

**FIVE STAR**



**Business Finance Limited**

September 02, 2022

**BSE Limited**

Listing department,  
First floor, PJ Towers,  
Dalal Street, Fort Mumbai - 400 001

Dear Sir / Madam,

**Sub: Proceedings of the 38<sup>th</sup> Annual General Meeting of the Company held on September 02, 2022**

**Ref: Scrip code: 953131**

This is to inform you that the 38<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, September 02, 2022, at 10.30 AM (IST) at the registered office of the Company situated at New No 27, Old No 4, Taylor's Road, Kilpauk, Chennai - 600 010.

In this regard, please find enclosed herewith the following disclosures as per Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Summary of Proceedings of the 38<sup>th</sup> AGM of the Company
2. Scrutinizer's Report on e-voting issued by Mr S Sandeep from M/s S Sandeep & Associates, Scrutinizer

You are requested to take the same on record.

Thanking you,

**For Five-Star Business Finance Limited**

**Shalini Baskaran**  
**Company Secretary and Compliance Officer**

**Five-Star Business Finance Limited**

Registered Office : New No. 27, Old No. 4, Taylor's Road, Kilpauk, Chennai - 600 010.  
Phone : 044 - 4610 6200, e-mail : [info@fivestargroup.in](mailto:info@fivestargroup.in), Website : [www.fivestargroup.in](http://www.fivestargroup.in)  
CIN : U65991TN1984PLC010844

**Summary of Proceedings at the 38<sup>th</sup> Annual General Meeting of  
Five-Star Business Finance Limited**

The 38<sup>th</sup> Annual General Meeting (“AGM or Meeting”) of the Members of Five-Star Business Finance Limited (“the Company”) was held on Friday, September 02, 2022, at 10.30 AM (IST) at the Registered office of the Company situated at New No 27, Old No 4, Taylor’s Road, Kilpauk, Chennai - 600 010.

Mr Lakshmipathy Deenadayalan, Chairman & Managing Director (DIN: 01723269) occupied the Chair and welcomed the members to the Meeting. With requisite quorum being present, the Chairman called the meeting to order.

The Registers, as required under the Companies Act, 2013 were made available for inspection at the meeting venue.

The Chairman informed that Mr Anand Raghavan (DIN: 00243485), Chairperson of the Audit Committee was present at the meeting venue. He further informed that Mr Ramkumar Ramamoorthy (DIN: 07936844), Chairperson of Stakeholders relationship Committee had expressed his inability to attend the meeting and has authorised himself, being a Member of Stakeholders Relationship Committee to attend the meeting on his behalf and Ms Bhama Krishnamoorthy (DIN: 02196839), Chairperson of Nomination Remuneration Committee had expressed her inability to attend the meeting and has authorised Mr Anand Raghavan (DIN: 00243485), Member of Nomination and Remuneration Committee to attend the meeting on her behalf. He further informed that Mr TT Srinivasaraghavan (DIN: 00018247), Independent Director and Mr Thirulokchand Vasan (DIN: 07679930), Mr GV Ravishankar (DIN: 02604007), and Mr Vikram Vaidyanathan (DIN: 06764019), Non-Executive Directors could not attend the meeting. He welcomed Mr Anand A, Director, from S.R. Batliboi & Associates LLP, Statutory Auditors of the Company and Mr S Sandeep from M/s S Sandeep & Associates, Secretarial Auditor & Scrutinizer who were present at the meeting venue.

He further informed about the presence of Mr Rangarajan Krishnan, Chief Executive Officer, Mr Srikanth Gopalakrishnan, Chief Financial Officer and Ms Shalini Bhaskaran, Company Secretary at the meeting venue.

The Notice convening the meeting and the Annual Report having already been circulated to the members was taken as read with the consent of the members present. He informed that the notice and annual report for FY 2021-22 had been sent through electronic mode to all those shareholders whose e-mail addresses are registered with the Registrar & Transfer Agents or Depository Participants and physical copy has been sent to those shareholders whose e-mail addresses are not available and further informed that the Company had provided the remote e-voting facility to the shareholders for casting their votes, and for those shareholders who had not cast their vote through remote e-voting, polling facility will be provided as per the provisions of the Act for facilitating voting during the AGM.

Chairman addressed the shareholders, which included the highlights and the progress made by the Company during the financial year ended March 31, 2022.

Chairman informed the members that the Company has offered remote e-voting facilities to the members in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, to enable them to cast their vote electronically. The remote e-voting was open from August 30, 2022, at 10:00 AM (IST) and ended at 5:00 PM (IST) on September 01, 2022.

With the permission of the members, the Auditors’ report on the financial statements of the Company for the financial year ended March 31, 2022, was taken as read. Chairman informed that since the report did not contain any qualification, observation or adverse remark, the same is not required to be read out at the meeting. It was also informed that the Auditors’ report has been made available for inspection at the meeting venue.

