THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter ("Offer Letter") is being sent to you as a Remaining Public Shareholder ("defined below") of A to Z Securities Limited ("AZSL" or "the Company"). In case you have recently sold your Shares in the Company, please hand over the Offer Letter and the accompanying documents to the person to whom the sale was effected.

EXIT OFFER TO THE REMAINING PUBLIC SHAREHOLDERS ("DEFINED BELOW") OF M/S A TO Z SECURITIES LIMITED

CIN: U74899DL1994PLC063412

Registered Office: 24, Ashoka Chambers, 5-B, Rajindra Park,

Pusa Road New Delhi 110060

Tel. No.: 011-45012880; Email: atozcorp011@yahoo.com

By

M/s SMC Credits Limited a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road New Delhi 110060 ("Offering Promoter"). Inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each of A to Z Securities Limited ("AZSL" or "the Company" or "the ELC"), at an offer price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share, in cash, pursuant to Securities and Exchange Board of India ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR").

If you wish to tender your Equity Shares to the Offering Promoter, you should:

- Read this Offer Letter and the instructions herein;
- Complete and sign the accompanying 'Form of Acceptance' in accordance with the instructions therein and in this Offer Letter;
- Submit your 'Form of Acceptance' along with duly executed Transfer deed(s) accompanied with relevant Share certificate(s) clearly marking the Envelope "A TO Z SECURITIES LIMITED- EXIT OFFER" either by Registered Post/Speed Post/Courier, at your own risk or by hand delivery at the registered office at 24, Ashoka Chambers, 5-B Rajindra Park, Pusa Road, New Delhi- 110060, Tel No: +91-11-45012880, E-mail: atozcorp011@yahoo.com, Contact Person: Mr. Rahul Chandak, Contact: +91 9315098507 on or before the closure of business hours on Thursday, October 25, 2018.

Offer Price

Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share.

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Specified Date#	Tuesday, October 09, 2018
Opening of Exit Offer Period	Wednesday, October 17, 2018
Closing of Exit Offer Period	Thursday, October 25, 2018
Last Date of Payment to the Remaining Public Shareholders who will validly tender their Equity Shares	Monday, November 19, 2018
during the Exit Offer Period	-

#Specified Date is only for the purpose of determining the names of the Remaining Public Shareholders to whom the Offer Letter will be sent. However, all Remaining Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Exit Offer any time before and on the Offer Closing Date.

DEFINITIONS

DEFINITIONS	
A to Z Securities Limited /the Company/ AZSL/ the ELC	A public limited company incorporated on December 12, 1994 under the provisions of the Companies Act, 1956 and having its registered office at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110060
Exit Circular	SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 under which the Offer Letter is being sent to the Remaining Public Shareholders.
Exit Offer	Exit Offer means an offer by the Offering Promoter to the Remaining Public Shareholders of the ELC for acquisition of their 100% shareholding in the ELC in terms of the Exit Circular.
Exit Offer Period	Means a period of 5 working days commencing from the date of opening of Exit Offer Period on Wednesday, October 17, 2018 to closing of Exit Offer Period on Thursday, October 25, 2018.
Exit Window Period	Means a period of 1 year between Friday, October 26, 2018 to Friday, October 25, 2019 during which Remaining Public Shareholders who could not tendered their Equity Shares during Exit Offer Period may tender their shares at same Offer Price.
Independent Valuer/ TCA	M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of BSE Limited.
Offer Price	Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share (equal to the fair value per Equity Share as determined by the Independent Valuer)
Offering Promoter	M/s SMC Credits Limited a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road New Delhi 110060

Promoters/ Promoter Group	M/s SMC Credits Limited, one of the Promoter of the ELC is providing an exit offer to the other public shareholders of the Company.
Public Shareholders	All Shareholders of the ELC other than its Offering Promoter.
Remaining Public Shareholders	Means total public shareholders of the ELC as on the date of submission of plan of action reduced by the public shareholders who have consented to continue as Shareholders of the Company by providing the undertaking in the format prescribed by the BSE (in the format available at the website of BSE, <u>www.bseindia.com</u> under the link http://www.bseindia.com/investors/exercising_option.aspx?expandable=6). As on date, Remaining Public Shareholders are holding 1284600 Equity Shares representing 21.41% of paid up share capital of the ELC.

