



## 1. CONSENT LETTER

Date: November 09, 2021

To,  
**The Board of Directors**  
**Five-Star Business Finance Limited**  
New No 27, Old No 4, Taylor's Road,  
Kilpauk,  
Chennai – 600 010

**ICICI Securities Limited**  
ICICI Venture House  
Appasaheb Marathe Marg,  
Prabhadevi,  
Mumbai - 400 025,  
Maharashtra, India

**Edelweiss Financial Services Limited**  
6th Floor, Edelweiss House, Off CST Road,  
Kalina,  
Mumbai – 400 098

**Kotak Mahindra Capital Company Limited**  
27BKC, 1st Floor, Plot No. C - 27  
"G" Block, Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400 051

**Nomura Financial Advisory and Securities (India) Private Limited**  
Ceejay House, Level 11,  
Plot F, Shivsagar Estate,  
Dr. Annie Besant Marg,  
Worli  
Mumbai - 400 018

(ICICI Securities Limited, Edelweiss Financial Services Limited, Kotak Mahindra Capital Company Limited, Nomura Financial Advisory and Securities (India) Private Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”)

Re: **Proposed initial public offering of equity shares of face value of INR 1 each (the “Equity Shares”) of Five-Star Business Finance Limited (the “Company” and such initial public offering, the “Offer”)**



**HYDERABAD** : H. No. 8-3-319/8/6A/7, Flat No. 7, IInd Floor, Ruby Apartments, Saradi Studio Lane, Sarswati Nagar, Padala Ramareddy Colony, Yellareddyguda, Hyderabad - 500 073, T.S. Ph: +91- 9866661166, +91- 99493 60159.

**NELLORE**: H.No 28/909, Maruthi nagar 2, Mayapadu gate, Nellore-524002. Ph:+91-9542-041560

**CHITTOOR**: NO. 10-402, M.B.R Complex, 1st Floor, Next to Syndicate Bank, Doraiswamy Iyengar Road, Chittoor - 517001.

**VIJAYAWADA** : H.No.54-14/5-15 Flat No C3, RBS Apts., Gunudala Ring Road, Bharathi Nagar, Vijayawada - 520008

Dear Sir/ Ma'am,

We, R P S V & Co., Independent Chartered Accountants, were appointed by the Company in terms of our engagement letter dated **September 10, 2021** in relation to the Offer.

We hereby consent to our name and our details being disclosed in the draft red herring prospectus, intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and the stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), and the red herring prospectus and the prospectus intended to be filed with the Registrar of Companies, Tamil Nadu, at Chennai (the "RoC") and thereafter filed with the SEBI and the Stock Exchanges and other materials or documents in relation to the Offer (collectively, the "Offer Documents"). Further, we also provide our consent to be named as an "expert" as defined under section 2(38) of the Companies Act, 2013, as amended, in the Offer Documents.

We confirm that we have not been engaged or interested in the formation or promotion of management of the Company. We further confirm that we satisfy the independence criteria, under applicable law, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Companies Act, 2013, as amended and the relevant regulations issued by the Institute of Chartered Accountants of India.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents.


We hereby authorize you to deliver this certificate to the Securities and Exchange Board of India, the Stock Exchanges, the RoC and any other regulatory authorities and/or for the records to be maintained by the Book Running Lead Managers.

This certificate may be relied on by the Book Running Lead Managers, their affiliates and legal counsel in relation to the Offer and to assist the Book Running Lead Managers in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that we will immediately inform any changes in writing to the above information to the Book Running Lead Managers until the commencement of trading of Equity Shares pursuant to the Offer. In the absence of any such communication from us, the above information should be considered as updated information until the commencement of trading of Equity Shares pursuant to the Offer.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,  
For R P S V & Co.  
Chartered Accountants  
Firm Registration Number: 013151S

  
D. Purandhar  
Designation: Partner  
Membership No. 221759  
UDIN: 21221759AAABML3472  
Place: Chennai  
Date: November 09, 2021



cc:

**Shardul Amarchand Mangaldas & Co**  
Amarchand Towers, 216 Okhla Industrial Estate,  
Phase III,  
New Delhi 110 020

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Singapore 049 909

