POST OFFER ADVERTISEMENT TO THE EQUITY SHAREHOLDERS OF
BRESCON ADVISORS & HOLDINGS LIMITED ("BAHL" OR THE "TARGET COMPANY")

Registered Office: 7th Floor, Siddhivinayak Chambers, Opp. MIG Club, Gandhi Nagar, Bandra (E), Mumbai 400 051

Open Offer for acquisition of 9,10,416 (Nine Lacs Ten Thousand Four Hundred And Sixteen Only) fully paid-up equity shares of Rs.10/- each of BAHL by M/s. Nusarwar Merchants Private Limited **(hereinafter referred to as the "Acquirer").**

This Post Offer Advertisement is being issued by VC Corporate Advisors Private Limited, the Manager to the Offer, on behalf of the Acquirer, in connection with the Offer made by the Acquirer in compliance with regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto **("SEBI (SAST) Regulations")**. The Detailed Public Statement **("DPS")** pursuant to the Public Announcement **("PA")** made by the Acquirer has appeared in The Financial Express (English daily all editions), Jansatta (Hindi daily all editions) and Tarun Bharat (Marathi daily Mumbai edition) on 08.10.2012

1. Name of the Target Company : **Brescon Advisors & Holdings Limited**
2. Name of the Acquirer ~~and Persons Acting in Concert (PACs)~~ : **Nusarwar Merchants Private Limited**
3. Name of Manager to the Offer : **VC Corporate Advisors Private Limited**
4. Name of Registrar to the Offer : **Link Intime India Private Limited**
5. Offer details
   a) Date of Opening of the Offer : Monday, January 07, 2013
   b) Date of Closing of the Offer : Friday, January 18, 2013
6. Date of Payment of Consideration : Thursday, January 31, 2013
7. Details of the Acquisition :

Sr. No.	Particulars	Proposed in the Offer Document		Actual	
7.1.	Offer Price	Rs. 123/- per equity share		Rs. 123/- per equity share	
7.2.	Aggregate number of shares tendered	9,10,416		2,01,176	
7.3.	Aggregate number of shares accepted	9,10,416		1,99,716#	
7.4.	Size of the Offer (Number of shares multiplied by Offer price per share)	Rs. 11,19,81,168/-		Rs. 2,45,65,068/-	
7.5.	Shareholding of the Acquirer ~~and PACs~~ before Share Purchase Agreement (SPA) /Public Announcement (No. & %)	Nil (0.00%)		Nil (0.00%)	
7.6.	Shares Acquired by way of SPA • Number • % of Fully Diluted Equity Share Capital	11,81,854 (33.75%)		11,81,854 (33.75%)	
7.7.	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	9,10,416 (26.00%)		1,99,716# (5.70%)	
7.8.	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Not Applicable		Not Applicable	
7.9.	Post Offer shareholding of Acquirer • Number • % of Fully Diluted Equity Share Capital	20,92,270 (59.75%)		13,81,570# (39.45%)	
7.10.	Pre and Post Offer shareholding of Public Shareholders	**Pre Offer**	**Post Offer***	**Pre Offer**	**Post Offer***
	a) Public Shareholders • Number • % of Fully Diluted Equity Share Capital	14,59,943 (41.69%)	14,09,327 (40.25%)	14,59,943 (41.69%)	21,20,027 (60.55%)
	b) Promoter other than the parties to the Agreement • Number • % of Fully Diluted Equity Share Capital	8,59,800 (24.56%)	Nil (0.00%)	8,59,800 (24.56%)	Nil (0.00%)

\# 1,99,716 equity shares (4,500 in physical form and 1,95,216 in demat form) accepted pursuant to the Offer are presently held in trust by the Registrar to the Offer and are in the process of being transferred in favour of the Acquirer.

* Pursuant to the completion of the Open Offer formalities the existing Promoter other than the parties to the Agreement would be classified under the Public Category.

8. The Acquirer and its Board of Directors accept full responsibility jointly and severally for the information contained in this Post Offer Advertisement and also for the fulfilment of their obligations as laid down in the SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and at the registered office of the Target Company.
10. Capitalized terms used in this advertisement and not defined herein, shall have the same meaning assigned to them in the Letter of Offer dated 24.12.2012.

Issued by Manager to the Offer on behalf of the Acquirer:

Manager to the Offer:
VC CORPORATE ADVISORS PRIVATE LIMITED
SEBI REGN NO : INM000011096
(Contact Person: Ms. Urvi Belani)
31, Ganesh Chandra Avenue,
2nd Floor, Suite No. 2C, Kolkata 700 013
Tel No.:- (033) 2225 3940
Fax No.: - (033) 2225 3941
Email : mail@vccorporate.com

Place: Kolkata **Date: 06.02.2013**

Size : 12cm x 22cm