

# CORPORATE GOVERNANCE REPORT

*for the quarter ended December 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 Listed Company
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to Promoter	Yes

<i>Sr</i>	<i>Name of the Director</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	01723269	CMD-Executive Director (Chairperson related to Promoter)	09-02-1974	21-06-2002	01-06-2022		258	1	0	1	0
2	Anand Raghavan	00243485	Non-Executive - Independent Director	04-06-1961	28-07-2016	28-07-2021		89	1	1	3	2
3	Bhama Krishnamurthy	02196839	Non-Executive - Independent Director	19-12-1954	12-04-2016	12-04-2021		92	5	5	5	0
4	Srinivasaraghavan Thiruvallur Thattai	00018247	Non-Executive - Independent Director	19-01-1955	25-08-2021	25-08-2021		28	2	1	1	0
5	Ramkumar Ramamoorthy	07936844	Non-Executive - Independent Director	22-11-1967	08-06-2022	08-06-2022		19	1	1	1	1
6	Vikram Vaidyanathan	06764019	Non-Executive - Nominee Director	13-10-1981	21-08-2015			100	1	0	1	0
7	Ravi Shankar Venkataraman Ganapathy Agraharam	02604007	Non-Executive - Nominee Director	04-04-1978	18-08-2017			76	1	0	0	0
8	ThirulokchandVasan	07679930	Non-Executive - Non-Independent Director	25-01-1976	15-12-2016			84	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 - Non-Independent 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 - Non-Independent 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	Lakshmi pathy 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	02-10-2021		
2	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	23-04-2020		
3	01723269	Lakshmi pathy Deenadayalan	Executive Director	Member	04-11-2016		
4	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	23-04-2020		
5	07936844	Ramkumar Ramamoorthy	Non-Executive - 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	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		

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.	29-07-2023			Yes	8	8	4
2.	16-08-2023	17		Yes	8	6	4
3.	31-10-2023	75		Yes	8	8	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	28-07-2023				Yes	3	3	2	0
2	Audit Committee	30-10-2023	93			Yes	3	3	2	0
3	Risk Management Committee	21-06-2023				Yes	5	5	4	0
4	Risk Management Committee	27-11-2023	158			Yes	5	5	4	0
5	Corporate Social Responsibility Committee	20-09-2023				Yes	3	3	2	0
6	Corporate Social Responsibility Committee	26-12-2023	96			Yes	3	2	1	0

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	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	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

VI. Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

VII. 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>		