Dear Remaining Public Shareholder(s),

Invitation to tender Equity Shares held by you in the ELC

Offering Promoter, is pleased to invite you to tender, subject to the terms and conditions set out below, Equity Shares held by you in the Company pursuant to the Exit Offer made in accordance with relevant provisions of Exit Circular.

1. BACKGROUND OF THE EXIT OFFER

- 1.1. The Company was listed on the Delhi Stock Exchange Limited ("DSE"), Ahmedabad Stock Exchange Limited ("ASE"), Ludhiana Stock Exchange Limited ("LSE") and U.P Stock Exchange Limited ("UPSE"). Post the de-recognition of DSE, ASE, LSE and UPSE by SEBI, AZSL was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- 1.2. In terms of Exit Circular, the ELC is under an obligation to secure listing on a Nationwide Stock Exchange(s); alternatively, the Offering Promoter of such ELC have the option of providing exit to its Public Investors/Shareholders.
- 1.3. The Offering Promoter of the ELC have decided to exercise the option of providing exit to the public shareholders of ELC in terms of the Exit Circular and M/s SMC Credits Limited, one of the Promoter of the ELC ("Offering Promoter") is giving the exit option through BSE route and chose BSE as designated stock exchange for this exit offer.
- 1.4. In view of the above, Offering Promoter has decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share (equal to the fair value per Equity Share as determined by the Independent Valuer).
- 1.5. SEBI vide its letter MRD/OW/DSA//2017/17463/1 dated July 25, 2017 as communicated to the BSE and National Stock Exchange of India Limited ("NSE") ["SEBI Letter"], inter-alia, permitted that, public shareholders/investors who are willing to remain as shareholders of the ELC and do not want an exit may be allowed to do so and the Designated Stock Exchange (in the present case BSE) may obtain an undertaking from the investors who do not want an exit; consequentially the exit obligation of the Offering Promoter will be reduced accordingly.
- 1.6. In terms of above mentioned SEBI Letter, the Offering Promoter had issued a Public Announcement dated July 23, 2018 published in all editions of The Financial Express (English) and Jansatta (Hindi), Nawan Zamana (Jalandhar Edition) on July 24, 2018 ("Original PA") stating that, public shareholders who are willing to remain as public shareholders of the Company and does not want an exit shall send an undertaking to this effect (in the format available at the website of BSE, www.bseindia.com/investors/exercising_option.aspx?expandable=6) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery at the registered office of A to Z at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110060 within 15 days of publication of this Exit Offer PA i.e. on or before the closure of business hours on Wednesday, August 08, 2018.

Category	Number	of	Number	of	Equity	% of paid up share
	Shareholders		Shares he	ld		capital
Public Shareholders (other than Offering		1541			3125900	52.10
Promoter) as on the date of submission of						
Plan of Action to BSE						
Public Shareholders who have opted to		05			1841300	30.69
continue as public shareholders						
Remaining Public Shareholders who are		1536			12,84,600	21.41
eligible for the Exit ("Remaining Public						
Shareholders")						

1.7. In response to the above mentioned Original PA, certain shareholders of the ELC have availed the option to continue as Shareholders instead of exit, details of which are as follows:

- 1.8. In view of the above, Offering Promoter will provide the exit to the Remaining Public Shareholders at a price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share (equal to the fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"] and Remaining Public Shareholders are being invited to tender their fully paid up Equity Shares of Rs. 10 each at the Offer price.
- 1.9. A Follow up Advertisement ("Follow up PA") containing inter-alia details of Opening and closing of Offer, escrow accounts and money deposited therein etc. for the attention of the Remaining Public Shareholders was published on Monday, October 08, 2018 in the following newspapers:

Name of the Newspaper	Language	Edition
The Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Nawan Zamana	Punjabi	Jalandhar Edition

2. BACKGROUND OF THE ELC

M/s A to Z Securities Limited (CIN: U74899DL1994PLC063412) was originally incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana, vide certificate of incorporation dated December 12, 1994. The Certificate for commencement of business was issued to the ELC on January 02, 1995 by the Registrar of Companies, NCT of Delhi and Haryana.

