

RARE EQUITY PRIVATE LIMITED

151, 15th Floor, Nariman Bhavan, Nariman Point, Mumbai-400021

CIN: U74110MH1993PTC074456 | www.rareequity.net | Contact No: 022 4004 8766/022 6659 0100 | rareequity@rareenterprises.net

February 12, 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 973302 & 973303

Subject: Certificate of Security Cover under Regulation 54 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2024

Dear Sir/ Madam,

Please find enclosed herewith Certificate of Security Cover, pursuant to Regulation 54 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, for the Quarter ended December 31, 2024.

Kindly take the same on record.

For Rare Equity Private Limited,

Vrushali Deshpande
Executive Director
DIN: 05216743

Encl.: As above

Sunil Singh Associates

CHARTERED ACCOUNTANTS

Sunil Singh
B.Com , F.C.A.

30, Patrakar Co-op. Hsg. Soc.
Madhusudan Kalekar Marg,
Bandra (E), Mumbai-400 051

Email:- sunilsinghassociates@yahoo.co.in

Phone : (022) 26591305

To,
Board of Directors
Rare Equity Pvt Ltd
Mumbai

Dear Sir / Madam,

Independent Auditor's certificate on the Statement of computation of Security coverage ratio as at 31st December, 2024 for Privately placed, Listed, secured, senior, rated, redeemable non-convertible debentures issued by the Company and compliance with Covenants.

1. We, Sunil Singh Associates, Chartered Accountants, have reviewed the statement of accounts, records and such other relevant documents, as at **31st December, 2024**, pertaining to the company that have been provided to us.
2. Based on the examination of the books and other relevant documents / records, we hereby certify that :
 - a. The entity has vide its various Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed debt securities as on **31st December, 2024**:

| ISIN | Private Placement/ Public Issue | Secured/ Unsecured | Sanctioned Amount |
|--------------|--|-----------------------|-------------------|
| INE019Z07023 | Privately placed rated, listed, secured, senior, zero Coupon, redeemable, non convertible debentures | Secured | 200,00,00,000 |

b. Security Cover for listed debt securities:

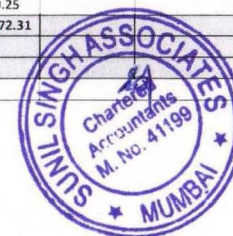
- i. The unaudited financial information as on **31st December, 2024** has been extracted from the books of accounts as on **31st December, 2024** and other relevant records.
- ii. The assets of the entity provide coverage of **9.33 times** of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of Security cover ratio for the Secured debt securities - Table - I)



