee Company Limited, Security Trustee, acting on behalf of and for the benefit of RBL Bank Limited is registered with SEBI. Jindal Stainless (Hisar) Limited ("JSHL") has availed a term loan of Rs. 119 Crore from RBL Bank Limited, a scheduled commercial bank.
	Names of all other entities in the agreement	In terms of term loan agreement dated 24th September, 2021, executed between RBL Bank Limited and JSHL. JSHL has availed a term loan facility of INR 119,00,00,000/- from RBL Bank Limited. The aforesaid term loan is primarily secured by JSHL's assets on pari-passu basis with existing lenders of JSHL. In addition the said term loan is also secured inter-alia by collateral securities of JSHL by way of pledge of 89868647 equity shares held by them in JSL on pari-passu basis with existing lenders of JSHL. Accordingly, the Agreement(s) were executed amongst the JSHL, JSL and SBICAP Trustee Company Limited, Security Trustee (acting on behalf of and for the benefit of RBL Bank Limited and JSHL.

	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, the present pari-passu pledge created on shares of JSL is not related to any debt instrument.
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	There is no stipulation of any minimum security cover/ asset cover linked to value of shares. As explained above, security by way of pledge of equity shares is not a primary security. The said pledged shares are only in the nature of additional/collateral security without any possibility of marginal calls that RBL Bank Limited can make in the event of decline in the trading price of the shares so pledged, on the stock exchanges. The primary security continues to remain over the assets of JSHL, which continues to maintain comfortable Fixed Asset Coverage Ratio.
	Amount involved (against which shares have been encumbered) (B)	
	Ratio of A / B	
End use of money	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. a. Any other reason (please specify)	89868647 equity shares of JSL held by JSHL have been pledged as collateral security to secure term loan of Rs. 119 Crore availed by JSHL for reimbursement of capex funded by JSHL through internal accruals and long term working capital requirements of JSHL. To be repaid by JSHL in structured quarterly instalments, including moratorium, by September, 2027. The borrowed amount was not meant for any personal use by promoters and PACs.
For Jindal Stainless (Hisar) Limited		
 Company Secretary		
Place: Hisar		
Date: 9.03.2022		

Annexure 1

Sl. No.	Name of the Promoter Group Company	No. of Equity shares held in JSL	No. of Equity Shares Pledged	Pledged shares as % of total Shareholding of JSL	Pledged shares as % of total Promoters Shareholding of JSL
1	ROHIT TOWER BUILDING LTD	31,200	31,200	0.01	0.01
2	NALWA SONS INVESTMENTS LIMITED	3,47,945	3,47,945	0.07	0.25
3	MEREDITH TRADERS PRIVATE LIMITED	4,22,210	4,20,595	0.08	0.12
4	JSW HOLDINGS LIMITED	4,60,720	4,60,720	0.09	0.13
5	NALWA ENGINEERING CO LTD	7,47,290	7,47,290	0.15	0.22
6	ABHINANDAN INVESTMENTS LIMITED	8,11,350	8,11,350	0.16	0.23
7	GOSWAMIS CREDITS & INVESTMENTS LTD	8,77,795	6,43,500	0.13	0.19
8	RENUKA FINANCIAL SERVICES LTD	8,86,620	8,85,260	0.18	0.26
9	JINDAL REX EXPLORATION PRIVATE LIMITED	9,29,730	9,29,730	0.18	0.27
10	MANJULA FINANCES LTD	10,12,080	10,11,000	0.20	0.29
11	EVER PLUS SECURITIES AND FINANCE LIMITED	11,57,835	11,57,835	0.23	0.33
12	STAINLESS INVESTMENTS LIMITED	14,42,895	14,42,895	0.29	0.42
13	NALWA INVESTMENTS LIMITED	17,07,110	17,07,110	0.34	0.49
14	COLARADO TRADING CO LTD	20,74,930	20,23,165	0.40	0.58
15	GAGAN TRADING COMPANY LIMITED	24,54,295	24,49,070	0.49	0.71
16	SIDDESHWARI TRADEX PRIVATE LIMITED	27,55,890	27,55,890	0.55	0.80
17	MANSAROVER INVESTMENTS LIMITED	37,97,210	37,97,210	0.75	1.10
18	HEXA SECURITIES AND FINANCE CO LTD	49,31,175	49,27,470	0.98	1.42
19	VRINDAVAN SERVICES PRIVATE LIMITED	49,46,705	49,46,705	0.98	1.43
20	JINDAL STRIPS LIMITED	53,14,090	53,14,090	1.05	1.54
21	JINDAL EQUIPMENT LEASING AND CONSULTANCY SERVICES LTD	57,35,555	57,35,555	1.14	1.66
22	SUN INVESTMENTS PVT LIMITED	92,96,780	92,95,270	1.84	2.69
23	**JINDAL STAINLESS (HISAR) LIMITED	16,82,84,309	16,82,84,309	33.37	48.65
24	#VIRTUOUS TRADECORP PVT LTD	3,32,11,751	97,82,609	1.94	2.83
25	*JSL OVERSEAS HOLDING LTD	7,09,95,424	5,35,76,210	10.62	15.49
26	JSL LIMITED	80,80,440	40,86,600	0.81	1.18
	Total	33,27,13,334	28,75,70,583	57.03	83.13

*included 83,67,492 GDS representing 1,67,34,984 equity shares.

** out of 16,82,84,309 pledged shares held by JSHL, 7,84,15,662 shares are pledged by JSHL in favour of lenders of JSL.

VTPL also hold 21222478 convertible warrants.