- As per the main object of Memorandum of Association of the ELC, the ELC is inter-alia permitted to carry on the business of Merchant Banking, Portfolio Management, to sponsor Mutual Funds, and to act as trustee of mutual fund or growth fund, Broker and sub-broker of stocks and new issue of securities etc. The ELC is Non-Deposit taking Non-Banking Financial Company (NBFC) registered with Reserve bank of India (RBI).
- 2.2. As on the date of this Offer Letter, the Authorized Share Capital of the Company is Rs.7,50,00,000 (Rupees Seven Crore and Fifty Lakh) consisting of 75,00,000 (Seventy Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) & the Issued, Subscribed and Paid-up Capital of the Company is Rs.6,00,000 (Rupees Six Crore) consisting of 60,00,000 (Sixty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.
- 2.3. As on the date of this Offer Letter, the Board of Directors of the ELC comprises of 3 (Three) Directors. The Details of Board of Directors are as below:

Sr. No	Name	DIN	Designation	Residential Address
1.	Neelam Arya	00004645	Director	Neelanchal No.7, Bandh Road Chandanhulla, Mehrauli, New Delhi 110030
2.	Prasahesh Arya	00006507	Director	B – 98, South City Gurgaon 122001
3.	Nitya Priya Arya	01173109	Director	House No. 763, Sector No. 14, Sonepat 131001, Haryana HR

2.4. The Shareholding pattern of the ELC as on the date of this Offer Letter is as under:

S. No.	Category	No. of Shareholders	No of Shares held	%holding
А	Offering Promoter	01	8,40,000	14.00
B1	Public Shareholders who have opted to continue as public shareholders	05	18,41,300	30.69
B2	Remaining Public Shareholders who are eligible for the Exit ("Remaining Public Shareholders")	1535	12,84,600	21.41
	Total (A+B)	1541	39,65,009	66.10

2.5. The statement of select financial information based on standalone audited financial statements of the ELC for the financial years ended March 31, 2018, March 31, 2017 and March 31, 2016, is set out below.

		(Rs. In Lakhs except wher	e specifically stated)
Particulars	31-Mar-18	31-Mar-17	31-Mar-16
Revenue from Operations	154.29	133.75	335.97
Other Income	4.44	4.44	4.44
Total Income	158.73	138.19	340.41
Profit/(Loss) After Tax (PAT)	136.37	123.52	333.85
Earning per Share (Basic & Diluted) (in Rs.)	2.27	2.06	5.56
Paid Up Capital	600	600	600

Reserve & Surplus (Excluding Capital Reserve created out of revaluation on non-current investments)	1770.56	1634.19	1510.67
Net Worth (Excluding Capital Reserve created out of	2370.56	2234.19	2110.67
revaluation on non-current investments)			

3. BACKGROUND OF THE OFFERING PROMOTER

- 3.1 M/s SMC Credits Limited a company incorporated on July 15, 1992 under the provisions of the Companies Act, 1956 and having its registered office at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road New Delhi 110060
- 3.2 Offering Promoter holds 840000 Equity Shares representing 14.00% of paid up equity share capital of the ELC.

4. OFFER PRICE

- 4.1 In case of Exit Offer to the Public Shareholders, Exit Circular prescribes that, the Offering Promoter of the ELC, in consultation with the Designated Stock Exchange (in the present case BSE), shall appoint an Independent Valuer from the panel of expert valuers of the designated stock exchange.
- 4.2 In view of the above, Offering Promoter has engaged M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of BSE Limited to determine the fair value of Equity Shares of the ELC.
- 4.3 The Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated July 02, 2018 and determined the fair value of One Equity Share of the Company is Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only).
- 4.4 In view of the above, the Offering Promoter has decided to offer exit to the Remaining Public Shareholders of the ELC (net of the Public Shareholders who have given their NOCs to continue as Shareholders of the ELC as detailed under the head "BACKGROUND TO THE EXIT OFFER" at a price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share, equivalent to fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"].
- 4.5 Offering Promoter now seeks to acquire 1284600 Equity Shares of Rs. 10/- each representing 100% of Remaining Public Shareholdings of the ELC at the Offer Price Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share from the Remaining Public Shareholders of the ELC.