Table I

Fig in Rs. lakhs

| Column A | Column B | Column C [i] | Column D [ii] | Column E [iii] | Column F [iv] | Column G [v] | Column H [vi] | Column I [vii] | Column J | Column J [vii] | | | | Column P | Column Q |
|---|---|--|--------------------|--|--|--|--------------------------------|----------------------------------|--------------------|---|--|---|---|-----------------------------------|------------------|
| Particulars | Description of asset for which this certificate relate (plz add line item, if required) | Exclusive Charge | Exclusive Charge | Pari-Passu Charge | Pari-Passu Charge | Pari-Passu Charge | Assets not offered as Security | Elimination (amount in negative) | (Total C to I) | Related to only those items covered by this certificate | | | | Total Figure as per Balance Sheet | Difference |
| | | Debt for which this certificate being issued | Other Secured Debt | Debt for which this certificate being issued | Assets shared by pari-passu debt holder (includes Debt for which this certificate is issued & Other debt with pari passu charge) | Other assets on which there is pari-passu charge (excluding items covered in column "F") | | | | Market Value for Assets charged on exclusive basis | Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable. (Eg Bank balance, DSRA etc) | Market Value for Pari Passu Charge Assets | Carrying/book value for pari passu charge assets where market value is not ascertainable or applicable. (Eg Bank balance, DSRA etc) | Total Value = (K+L+M+N) | |
| | | Book Value | Book Value | Yes/ No | Book Value | Book Value | | | | | | | Related to Column F | Book value | |
| ASSETS | | | | No | Not Required | | | | | | | | | | |
| Property, Plant and Equipment | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Capital Work-in-Progress | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Right of Use Assets | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Goodwill | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Intangible Assets | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Intangible Assets under Development | | - | - | | - | - | | | - | - | - | - | - | - | - |
| Investments | | - | - | | - | - | 35,300.00 | | 35,300.00 | - | - | - | - | 35,300.00 | - |
| Loans | | - | - | | - | - | | | | - | - | - | - | - | - |
| Other Non Current Investments | | | | | | | 26,877.31 | | 26,877.31 | | | | | - | 26,877.31 |
| Other Non Current Assets | | | | | | | 120.45 | | 120.45 | | | | | - | 120.45 |
| Trade Receivables | | - | - | | - | - | | | | - | - | - | - | - | - |
| Cash and Cash Equivalents | | - | - | | - | - | 922.27 | | 922.27 | - | - | - | - | - | 922.27 |
| Bank Balances other than Cash and Cash Equivalents | | - | - | | - | - | | | | - | - | - | - | - | - |
| Others | 2,42,067.25 | 2,42,067.25 | - | | - | - | 12.19 | | 2,42,079.44 | 2,42,067.25 | - | - | - | 2,42,067.25 | 12.19 |
| Total | 2,42,067.25 | 2,42,067.25 | - | | - | - | 63,232.22 | - | 3,05,299.47 | 2,42,067.25 | - | - | - | 2,42,067.25 | 63,232.22 |
| LIABILITIES | | | | | | | | | | | | | | | |
| Debt Securities to which this certificate pertains (incl. accrued interest) | 25957.48 | 25,957.48 | | | - | | | | 25,957.48 | | | | | 25,957.48 | - |
| Other debt sharing pari-passu charge with above debt | | | | | - | | | | - | | | | | - | - |
| Other Debt | | | | | | | | | | | | | | | |
| Subordinated debt | | | | | | | | | | | | | | | |
| Borrowings | | | | | | | | | | | | | | | |
| Bank - borrowings | | | - | | - | - | | | - | | | | | - | - |
| Debt Securities | | | - | | - | - | | | - | | | | | - | - |
| Others - borrowings | | | - | | - | - | 13,414.87 | | 13,414.87 | | | | | 13,414.87 | - |
| Trade payables | | | - | | - | - | | | - | | | | | - | - |
| Lease Liabilities | | | - | | - | - | | | - | | | | | - | - |
| Provisions | | | - | | - | - | 4,899.71 | | 4,899.71 | | | | | 4,899.71 | - |
| Others | | 0 | - | | - | - | 0.25 | | 0.25 | | | | | 0.25 | - |
| Total | 25,957.48 | 25,957.48 | - | | - | - | 18,314.83 | - | 44,272.31 | | | | | 44,272.31 | - |
| Cover on Book Value | | 9.33 | | | | | | | | | | | | | |
| Cover on Market Value | | 9.33 | | | | | | | | | | | | | |
| | | Exclusive Security Cover Ratio | | | Pari-Passu Security Cover Ratio | | | | | | | | | | |



Note:

