

## CORPORATE GOVERNANCE REPORT

*for the quarter/year ended March 31, 2023*

General information about company	
Scrip code	543663
NSE Symbol	FIVESTAR
MSEI Symbol	NA
ISIN	INE128S01021
Name of the entity	Five-Star Business Finance Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	21-04-2023
Risk management committee	Applicable
Market Capitalization as per immediate previous Financial Year	Top 500 Listed entity
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to Promoter	Yes

## 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

**Report to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

<i>Sr</i>	<i>Name of the Director</i>	<i>PAN</i>	<i>DIN</i>	<i>Category of directors</i>	<i>Date of Birth</i>	<i>Initial Date of appointment</i>	<i>Date of Re-appointment</i>	<i>Date of cessation</i>	<i>Tenure of director (in months)</i>	<i>No of Directorship in listed entities including this listed entity (Refer Regulation 17A of SEBI LODR, 2015)</i>	<i>No of Independent Directorship in listed entities including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)</i>	<i>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)</i>
1	Lakshmipathy Deenadayalan	AATPL4799C	01723269	CMD-Executive Director (Chairperson related to Promoter)	09-02-1974	21-06-2002	01-06-2022		249	1	0	1	0
2	Anand Raghavan	AACPA1877D	00243485	Non-Executive - Independent Director	04-06-1961	28-07-2016	28-07-2021		80	1	1	4	3
3	Bhama Krishnamurthy	AAPPK0269A	02196839	Non-Executive - Independent Director	19-12-1954	12-04-2016	12-04-2021		83	5	5	6	1
4	Srinivasaraghavan Thiruvallur Thattai	AAGPS0089M	00018247	Non-Executive - Independent Director	19-01-1955	25-08-2021			19	2	1	1	0
5	Ramkumar Ramamoorthy	ADMPR7913E	07936844	Non-Executive - Independent Director	22-11-1967	08-06-2022			10	1	1	1	1
6	Vikram Vaidyanathan	AFSPV0332H	06764019	Non-Executive - Nominee Director	13-10-1981	21-08-2015			91	1	0	1	0
7	Ravi Shankar Venkataraman Ganapathy Agraharam	ADKPR1138F	02604007	Non-Executive - Nominee Director	04-04-1978	18-08-2017			67	2	0	1	0
8	Thirulokchand Vasana	ADVPT9462H	07679930	Non-Executive - Non Independent Director	25-01-1976	15-12-2016			75	1	0	1	0

## II. Composition of Committees

### 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	Remarks
1	00243485	Anand Raghavan	Non-Executive - Independent Director	Chairperson	04-11-2016		
2	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	24-05-2016		
3	06764019	Vikram Vaidyanathan	Non-Executive - Nominee Director	Member	26-05-2022		

### 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	Remarks
1	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	06764019	Vikram Vaidyanathan	Non-Executive - Nominee Director	Member	02-08-2019		
3	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	26-05-2022		

### 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	Remarks
1	07936844	Ramkumar Ramamoorthy	Non-Executive - Independent Director	Chairperson	08-06-2022		
2	07679930	Thirulokchand Vasam	Non-Executive - Non-Independent Director	Member	21-10-2021		
3	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	25-03-2015		

### 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	Remarks
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		
5	07936844	Ramkumar Ramamoorthy	Independent Director	Member	28-01-2023		

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	Remarks
1	01723269	Lakshmiathy 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		

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-11-2022			Yes	8	7	4
2	28-01-2023	60		Yes	8	8	4
3	25-02-2023	27		Yes	8	7	4

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	06-10-2022				Yes	3	3	2	0
2	Audit Committee	28-11-2022	52			Yes	3	2	2	0
3	Audit Committee	27-01-2023	59			Yes	3	2	2	0
4	Corporate Social Responsibility Committee	23-12-2022				Yes	3	3	2	0
5	Corporate Social Responsibility Committee	18-03-2023	84			Yes	3	3	2	0
6	Stakeholders Relationship Committee	18-03-2023				Yes	3	3	1	0
7	Nomination and remuneration committee	25-02-2023				Yes	3	2	2	0
8	Risk Management Committee	21-01-2023				Yes	4	4	3	0

<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Whether prior approval of audit committee obtained	Yes	
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	
<b>Disclosure of notes on related party transactions</b>			
<b>Disclosure of notes of material transaction with related party</b>			

## 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		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
12	Financial results	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
13	Shareholding pattern	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
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	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
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		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	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 requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
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)	Yes	
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)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				

<b>VII. Half yearly Affirmations</b>				
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>		<b>The Figure should be mentioned in Actual INR only</b>	
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(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 other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity			<a href="#">Add Notes</a>
Name			
Designation			
Place			
Date			