

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65991TN1984PLC010844

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACF0419M

(ii) (a) Name of the company

FIVE-STAR BUSINESS FINANCE

(b) Registered office address

39, OUTER CIRCULAR ROAD  
KILPAUK GARDEN COLONY  
CHENNAI  
Tamil Nadu  
600010

(c) \*e-mail ID of the company

secretary@fivestargroup.in

(d) \*Telephone number with STD code

04423460963

(e) Website

www.fivestargroup.in

(iii) Date of Incorporation

07/05/1984

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)(viii) \*Whether Annual general meeting (AGM) held  Yes  No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted  Yes  No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**\*Number of business activities 

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**\*No. of Companies for which information is to be given **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FIVE-STAR HOUSING FINANCE	U74900TN2015PTC102366	Subsidiary	100

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	19,168,854	19,168,854	19,168,854
Total amount of equity shares (in Rupees)	200,000,000	191,688,540	191,688,540	191,688,540

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	20,000,000	19,168,854	19,168,854	19,168,854
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	191,688,540	191,688,540	191,688,540

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	14,265,052	142,650,520	142,650,520	
<b>Increase during the year</b>	4,903,802	49,038,020	49,038,020	3,132,884,149
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	4,715,302	47,153,020	47,153,020	3,132,846,649
v. ESOPs	188,500	1,885,000	1,885,000	37,500

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	19,168,854	191,688,540	191,688,540	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="28/09/2017"/>		
Date of registration of transfer (Date Month Year)		<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>	
Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	10,040	4450 x 100 / 4000 x 10000	1,947,587,600
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			5,342,904,376
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			7,822,271
Deposit			0
<b>Total</b>			<b>7,298,314,247</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	1,692,945,000	300,000,000	45,357,400	1,947,587,600
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

1,885,435,687

**(ii) Net worth of the Company**

5,999,464,178

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,685,180	24.44	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	4,685,180	24.44	0	0

**Total number of shareholders (promoters)**

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,414,050	7.38	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	426,610	2.23	0	
10.	Others Foreign Investors	12,643,014	65.96	0	
	<b>Total</b>	14,483,674	75.57	0	0

**Total number of shareholders (other than promoters)**

947

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

952

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	966	947
Debenture holders	12	16

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	0	1	0	12.4	0
<b>B. Non-Promoter</b>	0	7	0	7	0	0.97
(i) Non-Independent	0	2	0	2	0	0.44
(ii) Independent	0	5	0	5	0	0.53
<b>C. Nominee Directors representing</b>	0	3	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	4	0	0
<b>Total</b>	<b>1</b>	<b>10</b>	<b>1</b>	<b>11</b>	<b>12.4</b>	<b>0.97</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 14

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DEENADAYALAN LAKS	01723269	Managing Director	2,376,150	
ANAND RAGHAVAN	00243485	Director	0	
BALARAM HARIBABU	01509249	Director	100,000	
LANKUPALLI RAGHAV	01522796	Director	82,500	
KALPANAIYER	01874130	Director	0	30/04/2018
BHAMA KRISHNAMUR	02196839	Director	0	
LING WEI ONG	02405458	Director	0	
RAMANATHAN ANNAM	02645247	Director	0	
VIKRAM VAIDYANATH	06764019	Director	0	
ARJUN SAIGAL	07556188	Alternate director	0	
THIRULOKCHAND VAS	07679930	Director	0	
RAVI SHANKAR VENK	02604007	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
G. Srikanth	ATFPS3603M	CFO	40,800	
Shalini Baskaran	ICBPS1358N	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Nikita Vijaykumar	AGEPV8632M	Company Secretar	22/05/2017	Cessation
Shalini Baskaran	ICBPS1358N	Company Secretar	22/05/2017	Appointment
RAVI SHANKAR VENK	02604007	Additional director	18/08/2017	Appointment
RAVI SHANKAR VENK	02604007	Director	28/09/2017	Change in Designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra - Ordinary General Me	07/08/2017	970	20	20.51
Annual General Meeting	28/09/2017	965	17	15.9
Extra - Ordinary General Me	26/03/2018	952	16	13.78

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2017	11	8	72.73
2	23/05/2017	11	10	90.91
3	12/07/2017	11	5	45.45

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	23/08/2017	12	9	75
5	14/11/2017	12	9	75
6	28/02/2018	12	9	75

### C. COMMITTEE MEETINGS

Number of meetings held

29

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2017	4	4	100
2	Audit Committee	23/08/2017	4	4	100
3	Audit Committee	14/11/2017	4	4	100
4	Audit Committee	28/02/2018	4	4	100
5	Nomination & I	23/05/2017	3	3	100
6	Nomination & I	28/02/2018	3	2	66.67
7	Corporate Soc	28/02/2018	4	4	100
8	Business & Re	12/04/2017	4	4	100
9	Business & Re	28/04/2017	4	4	100
10	Business & Re	09/06/2017	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 22/09/2018 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	DEENADAYAL	6	6	100	23	23	100	Yes
2	ANAND RAGH	6	6	100	5	5	100	No
3	BALARAM HA	6	6	100	24	24	100	Yes

4	LANKUPALLI	6	3	50	24	23	95.83	No
5	KALPANAIYE	6	5	83.33	5	5	100	Not Applicable
6	BHAMA KRISI	6	5	83.33	5	5	100	No
7	LING WEI ON	6	0	0	0	0	0	No
8	RAMANATHA	6	5	83.33	28	27	96.43	Yes
9	VIKRAM VAID	6	2	33.33	0	0	0	No
10	ARJUN SAIGA	6	4	66.67	0	0	0	No
11	THIRULOKCH	6	6	100	0	0	0	No
12	RAVI SHANKA	3	2	66.67	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEENADAYALAN L	Managing Direct	14,566,810	8,100,000	0	0	22,666,810
	Total		14,566,810	8,100,000	0	0	22,666,810

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	G. Srikanth	CFO	6,793,696	0	12,410,800	1,250,000	20,454,496
2	Shalini Baskaran	Company Secre	373,740	0	0	0	373,740
	Total		7,167,436	0	12,410,800	1,250,000	20,828,236

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LANKUPALLI RAGH	Non Executive D	0	225,000	0	50,000	275,000
2	RAMANATHAN AN	Independent Dir	0	225,000	0	115,000	340,000
3	BALARAM HARIBA	Independent Dir	0	225,000	0	100,000	325,000
4	KALPANAIYER	Independent Dir	0	225,000	0	115,000	340,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	BHAMA KRISHNAM	Independent Dir	0	225,000	0	115,000	340,000
6	ANAND RAGHAVA	Independent Dir	0	225,000	0	135,000	360,000
7	THIRULOKCHAND	Non Executive D	0	225,000	0	100,000	325,000
	Total		0	1,575,000	0	730,000	2,305,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S Sandeep

Whether associate or fellow

Associate  Fellow

Certificate of practice number

5987

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

D  
LAKSHMIP  
ATHY

DIN of the director

01723269

**To be digitally signed by**

S  
SANDEEP

- Company Secretary
- Company secretary in practice

Membership number

5853

Certificate of practice number

5987

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders.pdf
List of Share Transfers.pdf
List of Debenture holders.pdf
MGT-8.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**