

General information about company

Scrip code	953131
Name of the entity	Five-Star Business Finance Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson																	Yes	
Whether Chairperson is related to MD or CEO																	No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors hip in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Lakshmipathy Deenadayalan	AATPL4799C	01723269	Executive Director	Chairpers on related to Promoter	MD	09-02-1974	NA		21-06-2002			237	1	0	1	0
2	Mr	Anand Raghavan	AACPA1877D	00243485	Non-Executive Independent Director	Not Applicable		04-06-1961	NA		28-07-2016			68	1	1	3	3
3	Mrs	Bhama Krishnamurthy	AAPPK0269A	02196839	Non-Executive Independent Director	Not Applicable		19-12-1954	NA		12-04-2016			71	6	6	8	1
4	Mr	Srinivasaraghavan Thiruvallur Thattai	AAGPS0089M	00018247	Non-Executive Independent Director	Not Applicable		19-01-1955	NA		25-08-2021			7	3	1	3	0
5	Mr	Ramanathan Annamalai	AEHPA1356C	02645247	Non-Executive Independent Director	Not Applicable		25-12-1948	NA		26-02-2016			73	2	2	4	1

6	Mr	Vikram Vaidyanathan	AFSPV0332H	06764019	Non-Executive Nominee Director	Not Applicable	13-10-1981	NA		21-08-2015					79	1	0	0	0
7	Mr	Ravi Shankar Venkataraman Ganapathy Agraharam	ADKPR1138F	02604007	Non-Executive Nominee Director	Not Applicable	04-04-1978	NA		18-08-2017					55	4	0	2	0
8	Mr	Thirulokchand Vasam	ADVPT9462H	07679930	Non-Executive Non Independent Director	Not Applicable	25-01-1976	NA		15-12-2016					63	1	0	1	0

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00243485	Anand Raghavan	Non-Executive - Independent Director	Chairperson	04-11-2016	
2	02645247	Ramanathan Annamalai	Non-Executive - Independent Director	Member	24-05-2016	
3	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	24-05-2016	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Chairperson	21-10-2021	
2	02645247	Ramanathan Annamalai	Non-Executive - Independent Director	Member	24-05-2016	
3	06764019	Vikram Vaidyanathan	Non-Executive - Nominee Director	Member	02-08-2019	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02645247	Ramanathan Annamalai	Non-Executive - Independent Director	Chairperson	21-10-2021	
2	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	25-03-2015	
3	07679930	Thirulokchand Vasam	Non-Executive - Non Independent Director	Member	21-10-2021	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson					Yes	

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00018247	Srinivasaraghavan Thiruvallur Thattai	Non-Executive - Independent Director	Chairperson	21-10-2021	
2	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	23-04-2020	
3	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	04-11-2016	
4	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	23-04-2020	

Corporate Social Responsibility Committee						
		Whether the Corporate Social Responsibility Committee has a Regular Chairperson			Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01723269	Lakshmipathy Deenadayalan	Executive Director	Chairperson	30-01-2015	
2	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	24-05-2016	
3	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	24-05-2016	

Annexure 1						
III. Meeting of Board of Directors						
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1		08-11-2021		Yes	8	4
2		25-01-2022	77	Yes	8	4
3		11-02-2022	16	Yes	7	4
4		26-02-2022	14	Yes	7	4

Annexure 1							
IV. Meeting of Committees							
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	08-11-2021			Yes	2	2
2	Audit Committee	11-02-2022	94		Yes	3	3
3	Nomination and remuneration committee	26-02-2022			Yes	2	2
4	Stakeholders Relationship Committee	08-03-2022			Yes	3	1
5	Risk Management Committee	09-03-2022			Yes	4	3
6	Corporate Social Responsibility Committee	09-03-2022			Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://fivestargroup.in/investors/
2	Terms and conditions of appointment of independent directors	Yes		https://fivestargroup.in/investors/
3	Composition of various committees of board of directors	Yes		https://fivestargroup.in/investors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://fivestargroup.in/investors/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://fivestargroup.in/investors/
6	Criteria of making payments to non-executive directors	Yes		https://fivestargroup.in/investors/
7	Policy on dealing with related party transactions	Yes		https://fivestargroup.in/investors/
8	Policy for determining 'material' subsidiaries	Yes		https://fivestargroup.in/investors/
9	Details of familiarization programmes imparted to independent directors	Yes		https://fivestargroup.in/investors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://fivestargroup.in/investors/
11	email address for grievance redressal and other relevant details	Yes		https://fivestargroup.in/investors/
12	Financial results	Yes		https://fivestargroup.in/investors/

13	Shareholding pattern	NA	
14	Details of agreements entered into with the media companies and/or their	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	NA	
18	Credit rating or revision in credit rating obtained	Yes	https://fivestargroup.in/reports/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://fivestargroup.in/investors/
21	Materiality Policy as per Regulation 30	NA	
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://fivestargroup.in/investors/
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://fivestargroup.in/investors/

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure	Yes

8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
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Sr	Subject	Compliance status
1	Name of signatory	Shalini Baskaran
2	Designation	Company Secretary and Compliance Officer

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	

33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure II		
1	Name of signatory	Shalini Baskaran
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
(D) Additional Information			
II. Affirmations			

Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in		Yes	
Name	Srikanth Gopalakrishnan		
Designation	CFO		
Place	Chennai		
Date	19-04-2022		