IM+ CAPITALS LIMITED

To
The Department of Corporate Services
BSE Limited,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

Dated: 29.03.2018

BSE Scrip Code: 511628

Sub: Postal ballot Notice- Disclosure under Regulation 30 of the SEBI LODR Regulation's 2015.

Dear Sir/Madam,

With reference to above captioned subject, further to our letter dated 21.03.2018 informing exchange about the approval of Board of Directors of the proposal to adopt New Article and Memorandum of Association of the Company in conformity with Companies Act 2013 and shifting of Registered office from state of Maharastra to state of Delhi and in terms of regulation 30 of the SEBI LODR Regulation, 2015 we here with enclosed postal Ballot Notice and Form.

The postal Ballot Notice, along with other documents as required, is being sent to the members whose names appear in the register of Members/ Beneficial as on cutoff date 23rd March 2018.

Further the Company engaged the service of CDSL for providing evoting facility to all its members The E-voting commences on Wednesday, March 28, 2018 at 9:00 am and ends on Thursday, April 26, 2018 at 5:00 pm .Further members who opt for voting through physical by sending ballot form shall ensure it should reach scrutinizer before 5 pm 26th april 2018.

All the information related to postal ballot available in company website www.imcapitals.com.

For IM Capitals Limited

IM + CAPITALS LIMITED

Rahas Bihari Panda
Company Secretary.

IM+ CAPITALS LIMITED
Regd. Office: Office No.707, Gateway Plaza, Hiranandani Gardens, Powai, Mumbai - 400076
Corp. Office: 510, Ambadeep Building, 14, K.G. Marg, New Delhi - 110001
CIN: L74140MH1991PLC063709, **Website:** www.imcapitals.com
E-mail: imcapitalslimited@gmail.com, **Tel:** 011-4283 8332

POSTAL BALLOT NOTICE

To
The Member (s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (herein after referred to as **"the Act"**), read with applicable provisions of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions attached below are **proposed to be passed by Special Resolution, by way of the Postal Ballot/E-Voting process**. The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter.

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form and self addressed Business Reply Envelop, for your consideration.

Item No. 1
Adoption of New Set of Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to necessary approvals(s), if any, from the competent authorities, consent of the members be and is hereby accorded for adoption of a new set of Memorandum of Association of the Company in place of the existing Memorandum of Association".

"RESOLVED FURTHER THAT Mr. Pradeep Misra, Chairman and Mr. Rahas Bihari Panda, Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

Item No. 2
Adoption of New Set of Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modifications or re-enactment thereof for the time being in force), consent of the

members be and is hereby accorded for adoption of a new set of Articles of Association of the Company in place of the existing Articles of Association".

"RESOLVED FURTHER THAT Mr. Pradeep Misra, Chairman and Mr. Rahas Bihari Panda, Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution".

Item No. 3

Shifting of Registered Office from the State of Maharashtra to the National Capital Territory of Delhi, outside the city, town or village and outside the state under the jurisdiction of other ROC under Section 12(5) of Companies Act, 2013

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 12(5) (a) and section 13 of the Act read with Section 110 of the act and Rule 22 of Companies (Management & Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), subject to the provisions contained in the Articles of Association of a Company, and subject to statutory and regulatory permissions, as is required to be obtained, consent of the Shareholders be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as "The Board", which shall be deemed to include any Committee of Directors or official(s) for shifting of the Registered Office of the Company from the State of Maharashtra to the National Capital Territory of Delhi (a place outside the local limits of the city, town or village and under the jurisdiction of other state) on such terms and conditions and in such manner and that the Clause II of Memorandum of Association of the Company be substituted and replaced as under:

II. The Registered Office of the Company shall be situated in the National Capital Territory of Delhi.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or herein after constitute to exercise its powers conferred by this Resolution) or any officer so authorized by the Board, be and is hereby authorized to agree up on such modifications and alterations as may be considered necessary by any statutory or regulatory authorities while according such approval and to file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By order of the Board
For IM+ Capitals Limited

Sd/-
Rahas Bihari Panda
Company Secretary & Compliance Officer
Membership No. A22095

Date: 21st March 2018
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act & Rule 22 of Companies (Management & Administration) Rules, 2014, setting out material facts is annexed hereto.

2. The Notice is being sent to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as on 23rd March 2018 i.e "the cut off date" and voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

3. The Board vide its Resolution passed on 21.03.2018 appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot (physical and E-Voting) process in accordance with law and in a fair and transparent manner. The e-voting period commences on 28.03.2018 (09.00 am) and ends on 26.04.2018 (05.00 pm).

4. The Company has designated Mr. Pradeep Misra, Chairman and Mr. Rahas Bihari Panda, Company Secretary of the Company as the persons responsible for the entire postal ballot process.

