



BRESCON[®]
Interpreting it right

March 22, 2012

To,
The Dy. Gen. Manager,
Corporate Relationship Dept.,
The Bombay Stock Exchange Limited
PJ Tower, Dalal Street,
Mumbai - 400 001

Unit.: Brescon Corporate Advisors Ltd.
Scrip Code: 511628

Dear Sir,

Sub: Intimation of Postal Ballot results

Please find enclosed herewith a copy of Scrutinizer's Report issued by Shri S. Lakshminarayan, Scrutinizer, certifying the results on the following Resolutions passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing the Resolution by Postal Ballot) Rules, 2011 :

1. Special Resolutions for:

- (i) Change of name of the Company u/s 21 of the Companies Act, 1956;
- (ii) Amendment/ Addition in the Main Objects Clause of the Memorandum of Association of the Company u/s 16 and 17 of the Companies Act, 1956; and

2. Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956 for Sale of Advisory Business Undertaking of the Company to its Wholly Owned Subsidiary, Brescon Fund Advisors Private Limited as a going concern on slump sale basis.

Certified copies of aforesaid resolutions are also enclosed.

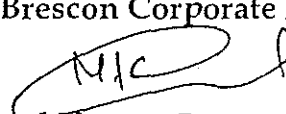
We wish to further inform you that based on the aforesaid Scrutinizer's Report, dated 20th March 2012, Managing Director has declared the aforesaid resolutions as passed by the shareholders of the Company with the requisite majority.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Brescon Corporate Advisors Limited


Nirmal Kumar Gangwal
Managing Director
Encl. : As above



174, Jawahar Nagar, ('A' Wing)
Above Punjab National Bank
Road No. 2, Goregaon (West)
MUMBAI – 400 062

S. LAKSHMINARAYANAN
COMPANY SECRETARY

Tel. (R) 2872 47 80 • Mobile : 9869006642
Email : ln1957@rediffmail.com

Dated : 20th March, 2012

To,
M/S BRESCON CORPORATE ADVISORS LIMITED
7TH FLOOR SIDDIVINAYAK CHEMBEROPP MIG CLUB
GANDHI NAGAR
BANDRA EAST
MUMBAI
400051

Dear Sir,

Sub: Scrutinizer report on the postal ballot of your company

A. The Board of Directors of the company at its meeting held on 2nd February 2012 has appointed me as a scrutinizer for conducting the postal ballot voting process relating to passing of three resolution(s) under section(s) 21,16,17 and 293(1) (a) of the Companies Act 1956 .

2 I submit my report as under :

1) The company has intimated to the Bombay Stock Exchange on 2nd February 2012 about the Board meeting for the matters to be considered regarding the consideration of passing the following resolution(s) by postal ballot :

i) As special resolution :

Regarding change of name from existing "Brescon Corporate Advisors Limited" to " Brescon Advisors & Holdings Limited " under section 21 and other applicable provisions of the Companies Act 1956 .

Ii) As special resolution :

Amendment/ Addition to the main Object of the Memorandum of Association of the Company pursuant to section 16,17 and other applicable provisions of the Companies Act 1956.


S. LAKSHMINARAYANAN
COMPANY SECRETARY

174 JAWAHAR NAGAR
GOREGAON (WEST), MUMBAI-400 062
MEMBERSHIP No 6423. COP No 2788

iii) As Ordinary resolution :

Sale of Advisory Business Undertaking of the company to its wholly owned subsidiary, Brescon Fund Advisors Private Limited as a going concern on slump sale basis under section 293 (1) (a) and section 192A companies (passing of resolution by postal ballot) Rules 2011 .

B. The company has completed on 18th February,2012 the dispatch of Postal Ballot Forms to its Members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 10th February 2012.

C. The company has published a notice in Business Standard & Sagar Daily on 20th February,2012 regarding dispatch of Postal Ballot Forms to the Members of the company.

D Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.

E . The Postal Ballot Forms were kept under safe custody in sealed and tamper proof boxes before commencing the scrutiny of such Postal Ballot Forms .

F. The Ballot boxes were opened on 20th March,2012.

G. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the company/List of beneficiaries as on 17th February,2012.

H . All Postal Ballot Forms received upto the close of working hours on 19th March,2012, the last date and time fixed by the company for receipt of the forms , were considered for my scrutiny.

I. Envelopes containing Postal Ballot Forms received after 19th March, 2012. will not be considered into account .

J. 163 (One Hundred Sixty Three) envelopes containing Postal Ballot Forms were returned undelivered .

K I did not find any defaced or mutilated ballot paper . The company has received 7 No's of invalid Postal Ballot Forms.

A summary of the postal ballot forms received in respect of the each resolution is given below:



1 Item no 1

As special resolution :

 Regarding change of name from existing "Brescon Corporate Advisors Limited" to " Brescon Advisors & Holdings Limited " under section 21 and other applicable provisions of the Companies Act 1956 .

Particulars	No. of Postal ballot forms	No of shares
a) Total Postal Ballot Forms received	75	28,78,111
b) Less: Invalid Postal Ballot Forms (as per register)	7	1,034
c) Net valid Postal Ballot Forms (as per register)	68	28,77,077
d) Postal Ballot Forms with assent for the Resolution	58	28,69,095
e) Postal Ballot Forms with dissent for the resolution	10	7,982
% of valid votes with assent to the resolution		99.72
% of valid votes with dissent to the resolution		0.28

2 Item no 2

 ii) As special resolution :

 Amendment/ Addition to the main Object of the Memorandum of Association of the Company pursuant to under section 16, 17 and other applicable provisions of the Companies Act 1956.