5. FINANCIAL ARRANGEMENTS:

In accordance with the Exit Circular, Offering Promoter and the Independent Valuer have entered into an Escrow Agreement dated October 03, 2018 with AU Small Finance Bank Limited, having its registered office at 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur, Rajasthan 302001 and head office at Bank House, Mile 0, Ajmer Road Jaipur, Rajastha 302001 and one of its branch at SCO 47 Commercial Sector, Old Judicial Complex, Urban Estate 007, Sector-15, Part 1, Gurgaon, Haryana 122001("Escrow Bank") in terms of which the Offering Promoter has opened an Escrow Account in the name and style of "ATOZ- Exit Offer Escrow Account" bearing number 1821210620314841 ("Escrow Account") with the Escrow Bank. Further, AU Small Finance Bank Limited through its branch office at SCO 47 Commercial Sector, Old Judicial Complex, Urban Estate 007, Sector-15, Part 1, Gurgaon, Haryana 122001 has issued a bank guarantee, pursuant to bank guarantee letter dated October 03, 2018 ("Bank Guarantee") in favour of the Independent Valuer for an aggregate amount of Rs. 32,35,13,664/- (Rupees Thirty Two Crores Thirty Five Lakhs Thirteen Thousand Six Hundred and Sixty Four only), being equivalent to 100% of the Total Consideration (Offer Price* Number of Equity Shares held by Remaining Public Shareholders) payable under the Exit Offer. The Bank Guarantee is valid from October 03, 2018 to October 31, 2019.

6. PROCEDURE FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER

- 7.1 The Public Shareholders who hold Equity Shares of the Company in physical form and wish to tender their Equity Shares pursuant to the Exit Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Transfer Deed (s) duly signed and witnessed, self -attested copy of PAN and other documents as may be specified in the Offer Letter, to the ELC (at address of the ELC i.e. 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110060) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Thursday, October 25, 2018. The envelope should be superscribed as "A TO Z SECURITIES LIMITED- EXIT OFFER".
- 7.2 The Public Shareholders holding Equity Shares in dematerialized form and wish to tender their Equity Shares pursuant to the Exit Offer will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the Offer Letter to the ELC to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Thursday, October 25, 2018, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of Demat Account of the Offering Promoter ("Offering Promoter DP Account") as per the instructions given below:

Name	SMC Credits Limited	SMC Credits Limited
DP Name	Globe Capital Market Limited	Globe Capital Market Limited
DP ID	IN300966	12020600
Client ID	10007178	120206000002069
Depository	National Securities Depository Limited	Central Depository Services (India) Limited

The envelope should be superscribed as "A TO Z SECURITIES LIMITED- EXIT OFFER".

- 7.3 Unregistered owners or shareholders who have not received the Offer Letter may send their consent, to the ELC, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the ELC on or before the date of closing of Exit Offer Period. The copy of the Offer Letter (including Form of Acceptance cum acknowledgment and blank transfer deed) is expected to be available at the website of BSE at www.bseindia.com and on the website of Independent Valuer at www.tcagroup.in during the period the Exit Offer is open and may also be downloaded from the said websites. Public Shareholders can also obtain the Offer Letter from the ELC by giving an application in writing.
- 7.4 In case of public shareholders who have not received the Offer Letter and are holding Equity Shares in the dematerialized form may send their consent to the ELC to the Offer on plain paper, stating the name, addresses, number of Equity Shares held. Depository name, Depository I.D., Client I.D., number of Equity Shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 7.2 above, so as to reach the ELC to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Thursday, October 25, 2018. Such Equity Shareholders can also download the copy of Offer Letter from the website mentioned under Para 7.3 above.
- 7.5 Share Certificates for any invalid application will be dispatched to the Public Shareholders by Registered Post/Courier at their own risk. Equity Shares held in dematerialized form, to the extent not accepted (for invalid application), will be credited back to the beneficial owners depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by the respective DPs when transferred by the ELC to the Offer.

