

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

August 14, 2023

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Scrip Code: 973302 & 973303

Subject: Certificate of Asset Cover under Regulation 54 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2023

Dear Sir/ Madam,

Please find enclosed herewith Certificate of Asset Cover, pursuant to Regulation 54 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, for the quarter ended June 30, 2023.

Kindly take the same on record.

For Rare Equity Private Limited,

Akshaya Gholap

Company Secretary and Compliance Officer

Membership Number: A41080

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
Phone : (022) 26591305

Email:- sunilsinghassociates@yahoo.co.in

To,
Board of Directors
Rare Equity Pvt Ltd
Mumbai

Dear Sir / Madam,

Independent Auditor's certificate on the Statement of computation of asset coverage ratio as at 30th June, 2023 for Privately placed, Listed, secured, senior, rated, redeemable non-convertible debentures issued by the Company

1. We, Sunil Singh Associates, Chartered Accountants, have reviewed the statement of accounts, records and such other relevant documents, as at **30th June, 2023**, 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 **30th June 2023** :

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount
INE019Z07015	Privately 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 unaudited financial information as on **30th June, 2023** has been extracted from the books of accounts as on **30th June, 2023** and other relevant records.
- ii. The assets of the entity provide coverage of **3.02 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**)



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 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 **30.6.2023**.
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 **June 30, 2023**. 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 30.06.2023	Market Value Rs. lakhs
SBI	15,00,000	572.80	8,592.00
Titan	5,00,000	3,048.60	15,243.00
Federal Bank	25,00,000	126.10	3,152.50
Tata steel	50,00,000	112.00	5,600.00
Total (A)			32587.50
Rakesh Jhunjhunwala			
Name of Scrips	Qty	Market price as on 30.06.2023	Market Value Rs. lakhs
Titan	15,00,000	3,048.60	45,729.00
DLF	1,00,00,000	490.50	49,050.00
Federal Bank	2,30,00,000	126.10	29,003.00
Canara Bank	20,00,000	301.80	6,036.00
Tata Motors	20,00,000	595.50	11,910.00
Total (B)			1,41,728.00
Total A +B			1,74,315.50

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 asset 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 Asset 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

Membership No: 041199

Date: 14th August, 2023 Place: Mumbai.

UDIN:- 23041199 BGVMY09079.