PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

IM+ CAPITALS LIMITED

(Formerly known as M/s. Brescon Advisors & Holdings Limited)

OPEN OFFER FOR ACQUISITION OF 9,10,416 (NINE LAKHS TEN THOUSAND FOUR HUNDRED AND SIXTEEN) EQUITY SHARES FROM THE SHAREHOLDERS OF IM+ CAPITALS LIMITED (FORMERLY KNOWN AS M/S. BRESCON ADVISORS & HOLDINGS LIMITED) [HEREINAFTER REFERRED TO AS "TARGET COMPANY" OR "IMCL"] BY MR. PRADEEP MISRA, MRS. RICHA MISRA AND M/S. RUDRABHISHEK INFOSYSTEM PRIVATE LIMITED [HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS"].

1. Offer details:

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 9,10,416 fully paid equity shares of Rs. 10/- each constituting 26.00% of the paid up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 72/- (Rupees Seventy Two Only) per equity share (hereinafter referred to as the "**Offer Price**") will be offered for the shares tendered during the tendering period. Assuming full acceptance the total consideration payable by the Acquirers will be Rs. 6,55,49,952/- (Rupees Six Crores Fifty Five Lacs Forty Nine Thousand Nine Hundred Fifty Two Only).
- **Mode of payment**: The entire consideration will be paid in cash.
- **Type of Offer** (Triggered Offer, ~~voluntary offer/ competing offer~~ etc.): The Offer is a Triggered Offer made under regulation 3(1) and regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number*	% vis a vis total Equity / voting capital			
Direct	Share Purchase Agreement	13,81,570	39.46	4.84	Cash	3(1) & 4 of the SEBI (SAST) Regulations

VC Corporate Advisors Pvt. Ltd. Kolkata

3. Acquirers / ~~PAC:~~

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirers*	Mr. Pradeep Misra	Mrs. Richa Misra	M/s. Rudrabhishek Infosystem Private Limited	3
Address	Sadhika Farm Mall Road, behind Sector-D-111, Park Lane, Vasant Kunj, New Delhi-110 070	Sadhika Farm Mall Road, behind Sector-D-111, Park Lane, Vasant Kunj, New Delhi-110 070	820, Antriksha Bhawan, K.G. Marg, New Delhi- 110 001	Not Applicable
Name(s) of persons in control/ Promoters of Acquirers/ PACs where Acquirers/ PAC are companies	Not Applicable	Not Applicable	Acquirer 1 & Acquirer 2	Not Applicable
Name of the Group, if any, to which the Acquirers/~~PAC~~ belongs to	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre-Transaction Shareholding • Number • % of total share capital	Nil (0.00%)	Nil (0.00%)	Nil (0.00%)	Nil (0.00%)
Proposed shareholding after the acquisition of shares which triggered the Open Offer	1,67,143 (4.78%)	71,570 (2.04%)	11,42,857 (32.64%)	13,81,570 (39.46%)
Any other interest in the TC	Not Applicable	Not Applicable	Not Applicable	Not Applicable

* For the purpose of this Open Offer, there is no Person Acting in Concert (PAC) with the Acquirers.

4. Details of selling shareholders:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Nusarwar Merchants Private Limited	Yes	13,81,570	39.46	Nil	Nil
	Total	13,81,570	39.46	Nil	Nil

VC Corporate Advisors Pvt. Ltd. Kolkata

5. **Target Company:**

- **Name:** M/s. IM+ Capitals Limited (formerly known as M/s. Brescon Advisors & Holdings Limited) having registered office at "Veena Chambers", 2nd Floor, Room No. 204, Dalal Street, Fort, Mumbai- 400 001.
- **Corporate Identity Number ["CIN"]**- L74140MH1991PLC063709.
- **Exchanges where listed**: The Target Company is listed on BSE Limited only.

6. **Other details**

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of regulation 14(3) of Regulations vide a Detailed Public Statement on or before 6th June, 2014.

- The Acquirers undertake that they are aware of and will comply with his obligations under the Regulations and have adequate financial resources to meet the Offer obligations.

Issued by 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
Phone No : (033) 2225-3940
Fax : (033) 2225-3941
Email: mail@vccorporate.com

ON BEHALF OF ACQUIRERS:

Sd/- **Pradeep Misra**	Sd/- **Richa Misra**	For **Rudrabhishek Infosystem Private Limited** Sd/- **Pradeep Misra** **Director** **DIN- 01386739**

Place: New Delhi

Date: 30th May, 2014

VC Corporate Advisors Pvt. Ltd. Kolkata