ADDENDUM TO THE PUBLIC ANNOUNCEMENT AND DETAILED PUBLIC STATEMENT
FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

BCB FINANCE LIMITED

Registered Office: 1204, P.J Towers, Dalal Street, Mumbai – 400 001.
Telefax No.: 022-2272 2414; **Email ID:** yojana@bcbfinance.com; **CIN No.:** L65990MH2005PLC157586

This Addendum to the Public Announcement and Detailed Public Statement ("Addendum") is in continuation of and shall be read in conjunction with the Public Announcement dated October 07, 2014 and Detailed Public Statement published on October 11, 2014 in The Financial Express (English – All Editions), Jansatta (Hindi – All Editions) and Navshakti (Marathi – Mumbai Edition) to the public shareholders of BCB Finance Limited ("Target Company") issued by Aryaman Financial Services Limited, the Manager to the Offer ("Manager"), on behalf of the CentrumDirect Limited ("Acquirer") under Regulations 3(1), 4 and all the other applicable provisions of the SEBI (SAST) Regulations, 2011, as amended to acquire upto 29,92,000 (Twenty Nine Lacs Ninety Two Thousand) Equity Shares of the face value of ₹ 10 each, constituting 26.01% of the voting capital of the Target Company on a fully diluted basis at a price of ₹ 25.25 (Rupees Twenty Five and Twenty Five Paise Only) per fully paid-up Equity Share (the "Offer Price").

The shareholders of the Target Company are requested to note the following subsequent developments with respect to the Offer:

1) The Acquirer belongs to Centrum Group and was a wholly-owned subsidiary of Centrum Capital Limited ("CCL") till October 29, 2014. For strategic reasons and to better align its various businesses, CCL decided to restructure its Equity Holding Structure by adding one layer of Company in between CCL and its subsidiaries via Centrum Retail Services Limited ("CRSL"). Accordingly the Acquirer became a wholly-owned subsidiary of CRSL, which is a subsidiary of CCL. The promoter of CCL is Businessmatch Services (India) Private Limited ("BSIPL"). BSIPL in turn is promoted by Mr. Chandir Gidwani.
2) The RBI vide its letter dated January 21, 2015 has conveyed it's no objection to the proposed change in control of the Target Company.
3) In accordance with Regulation 22(2) of the SEBI (SAST) Regulations, 2011 and as envisaged in the SPA, the Acquirer has acquired 30,07,995 Equity Shares of the Target Company in the following manner:

a) The Acquirer has acquired 29,92,000 Equity Shares of the Target Company from Bharat Bagri, Sarla Bharat Bagri, Urvashi Amit Pachisia, Uttam Bharat Bagri, Uttam Bagri (HUF), Utsav Uttam Bagri, Ankita Uttam Bagri and Aadya Uttam Bagri on February 03, 2015 on the floor of BSE at a price of ₹ 25.05 per Equity Share (excluding transaction charges); and

b) Further the Acquirer has acquired 15,995 Equity Shares of the Target Company from Bharat Bagri, Sarla Bharat Bagri, Urvashi Amit Pachisia, Uttam Bharat Bagri, Uttam Bagri (HUF), Utsav Uttam Bagri, Ankita Uttam Bagri and Aadya Uttam Bagri on February 06, 2015 through an off market transaction at a price of ₹ 25.05 per Equity Share.

4) The Acquirer and the other parties to the SPA executed an addendum to the SPA on April 29, 2015 ("Addendum SPA"), pursuant to which the following key changes were made to the SPA:

a) name of Bharat Bagri (HUF) to be removed from the Sellers list.

b) the Acquirer shall in the second tranche after the Open Offer i.e at the time of acquiring Additional Sale Shares, acquire such number of equity shares from the Sellers as may be required in order to bring the shareholding of the Sellers (current Promoter group) below 24.99% of the Equity Shares Capital of the Target Company.

c) The Sellers shall be free to transfer their shareholding in the Company by way of an inter se transfer of shares any time before acquisition of Sale Shares. Further, for the purpose of such inter se transfer the equity shares kept in Escrow shall be allowed to be released, if required and the Parties agree to cooperate and do all such acts, deeds, matters and things, and take necessary steps to release the equity shares pledged with the Escrow Agent.

5) The Acquirer has confirmed that the acquisition of the Additional Sale Shares as well as such number of equity shares from the Sellers as may be required in order to bring the shareholding of the Sellers (current Promoter group) below 24.99% of the Equity Shares Capital of the Target Company will be through an off market transaction.
6) Upon completion of the Open Offer, assuming full acceptances in the Open Offer, the public shareholding of the Target Company may fall below minimum level of public shareholding as required to be maintained as per Securities Contract (Regulation) Rules, 1957 as amended and the Listing Agreement. While the Target Company is required to decrease the non-public shareholding to the level specified and within the time stipulated under the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations, 2011 and/or the Listing Agreement, any failure to comply with the conditions with aforesaid regulations could have an adverse effect on the price and tradability of the equity shares of the Target Company.
7) In terms of Regulation 18(7) of the SEBI (SAST) Regulations, 2011, the Acquirer shall issue an advertisement, one working day before the commencement of the Tendering Period, announcing the revised Schedule of Activities for the Open Offer, the status of statutory and other approvals, if any, the procedure for tendering acceptances and such other material details.

The terms not defined herein will have the same meaning as defined in the PA, DPS and the Letter of Offer. All other terms and conditions of the Offer shall remain unchanged. This Addendum is being issued in all the aforesaid newspapers in which the DPS was appeared.

The Acquirer and its Directors jointly and severally accept the responsibility for the information contained in this Addendum to the Public Announcement and Detailed Public Statement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.

This Addendum will also be available at SEBI's website i.e. www.sebi.gov.in

THIS ADDENDUM TO THE PUBLIC ANNOUNCEMENT AND DETAILED PUBLIC STATEMENT ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

ARYAMAN
FINANCIAL SERVICES LTD

ARYAMAN FINANCIAL SERVICES LIMITED
(CIN No.: L74899DL1994PLC059009)
60, Khatau Building, Alkesh Dinesh Modi Marg, Opp. P. J. Towers (BSE Building), Fort, Mumbai – 400 001.
Tel: 022 – 2261 8264 / 2261 8635; **Fax:** 022 – 2263 0434; **Website:** www.afsl.co.in;
Email: info@afsl.co.in; **Contact Person:** Mr. Deepak Biyani

Place: Mumbai **Date: May 04, 2015**