7. ACCEPTANCE OF OFFER & PAYMENT OF CONSIDERATION:

- 8.1 Upon receipt of the 'Form of Acceptance', duly executed Transfer deeds and original share certificate(s) by the ELC & after proper verification of Signature and other particulars, the Offering Promoter shall acquire all the equity shares validly tendered at the Offer Price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per Equity Share.
- 8.2 Post verification of 'Form of Acceptance' and other supporting documents, consideration shall be paid by the Offering Promoter to those Remaining Public Shareholders whose Equity Shares have been validly accepted under the Exit Offer within 15 working days of closing of the Exit Offer Period.
- 8.3 The consideration to the Remaining Public Shareholders whose shares have been validly accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Payments through account payee cheques/demand drafts, will be made by registered post/courier at the registered shareholders'/unregistered owners' sole risk.

8. PROCEDURE FOR TENDERING THE EQUITY SHARES POST THE EXIT OFFER UPTO A PERIOD OF ONE YEAR

9.1 The Remaining Public Shareholders may note that, those who could not tender their Equity Shares during Exit Offer Period may do so during the Exit Window Period between Friday, October 26, 2018 to Friday, October 25, 2019 being a period of one year from the closure of Exit Offer Period at the same price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) Equity Share. The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be released on a monthly basis i.e. within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Remaining Public Shareholders ("Monthly Payment Cycle").

9. TAX DEDUCTED AT SOURCE

Tax withholding requirement is based on tax residency of the public shareholders. In case of public shareholders who are tax resident in India, no tax will be deducted. In case of non-resident, requisite tax will be deducted in terms of the relevant provisions of Income Tax Act, 1961. Public Shareholders are requested to specify requisite details in the Form of Acceptance cum acknowledgement regarding their residential status.

10. GENERALDISCLAIMER

Every Remaining Public Shareholder who desires to avail of the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Offering Promoter, the ELC, Independent Valuer of whatsoever nature by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of anything stated or omitted to be stated herein or any other reasons whatsoever.

For and on behalf of SMC Credits Limited [Offering Promoter]

Sd/-(PRASAHESH ARYA) Director DIN: 00006507

Date: October 08, 2018 Place: New Delhi

1) Form of Acceptance-cum-Acknowledgement 2) Blank Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Offer Letter) THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the ELC, A to Z Securities Limited, at their address given in the Offer Letter as

(Please send this Form of Acceptance with enclosures to the ELC, A to 2 Securities Limited, at their address given in the Offer Letter as per the mode of delivery mentioned in the Offer Letter)

	of delivery menuoried in the
:	Wednesday,
	October 17, 2018
	Thursday,
	October 25, 2018
this	Form of Acceptance
FOR	R OFFICE USE ONLY
	: this

Status: Please tick appropriate box		
Resident	Non Resident	
Individual	Indian	
Indian	Foreign	
Body	National/Foreign	
Corporate	Company	
HUF	Others (Specify)	

From:

Name:

Address: Tel. No.:

To,

A to Z Securities Limited

24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110060

Fax No.:

Dear Sir,

Subject: Exit Offer to the Remaining Public Shareholders of M/s A to Z Securities Limited ("ELC") and consequent removal of name of ELC from the Dissemination Board of BSE Limited, in terms of SEBI Circular No.: SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016

Email:

I / we, refer to the Offer Letter dated October 08, 2018 for acquiring the Equity Shares held by me / us in A to Z Securities Limited. I / we, the undersigned have read the Offer Letter and understood its contents including the terms and conditions as mentioned therein. I / We, unconditionally Offer to sell to the Offering Promoter the following equity shares in the ELC held by me/ us at a price of Rs. 251.84 (Rupees Two Hundred Fifty One and Paisa Eighty Four only) per fully paid-up equity share.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We enclose the original share certificate(s), duly signed valid Transfer Deed(s) and self -attested copy of PAN in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No Number of share certificates attached Representing Equity Shares							
Ν	Number of Equity Shares held in the ELC Number of Equity Shares						
In figures		In words	In figures	In words			
				<u>J</u>			
Sr.	Share C	Certificate No.	Distinctive Nos.		No. of Equity		
No.					Shares		
			From To)		
1							
2							
3							
	Total No. of Equity Shares						

(In case the space provided is inadequate, please attach a separate sheet with above details and authenticate the same. Public Shareholders holding shares in physical mode should ensure that necessary documents as mentioned in the Letter of Offer for accepting Shares in physical mode shall be provided along with this Form of Acceptance. Public Shareholders of the ELC holding physical shares should note that Physical Shares will not be accepted unless the complete sets of documents are submitted.)