5. The Members are requested to read the instructions printed on the Notice carefully and return the duly completed Postal Ballot Form in the attached self- addressed postage pre-paid envelope, so as to reach the scrutinizer at their address **1105, 11th Floor Hemkunt House 6, Rajendra Place, New Delhi-110008 on or before 05.00 pm on 26th April 2018.** The postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

6. A Member may request to the Company for a duplicate Postal Ballot Form, if so required.

7. The Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode. The voting period ends on the close of 26th April 2018 (5.00 pm). The e-voting module shall also be disabled by CDSL for voting thereafter. E-voting is optional for the Members. The Members, who do not wish to vote by electronic mode, can use the postal ballot form to register their assent or dissent within the time specified.

8. The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (Physical and E-Voting). The results will be announced by the Chairman of the Company or in his absence, any person authorised by him, on the 28th April, 2018 at 03:00 pm at the Corporate Office of the Company. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.imcapitals.com & CDSL e-voting website www.evotingindia.com, besides communicating to the Stock Exchange where the Company's shares are listed.

9. The resolution, if approved, will be taken as passed w.e.f. 26th April 2018, the last date fixed for the receiving the assent/dissent.

10. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done

through e-Voting shall prevail and voting done by physical ballot shall be treated as invalid.

11. The details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one vernacular Newspaper in the Principal Vernacular language of the district in which the Registered Office of the Company is situated and at least once in English language in English Newspaper having a country wide circulation, also in a leading Mumbai Daily Newspaper.

12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

E –VOTING INSTRUCTIONS

1. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. March 23rd, 2018 may cast their vote electronically.

2. The e-voting period commences on 28.03.2018 (09.00 am) and ends on 26.04.2018 (05.00 pm)

3. The shareholders should Log on to the e-voting website www.evotingindia.com

4. Click on "Shareholders" tab.

5. Now, select the "COMPANY NAME" from the drop down menu and click on SUBMIT

6. **Now Enter your User ID**

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Clients ID

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

7. Next enter the Image Verification as displayed and Click on login.

8. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

9. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with Company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in capital letters e.g

	if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field sequence number is communicated in the attendance slip / covering letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter dividend bank details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or dividend bank details in order to log in. If the details are not recorded with depository/Company please enter the member id/ folio number in the dividend bank details field.

10. After entering these details appropriately, click on "SUBMIT" tab.

11. Members holding shares in physical form will then reach directly the company selection screen. However members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

13. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

14. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for Voting. Select the option YES or NO as Desired. The option YES implies that you assent to the resolution and option no implies that you dissent to the resolution.

15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

16. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote click on "OK", else to change your vote click on CANCEL and accordingly modify your vote.

17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

18. You can also take out print of the voting done by you by clicking "click here to print" option on the voting page.

19. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

20. Note for non individual shareholder and custodian.

    - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.

    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to

helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the accounts which they wants to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and power of attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

21. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

    In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No.1

Adoption of Memorandum of Association as per Companies Act, 2013

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No.2

Adoption of Articles of Association as per Companies Act, 2013

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in

conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No.3

Shifting of Registered Office from State of Maharashtra to National Capital Territory of Delhi

The Company was incorporated as Public Limited Company during 1991 and the present registered office is situated at State of Maharasthra. However, all the Directors are residing at Delhi and books of accounts and other day to day operations are carried on from Delhi. To carry on business effectively and economically, the Board of Directors in their Board meeting proposes to shift the Registered Office of the Company from the State of Maharashtra to the National Capital Territory of Delhi.

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014, shifting of Registered Office outside the city, town or village outside the State and under the jurisdiction of other ROC, requires approval of the shareholders by passing special resolution through postal ballot followed by Central Government and other statutory regulatory approvals.

The shifting of Registered Office ouside the state, will in no way, be detrimental to the interest of investors or stakeholders. Hence the Board recommends the aforesaid Special Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

By Order of the Board
For IM+ Capitals Limited

Place : New Delhi
Date : 21.03.2018

Sd/-
Rahas Bihari Panda
Company Secretary & Compliance Officer
Membership No.A22095

(Formerly Brescon Advisors & Holdings Limited)

IM+ CAPITALS LIMITED

Regd. Office: Office No.707, Gateway Plaza, Hiranandani Gardens, Powai, Mumbai - 400076
Corp. Office: 510, Ambadeep Building, 14, K.G. Marg, New Delhi - 110001
CIN: L74140MH1991PLC063709, **Website:** www.imcapitals.com
E-mail: imcapitalslimited@gmail.com, **Tel:** 011-4283 8332

POSTAL BALLOT FORM

Sr. No.....