**Five-Star Business Finance Limited**



The Secretarial Audit report of the Company for the year ended March 31, 2022, was taken as read with the permission of the members. Chairman informed that since the report did not contain any qualification, observation or adverse remark relating to the matters connected therewith, the same is not required to be read out at the meeting. It was also informed that the secretarial audit report has been made available for inspection at the meeting venue.

Chairman informed that Mr S Sandeep from M/s S Sandeep & Associates, Practicing Company Secretary was the Scrutiniser appointed by the Board to scrutinise the votes cast in respect of poll conducted at the Meeting and through remote e-Voting.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the performance of the Company and on the resolutions set out in the Notice.

After the Members were given an opportunity to speak, Chairman appropriately responded to the queries raised by them.

Chairman informed that since e-voting facility has been provided to the members to vote on all the items of business as per the notice of AGM and polling facility is being given at the meeting venue, there was no requirement to propose and second the resolutions.

Thereafter, the following items of business, as per the notice of AGM were transacted at the meeting:

#### **Ordinary Business**

1. Adoption of audited financial statements of the Company for the financial year ended March 31, 2022, including the Audited Balance Sheet as at March 31, 2022, the Audited Profit and Loss Account, Audited Cash Flow Statement and Statement of changes in equity for the financial year ended on that date together with the reports of the Directors' and Auditor's thereon.
2. Re-appointment of Mr Vikram Vaidyanathan (holding DIN: 06764019) who retires by rotation and being eligible, has offered himself for re-appointment.

#### **Special Business**

3. Re-appointment and revision in remuneration of Mr Lakshmipathy Deenadayalan (holding DIN:01723269), Chairman & Managing Director (Special Resolution)
4. Offer / invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis (Special Resolution)
5. Appointment of Mr Ramkumar Ramamoorthy (holding DIN: 07936844) as an Independent Director (Special Resolution)

Company Secretary stated that the Company has engaged KFin Technologies Limited (KFin) to provide the facility of remote e-voting to all its members to cast their vote on all businesses contained in the notice and requested the members who have not cast their vote through remote e-voting to cast their vote through the poll process at the meeting venue.

Chairman then informed that poll will be taken on all the Resolutions mentioned in the Notice and that Mr S Sandeep from M/s S Sandeep & Associates, Practicing Company Secretary has been appointed as the Scrutiniser. Chairman authorised the Scrutiniser to issue the poll papers to Members/Proxies/ Authorised Representatives and to advise them about the procedure to be followed. Chairman requested the members to extend their cooperation in the conduct of the poll.

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Chairman further informed the shareholders that, the combined results of the remote e-voting and voting through poll during the AGM would be announced within two working days from the conclusion of the Meeting and the results along with Scrutiniser's Report would be placed on the website of the Company, [www.fivestargroup.in](http://www.fivestargroup.in) and on the website of KFin and would be simultaneously communicated to the stock exchanges.

The polling facility was kept open for next 30 minutes to enable the Members/Proxy/Authorized representatives to cast their vote. Upon completion of the polling process, the Company Secretary declared the Meeting concluded.

There being no other agenda, the Chairman thanked the stakeholders present and the shareholders for their support in the smooth conduct of the meeting and called the meeting to a close at 11.40 AM (IST).

The Scrutinisers Report was received on September 02, 2022, and as set out there-in all the said resolutions were declared passed with requisite majority.

We request you to kindly take the above on record.

Thanking you,  
Yours faithfully,

**For Five-Star Business Finance Limited**

**Shalini Baskaran**  
Company Secretary and Compliance Officer

**Five-Star Business Finance Limited**

Registered Office : New No. 27, Old No. 4, Taylor's Road, Kilpauk, Chennai - 600 010.  
Phone : 044 - 4610 6200, e-mail : [info@fivestargroup.in](mailto:info@fivestargroup.in), Website : [www.fivestargroup.in](http://www.fivestargroup.in)  
CIN : U65991TN1984PLC010844



**S Sandeep B.Com, FCS, LLB**  
Managing Partner

**S Sandeep & Associates**  
Company Secretaries

No.20, "F" Block, Ground Floor, Gemini Parsn Apts,  
New No.448, Old No. 599, Cathedral Garden Road  
(Behind Hotel Palmgrove), Anna Salai,  
Chennai - 600 006. Tel: 044 - 4305 7999  
sandeep@sandeep-cs.in  
www.sandeep-cs.in

**REPORT OF SCRUTINIZER - COMBINED**  
**(ON REMOTE E-VOTING AND VOTING DURING THE AGM)**

To,

The Chairman of the 38<sup>th</sup> Annual General Meeting ("**the Meeting**"/"AGM") of Five-Star Business Finance Limited held on Friday, the 02<sup>nd</sup> day of September 2022 at 10.30 A.M. at the registered office of the Company.