Tear along with line ACKNOWLEDGEMENT SLIP					
Received from Mr./Ms acknowledgement for of Offer Letter dated August 31, 2018	residing at Equity Shares under Share C	ertificates No	under folio no	- Acceptance cum	
Signature of Official along with Stamp		Date of Receipt			

GENERAL:

- I/We confirm that the Equity Shares of the ELC which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/We have obtained all necessary consents, wherever applicable, to sell the equity shares on the foregoing basis.
- 2. I/We also note and understand that the obligation on the Offering Promoter to pay the offer price arises only after verification of the certificates, documents and signatures submitted along with this Form of Acceptance-cum- Acknowledgment.
- 3. I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of equity shares under the Income Tax Act, 1961. I/We are not debarred from dealing in equity shares.
- 4. I/We note and understand that the shares/original share certificate(s) and transfer deed(s) will be held by the ELC in trust for me/us till the date the Offering Promoter makes payment of consideration as mentioned in the Offer Letter or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to me/us in the event my/our application is found as invalid.
- 5. I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Offering Promoter for such income tax demand (including interest, penalty, etc.) and provide the Offering Promoter with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.
- 6. So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/RTGS etc, the applicants are requested to provide details of Bank account of the sole/first Shareholder.

Name of the Bank	
Branch	
Account Number	
IFSC Code	
MICR Code	
Saving/Current/Others (Please specify)	

7. In case of change in address, Remaining Public Shareholders are requested to provide the updated address in the following table along with self-attested copy of address proof like voter id/driving license/ Aadhaar Card etc. If Public Shareholders provide updated address along with proof, all further communication with the Public Shareholders will be through updated address including dispatch of consideration in case of same is being made through crossed account payee cheques/ demand drafts (in case of details required for payment through ECS/RTGS etc. have not been provided in point no. 6 above).

Current/ Address	Residential	

Yours faithfully, Signed & Delivered:

	Full Name	PAN	Signature
First/ Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

Place:

Date

----- Tear along with line------

<u>Note</u>: All future correspondence/ queries with respect to Exit Offer to be addressed to the ELC at the following address quoting your reference Folio No A to Z Securities Limited

24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110060,

011-45012880; Email: atozcorp011@yahoo.com,

Contact Person: Mr. Rahul Chandak

Form No. SH-4 Securities Transfer Form [Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution:

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U74899DL1994PLC063412

Name of the company (in full): A to Z Securities Limited

Name of the Stock Exchange where the company is listed, if any: A to Z Securities Limited was listed on Delhi Stock Exchange Limited ("DSE"), Ahmedabad Stock Exchange Limited ("ASE"), Ludhiana Stock Exchange Limited ("LSE") and U.P Stock Exchange Limited ("UPSE"). Post the de-recognition of DSE, LSE, UPSE and ASE by SEBI, AZSL was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

DESCRIPTION OF SECURITIES:

	OURITIES.			
Kind/ Class of	Nominal value of	Amount called up	Amount paid up per	
securities	each	per	unit of security	
(1)	unit of security	unit of security	(4)	
	(2)	(3)		

No. of securities being transferred		Consideration	received (Rs.)
In figures	In words	In words	In figures

Distinctive number	F r o m		
	T O		
Corresponding Certificates Nos			

Transferor's Particulars-						
Registered Folio Number: 1. 2. 3.	Name (s) in full	signature(s)				
I, hereby confirm that the transferor has signed before me.						
Signature of witness name and address						

Transferee's Particulars

Name	Father's/	Address	Occupation	Existing	Signature
in	mother's/	& E-	Occupation	folio	Signature
Full	Spouse	mail id		No., if	
i uii		mairiu			
(1)	name	(0)		any	(1)
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee

Specimen Signature of Transferee

Value of stamp affixed: (Rs.)

Enclosures:

(1) Certificate of shares or debentures or other securities

(2) If no certificate is issued, letter of allotment.

(3) Others, specify.....

Stamps:

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