1. Type of charge is secured by way of a first ranking exclusive: (a) pledge over the specified Shares [Equity Shares of (a) Titan Company Limited – 20 lakhs (b) DLF Limited – 1 Crore (c) Tata Motors 20 lakh (d) Federal Bank Ltd – 2.55 Crore (e) State Bank of India 15 lakh (f) Canara Bank 1 Crore & (g) Tata Steel 50 lakhs] held by the Pledgors in favour of the Debenture Trustee (Catalyst Trusteeship Limited) for the benefit of the Secured Parties; and (b) charge over the Account Assets by the Issuer in favour of the Debenture Trustee (Catalyst Trusteeship Limited) for the benefit of the Secured Parties; and (c) a Non-Disposal Undertaking over 49% (forty-nine per cent) of the Issuer's ownership in shares of the Acquiring Company (Zenex Animal Health India Private Limited)
2. Guaranteed by way of personal guarantees from the Guarantors (Late Mr. Rakesh Jhunjhunwala and Mrs. Rekha Jhunjhunwala) in favour of the Debenture Trustee (Catalyst Trusteeship Limited) for the benefit of the Secured Parties. In view of the demise of Mr. Rakesh Jhunjhunwala – necessary probate / alternative guarantee needs to be in place for the securitization of these issued NCDs.
3. The Market value of the pledged shares, is considered as per the listed price on BSE /NSE India as on **31.12.2024**.
4. The values presented in Table I above is the sole responsibility of the Management of the Company and supporting details have been provided for our verification.
5. We have relied on the unaudited financial statements as on December 31, **2024**. The value of the assets is considered basis the value appearing in the records provided to us.
6. The company has provided all the information, documents, representation, etc. on E-mails in soft copies and we have relied on the same.
7. Share price of Pledged Shares as per BSE/NSE indices

| Rekha Jhunjhunwala | | | |
|--------------------------------|-------------|-------------------------------|------------------------|
| Name of Scrips | Qty | Market price as on 31.12.2024 | Market Value Rs. lakhs |
| SBI | 15,00,000 | 795.05 | 11,925.75 |
| Titan | 5,00,000 | 3,253.65 | 16,268.25 |
| Federal Bank | 25,00,000 | 199.90 | 4,997.50 |
| Tata steel | 50,00,000 | 138.10 | 6,905.00 |
| Total (A) | | | 40,096.50 |
| Late Shri. Rakesh Jhunjhunwala | | | |
| Name of Scrips | Qty | Market price as on 31.12.2024 | Market Value Rs. lakhs |
| Titan | 15,00,000 | 3,253.65 | 48,804.75 |
| DLF | 1,00,00,000 | 824.65 | 82,465.00 |
| Federal Bank | 2,30,00,000 | 199.90 | 45,977.00 |
| Canara Bank | 20,00,000 | 99.10 | 9,910.00 |
| Tata Motors | 20,00,000 | 740.70 | 14,814.00 |
| Total (B) | | | 2,01,970.75 |
| Total A +B | | | 2,42,067.25 |

c. Compliance of all the covenants/terms of the issue in respect of debt securities of the entity:-

We have examined the compliances made by the company in respect of the covenants/terms of the issue of the debt securities (NCD's) and certify that such covenants/ terms of the issue have been complied by the entity.

d. Management's Responsibility

The preparation of the statement from the unaudited books of accounts and other relevant records and documents, and compliance with covenants as per the respective debenture trust deeds and with relevant regulations issue by the Securities Exchange Board of India, in respect of the debentures, are the responsibilities of the Management of the Company. This responsibility includes maintenance of the books of account and the records of the Company, and 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 estimate that are reasonable in the circumstances.

e. Auditor's Responsibility:

Pursuant to the requirements of the Regulation, our responsibility is to provide a limited assurance as to whether the particulars contained in the statement are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company and whether the security cover is correctly computed as per the terms of the debenture trust deeds and whether other covenants relating to the debentures are complied with.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement, and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Nothing contained in the certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statement of the Company.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirement of the Code of Ethics issued by the ICAI.

f. Conclusion :

On the basis of the aforesaid procedures and according to the information and explanations furnished to us by the Management of the Company, we certify that the financial and other information contained in the Statement read with the notes thereon are in agreement with the unaudited books of account and relevant records and documents of the Company, the security cover is correctly computed and other covenants of the debentures have been complied with by the Company.

g. Restrictions on Use :

The Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Debenture Trustees and should not be used 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 certificate is shown or into whose hands it may come without our prior consent in writing.

For Sunil Singh Associates.

Chartered Accountants

FRN – 113406W



Sunil Singh

Proprietor

Membership No: 041199

Date: 12 FEB 2025

Place: Mumbai.

UDIN:- 25041199BMLA0J7747.