1 Name and Registered Address of the Sole / First named Shareholder /Member / Beneficial Owner

2. Name of the Joint Shareholders, if any

3. Registered Folio No / DP ID* & Client ID No.* (*Applicable to Shareholder(s) holding shares in electronic form)

4. No. of Equity Shares held

5. I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below.

Item No.	Description	No. of Equity Shares held	I /We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1.	Adoption of New MOA in Conformity with the Companies Act, 2013			
2.	Adoption of New AOA in Conformity with the Companies Act, 2013			
3.	Shifting of Registered Office from State of Maharashtra to National Capital Territory of Delhi			

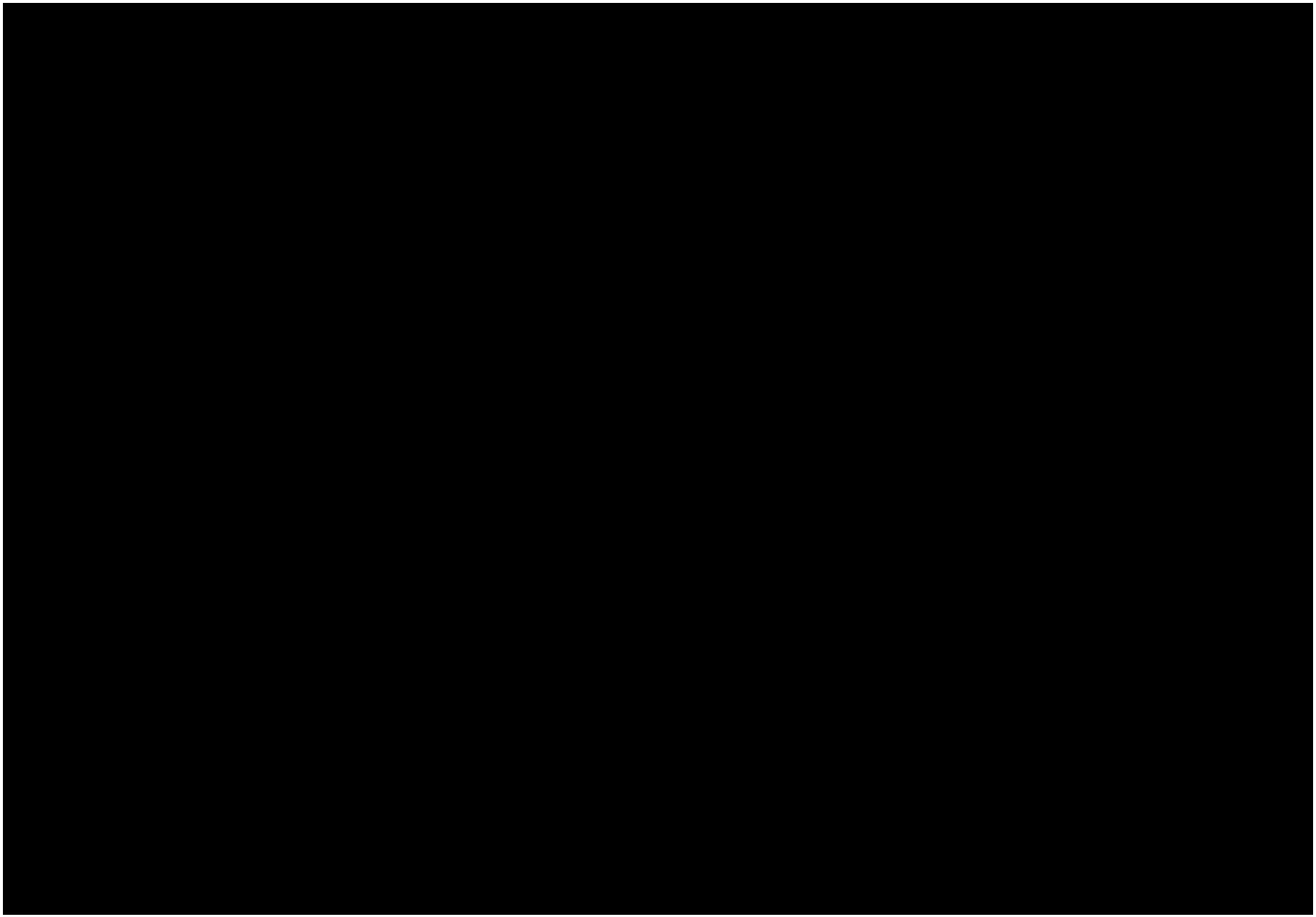
Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence No.)	User ID	PAN / SEQUENCE NUMBER

Notes: 1) Each Equity Share of the Company carries one Vote.
2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 26th day of April, 2018 up to 5:00 PM