Dear Sir,

1. I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Five-Star Business Finance Limited ("**the Company**") for the purpose of scrutinizing the process through remote e-voting means ("**e-voting**") and poll during the AGM on the resolutions contained in the notice dated 8<sup>th</sup> August 2022 ("**Notice**") calling the 38<sup>th</sup> Annual General Meeting of the Shareholders. The AGM was convened on Friday, the 02<sup>nd</sup> day of September 2022 at 10.30 A.M. (IST).
2. The said appointment as Scrutinizer is under the provisions of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made thereunder relating to e-voting on the resolution(s) contained in the notice of the 38<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll during the AGM is restricted to make and issue a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated above, based on the reports generated from the e-voting system provided by the KFin Technologies Limited ("**KFin**"), the authorized agency engaged to provide the facilities of remote e-voting and poll during the AGM.
4. As requested by management, I submit herewith my Combined Report on the results of remote e-voting together with that of poll during the AGM:





**Item No. 1: Adoption of financial statements**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, including the Audited Balance Sheet as at March 31, 2022, the Audited Profit and Loss Account, Audited Cash Flow Statement and Statement of changes in equity for the financial year ended on that date together with the reports of the Directors' and Auditor's thereon;

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
16	23,08,65,840	25	3,15,01,553	26,23,67,393	99.9996%

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
1	5	1	1,000	1,005	0.0004%

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of invalid votes cast (Shares) - poll during the meeting	Total number of invalid votes cast through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil





(iv) Abstain / Less Voted Votes:

Number of members abstained / less voted in remote e-voting	Number of votes abstained / less voted (Shares) - remote e-voting	Number of members abstained / less voted in poll during the meeting	Number of votes abstained / less voted (Shares) - poll during the meeting	Total number of votes abstained / less voted through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

**Item No. 2: Re-appointment Mr Vikram Vaidyanathan (holding DIN: 06764019) as a Director liable to retire by rotation. (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
15	23,08,65,820	25	3,15,01,553	26,23,67,373	99.9996%

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
1	25	1	1000	1025	0.0004%





(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of invalid votes cast (Shares) - poll during the meeting	Total number of invalid votes cast through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

(iv) Abstain / Less Voted Votes:

Number of members abstained / less voted in remote e-voting	Number of votes abstained / less voted (Shares) - remote e-voting	Number of members abstained / less voted in poll during the meeting	Number of votes abstained / less voted (Shares) - poll during the meeting	Total number of votes abstained / less voted through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

**Item No. 3: Re-appointment and revision in remuneration of Mr Lakshmipathy Deenadayalan (holding DIN: 01723269), Chairman & Managing Director (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
16	23,08,65,840	21	42,41,713	23,51,07,553	99.9996%







(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
1	5	1	1000	1005	0.0004%

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of invalid votes cast (Shares) - poll during the meeting	Total number of invalid votes cast through remote e-voting and poll during the meeting
Nil	Nil	4	2,72,59,840	2,72,59,840

(iv) Abstain / Less Voted Votes:

Number of members abstained/ less voted in remote e-voting	Number of votes abstained/ less voted (Shares) - remote e-voting	Number of members abstained/ less voted in poll during the meeting	Number of votes abstained/ less voted (Shares) - poll during the meeting	Total number of votes abstained/ less voted through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 4: Offer / invitation to subscribe to Non-Convertible Debentures on private placement basis (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
15	23,08,65,820	25	3,15,01,553	26,23,67,373	99.9996%

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
1	25	1	1000	1025	0.0004%

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of invalid votes cast (Shares) - poll during the meeting	Total number of invalid votes cast through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil





(iv) Abstain / Less Voted Votes:

Number of members abstained/ less voted in remote e-voting	Number of votes abstained/ less voted (Shares) - remote e-voting	Number of members abstained/ less voted in poll during the meeting	Number of votes abstained/ less voted (Shares) - poll during the meeting	Total number of votes abstained/ less voted through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

**Item No. 5: Appointment of Mr Ramkumar Ramamoorthy (holding DIN: 07936844) as an Independent Director (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
16	23,08,65,845	25	3,15,01,553	26,23,67,398	99.9996%

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of votes cast (Shares) - poll during the meeting	Total number of votes cast through remote e-voting and poll during the meeting	% of total number of valid votes cast
Nil	Nil	1	1000	1000	0.0004%





(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) - remote e-voting	Number of members voted in poll during the meeting	Number of invalid votes cast (Shares) - poll during the meeting	Total number of invalid votes cast through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

(iv) Abstain / Less Voted Votes:

Number of members abstained / less voted in remote e-voting	Number of votes abstained / less voted (Shares) - remote e-voting	Number of members abstained / less voted in poll during the meeting	Number of votes abstained / less voted (Shares) - poll during the meeting	Total number of votes abstained / less voted through remote e-voting and poll during the meeting
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

**Witness**

MANDOSHREE KM

K. KISHORE

Place: Chennai

Date: 2<sup>nd</sup> September 2022

UDIN: F005853D000895379

**For S Sandeep & Associates**

SANDEEP  
SUKUMAR  
Digitally signed  
by SANDEEP  
SUKUMAR  
Date: 2022.09.02  
17:51:14 +05'30'



**S Sandeep**  
**Practicing Company Secretary**  
FCS: 5853; COP: 5987  
PR No.: 1116/2021