

RARE EQUITY PRIVATE LIMITED

151 15TH FLOOR, NARIMAN BHAVAN, NARIMAN POINT, MUMBAI-400021
CIN: U74110MH1993PTC074456 **Email id: rareequity@rareenterprises.net**
Contact: 022 4004 8766 / 02266590100

Date: 07/12/2022

BSE Limited

P. J. Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 973302 & 973303

Subject: Certificate of Assets Cover under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for quarter ended on September 30, 2022

Dear Sir/Madam,

Please find enclosed herewith, Certificate of Assets Cover as required under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) for the quarter ended September 30, 2022.

Kindly take the above documents on your records.

Thanking you

Yours truly,

For **RARE EQUITY PRIVATE LIMITED**

Poonam



Poonam Sureka

Company Secretary & Compliance Officer



To,
CATALYST TRUSTEESHIP LIMITED,
604, Windsor, Off CST Road,
Kalina, Santa Cruz East,
Mumbai - 400 098.

Dear Sir / Madam,

SUB.: Asset Cover Certificate in respect of Listed Debt Securities of Rare Equity Private Limited for Quarter ending September 30, 2022

1. We, **Omprakash Kedia & Co., Chartered Accountants** appointed by the **CATALYST Trusteeship Limited (Debenture Trustee)** for **Rare Equity Private Limited ("Company / Issuer")** state as follows:
 - a. We have reviewed and relied on the provisional / unaudited financial summary, statement of accounts, records and such other relevant documents as at September 30, 2022 pertaining to the Company which have been provided to us.
 - b. We have prepared asset cover certificate on the basis of such examination, the discussions held with the authorized representatives of the Issuer and on independent verification of the various relevant data as at September 30, 2022 provided by the Company and such procedures did not necessarily reveal any material misstatement. Any events, change in understanding or contingencies post this date, may have an impact which has not been factored in our working..
2. Based on the examination of books of accounts and other relevant records/documents, we hereby confirm that:
 - a. The entity has vide its Board Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed debt securities as on September 30, 2022:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount
INE019Z07015	Private placed rated, listed, secured, senior, zero coupon, redeemable, non-convertible debentures	Secured	300,00,00,000
INE019Z07023		Secured	200,00,00,000

- b. Asset Cover for listed debt securities:
 - i. The financial information as on September 30, 2022 has been extracted from the provisional / unaudited books of accounts as on September 30, 2022 and other relevant records of the entity.
 - ii. The assets of the entity provide coverage of **2.54 times** of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of asset cover ratio for the Secured debt securities - **Table I**, attached to this certificate)

Table I

Fig in Rs. lakhs

[illegible]

1. The column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
2. This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
3. This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.
4. This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c). other debt sharing pari- passu charge along with debt for which certificate is issued.
5. This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.
6. This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.
7. In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.
8. Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.
9. The market value shall be calculated as per the total value of assets mentioned in Column O.

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 20 lakhs & (g) Tata Steel 5 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 Jhunjunwala and Mrs. Rekha Jhunjunwala) in favour of the Debenture Trustee (Catalyst Trusteeship Limited) for the benefit of the Secured Parties. In view of the demise of Mr. Rakesh Jhunjunwala – 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 30-09-2022
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 September 30, 2022. 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 Jhunjunwala			
Name of Scrips	Qty	Market price as on 30.09.2022	Market Value Rs. lakhs
SBI	15,00,000	531.05	7,965.75
Titan	5,00,000	2,606.55	13,032.75
Federal Bank	25,00,000	118.60	2,965.00
Tata steel	5,00,000	99.30	496.50
Total (A)			24,460.00

Rakesh Jhunjunwala			
Name of Scrips	Qty	Market price as on 30.09.2022	Market Value Rs. lakhs
Titan	15,00,000	2,606.55	39,098.25
DLF	1,00,00,000	356.75	35,675.00
Federal Bank	2,30,00,000	118.60	27,278.00
Canara Bank	20,00,000	228.70	4,574.00
Tata Motors	20,00,000	404.65	8,093.00
Total (B)			1,14,718.25
Total A +B			1,39,178.25

This Certificate has been issued basis the Non-Disclosure Agreement cum Engagement Letter executed between us and Catalyst and the same is for the sole use of Catalyst. Quarterly Asset Cover Certificate for the quarter ended 30.09.2022 is required as per the SEBI circular dated November 12, 2020 (Monitoring and Disclosures by Debenture Trustee(s)).

Exclusions, exemptions & limitations under this Certificate:

- This document should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent.
- The firm neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.
- This certificate is not a valuation certificate for any purpose.
- We will not accept any duty or liability or responsibility to any other party to whom our Certificate is shown or into whose hands it may come without our prior permission.

Entity(s), Company, Issuers responsibilities under this Certificate:

- The value of the assets appearing in the Provisional unaudited books of account, and as audited/ reviewed by the Statutory Auditors and certified by the Entity(s), Company, Issuers management.
- All Assets (fixed, current, tangible, intangible, liquid, Current, Non-Current, etc.) maintained by the Company as security cover for NCD's are fungible.
- Quality of the book debts / receivable / investments and assets and corresponding liabilities (long term, short term, current, non-current, including contingent liabilities, guarantees etc) is the subject matter of Entity(s), Company, Issuers Management certification and is construed as being fairly represented, evaluated, valued and authenticated by the Statutory Auditors at quarterly intervals in accordance with the governing laws and generally accepted accounting guidelines & principles of ICAI and Company Law.
- The conduct of audit of the data is understood to be sole responsibility of the Statutory Auditors, however the said data has been taken from the entity, and reliance has been placed whilst preparation of this certificate
- The information requested and received as per Table I & II hereinabove, is the responsibility of the Entity(s), Company, Issuers Management and relevant supporting records and documents have been provided for validation.
- Internal control relevant to the documentation, preparation and presentation of data w.r.t. the Table I & II above.

It should be understood that we make no representation regarding the sufficiency of the procedures performed in the preceding paragraphs. Also, such procedures would not necessarily ensure completeness of all contingent liabilities requiring disclosure. We make no comment about the Issuer's definitions, calculations or usefulness for any purpose.

The above information is as per the Companies confirmation. It should not be considered as a guarantee for Financial Performance in any manner. Our responsibility for the purpose of this certificate is to provide limited assurance on the aforesaid certificate.

Our report should not be construed as a valuation report and we have relied on the quality of the receivables, investments, fixed assets and any other assets as certified by the Management.

For M/s Omprakash Kedia & Co.

Chartered Accountants

FRN - 135784 W



Omprakash Kedia

Membership No: 152997

Date: 3rd December 2022.

UDIN: 22152997BEWRDV4673