Particulars	No. of Postal ballot forms	No of shares
a) Total Postal Ballot Forms received	75	28,78,111
b) Less: Invalid Postal Ballot Forms (as per register)	7	1,034
c) Net valid Postal Ballot Forms (as per register)	68	28,77,077
d) Postal Ballot Forms with assent for the Resolution	59	28,69,096
e) Postal Ballot Forms with dissent for the resolution	9	7,981
% of valid votes with assent to the resolution		99.72
% of valid votes with dissent to the resolution		0.28

d

3 Item no 3 :

As Ordinary resolution:

Sale of Advisory Business Undertaking of the company to its wholly owned subsidiary, Brescon Fund Advisors Private Limited as a going concern on slump sale basis under section 293 (1) (a) and section 192A companies (passing of resolution by postal ballot) Rules 2011 .

Particulars	No. of Postal ballot forms	No of shares
a) Total Postal Ballot Forms received	75	28,78,111
b) Less: Invalid Postal Ballot Forms (as per register)	7	1,034
c) Net valid Postal Ballot Forms (as per register)	68	28,77,077
d) Postal Ballot Forms with assent for the Resolution	59	28,69,096
e) Postal Ballot Forms with dissent for the resolution	9	7,981
% of valid votes with assent to the resolution		99.72
% of valid votes with dissent to the resolution		0.28

RESULT:

All the aforesaid resolutions as set out in the Postal Ballot Notice dated February 2, 2012 have therefore been approved and considered as passed by the shareholders with the requisite majority under section 189(2) of the Companies Act, 1956.

L . I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Nirmal Kumar Gangwal , Managing Director authorized by the Board to supervise the postal ballot process .



M. You may accordingly declare the result of the voting by way of postal ballot.

Thanking You,

lka
S Lakshminarayanan
Practicing Company Secretary
C.P no 2788

Place : Mumbai

lka
S. LAKSHMINARAYANAN
COMPANY SECRETARY
174, JAWAHAR NAGAR,
GOREGAON (WEST), MUMBAI-400 062
MEMBERSHIP No 6423, COP No. 2788



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Certified True Copy of Special and Ordinary Resolution passed through Postal Ballot process.

Date of Declaration of Result: March 22, 2012

1. Special Resolution for: (i) Change of name of the Company u/s 21 of the Companies Act, 1956, (ii) Amendment/Addition in the Main Objects Clause of the Memorandum of Association of the Company u/s 16 and 17 of the Companies Act, 1956; and

2. Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956.

ITEM NO. 1

Change of name of the Company

"RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of concerned authorities or such other approvals, the name of the Company be changed from 'Brescon Corporate Advisors Limited' to 'Brescon Advisors & Holdings Limited'."

"RESOLVED FURTHER THAT pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the name 'Brescon Corporate Advisors Limited' wherever it appears in the Memorandum of Association, Articles of Association and other documents of the Company be substituted with the new name 'Brescon Advisors & Holdings Limited'."

"RESOLVED FURTHER THAT Mr. Nirmal Kumar Gangwal, Managing Director of the Company be and is hereby authorized to sign execute forms, documents, papers, writing as may be required and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

ITEM NO. 2

Amendment / Addition in the Main Object Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to Sections 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to insert new clause no. 1A under the main objects of the Memorandum of Association of the Company immediately after the existing object clause no. 1:





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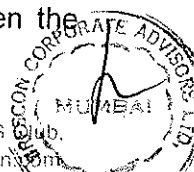
- 1A. To carry on the business of investment/finance company and to invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any share, stock, debenture, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes, treasury bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, option futures, money market securities, marketable or non-marketable securities, derivatives and other instruments and securities issued, guaranteed or given by any government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, funds, state Dominion sovereign, Ruler, Commissioner, Public Body or authority, Supreme, Municipal, Local or otherwise and other organizations/entities persons and to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company or companies, subject to the provisions of section 58A of the Companies Act, 1956 and directives of Reserve Bank of India as per Banking Regulations Act, 1949."

"RESOLVED FURTHER THAT Mr. Nirmal Kumar Gangwal, Managing Director, of the company be and is hereby authorized, to sign execute forms, documents, papers, writing as may be required and to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

ITEM NO. 3

Sale of Advisory Business Undertaking of the Company to its wholly owned subsidiary, Brescon Fund Advisors Private Limited as a going concern on slump sale basis

"RESOLVED THAT pursuant to the provisions of Section 293 (1)(a) and Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the concerned Authorities and such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which shall be deemed to include any Committee of Director or Director(s) or official(s) of the Company for the time being authorised by the Board to exercise the powers conferred on the Board by this resolution) to transfer, sell, assign, deliver or otherwise dispose off the Advisory Business Undertaking of the Company comprising all its business in respect of the same including the assets, employees, ongoing clients, suppliers and other partner relationships and including verbal agreements and formal contracts, mandates, causes of actions, claims and all other assets and properties, tangible assets, intangible assets (including Trademarks), not stated herein but related to Advisory Business Undertaking as well as all liabilities relating to the Advisory Business Undertaking as a going concern on slump sale basis, to Brescon Fund Advisors Private Limited a wholly owned subsidiary of the Company at such consideration being not lower than the net book value and with effect from such date as the Board may think fit, to be paid by Brescon Fund Advisors Private Limited to the Company either in cash or by issue of shares, whether at par or at premium and/or in any other mode and on such terms and conditions as agreed between the Brescon Corporate Advisors Limited and Brescon Fund Advisors Private Limited."





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"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing, signing necessary business transfer agreement, deeds of assignment and such other agreements, deeds, documents, papers, writings, letters etc. as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

// Certified True Copy //

For Brescon Corporate Advisors Limited

Nirmal Kumar Gangwal
Managing Director

