

Date: August 17, 2024

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
Symbol: FIVESTAR

BSE Limited
Listing department,
First floor, PJ Towers,
Dalal Street, Fort Mumbai 400 001
Scrip code: 543663

Sub: Outcome of the Board meeting held on Saturday, August 17, 2024

Dear Sir/ Madam

In terms of the provisions of Regulation 30 read with Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI LODR Regulations"), the Board of Directors of the Company at its meeting held on Saturday, August 17, 2024, has inter-alia, considered and approved the following:

1. Appointment of Mr Rangarajan Krishnan, as an Additional Director in the capacity of Joint Managing Director of the Company

Appointment of Mr Rangarajan Krishnan (DIN: 07289972), as an Additional Director in the capacity of Joint Managing Director of the Company for a period of five years with effect from August 17, 2024, and fixing remuneration thereof, subject to approval of shareholders at ensuing Annual General Meeting of the Company. Mr Rangarajan Krishnan is currently the Chief Executive Officer of the Company and has been associated in the same capacity for almost the last 9 years.

2. Appointment of Mr Srikanth Gopalakrishnan, as an Additional Director in the capacity of Joint Managing Director of the Company

Appointment of Mr Srikanth Gopalakrishnan (DIN: 10636810), as Additional Director in the capacity of Joint Managing Director for a period of five years with effect from August 17, 2024, and fixing remuneration thereof, subject to approval of shareholders at ensuing Annual General Meeting of the Company. Mr Srikanth Gopalakrishnan is currently holding the position of Chief Financial Officer of the Company and has been associated in the same capacity for almost the last 9 years.

Disclosure required under Regulation 30 read with Part A of Schedule III of SEBI LODR Regulations and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 relating to the aforesaid appointments are enclosed as **Annexure A**.

The appointments of Mr Rangarajan Krishnan and Mr Srikanth Gopalakrishnan as Joint Managing Directors of the Company shall not, in any manner, affect the current Management setup of the Company. They would continue to report into Mr Lakshmiopathy Deenadayalan who would continue to perform his role as the Managing Director of the Company. The proposed appointments are in recognition of their contributions to the Company and also towards providing them a career progression as they continue their association with the Company. Mr Lakshmiopathy Deenadayalan would continue to be the promoter of the Company and be associated with the Company in his capacity as the Managing Director and be involved in all strategic and operational decisions.

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, Website : www.fivestargroup.in
CIN : L65991TN1984PLC010844

3. Issuance of Share warrants on Preferential basis to Promoter and KMPs

Issuance of upto 4,10,000 (Four Lakhs and Ten Thousand Only) share warrants of INR 1.00 each at a premium of INR 769.00 to the following persons, as given in the table below, convertible into 4,10,000 equity shares of INR 1.00 each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the share warrants until expiry of 18 (Eighteen) months, by way of preferential issue pursuant to Section 62(1)(c) read with articles of association of the Company and Chapter V of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018, as amended, subject to such regulatory/ statutory approvals as may be required including the approval of the shareholders of the Company.

<i>Name of Investors</i>	<i>No. of share warrants issued</i>
Mr Lakshmiopathy Deenadayalan – Promoter, Chairman & Managing Director	Upto 2,60,000
Mr Rangarajan Krishnan, JMD & CEO	Upto 1,00,000
Mr Srikanth Gopalakrishnan, JMD & CFO	Upto 50,000

The relevant date for the purpose of issue is fixed as August 14, 2024.

The minimum price per share determined in accordance with Regulation 164(1) Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018 is INR 765.98, however the share warrants are being issued at INR 770.00 which is over and above the minimum price determined under ICDR regulations and at a premium of 8.34% over the current market price per share (Price per share of the Company on NSE as on August 16, 2024 is INR 710.75).

The Company will make an in-principle application with National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on the date of dispatch of notice to shareholders.

Disclosure required under Regulation 30 read with Part A of Schedule III of SEBI LODR Regulations and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure B**

4. Annual General Meeting

The 40th Annual General Meeting of the Company is scheduled to be held on Friday, September 13, 2024, through Video conference (VC)/Other Audio Video Means (OAVM) at 11.00 AM.

This disclosure is also available on the website of the Company at <https://fivestargroup.in/investors/>.

Please note that the Board meeting commenced at 11:35 AM and concluded at 1:45 PM.

Kindly take the above information on record.

For Five-Star Business Finance Limited

Shalini Baskaran
Company Secretary & Compliance Officer

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CIN : L65991TN1984PLC010844

Information as required under Regulation 30 - Part A of Schedule III of SEBI LODR Regulations and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Particulars	Rangarajan Krishnan	Srikanth Gopalakrishnan
Reason for Change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr Rangarajan Krishnan as an Additional Director in the capacity of Joint Managing Director of the Company for a period of 5 years with effect from August 17, 2024, subject to approval of shareholders at ensuing Annual General Meeting. Mr Rangarajan Krishnan is designated as Joint Managing Director & CEO.	Appointment of Mr Srikanth Gopalakrishnan as an Additional Director in the capacity of Joint Managing Director of the Company for a period of 5 years with effect from August 17, 2024, subject to approval of shareholders at ensuing Annual General Meeting. Mr Srikanth Gopalakrishnan is designated as Joint Managing Director & CFO.
Date of Appointment	Effective from August 17, 2024	Effective from August 17, 2024
Term of Appointment	5 (Five) years w.e.f August 17, 2024	5 (Five) years w.e.f August 17, 2024
Brief Profile	Mr Rangarajan Krishnan is a Finance professional with over 20 years of experience in institutions like HDFC bank, Stanchart, IFC and Spark Capital. He is a commerce graduate and has 2 MBA degrees (Sri Sathya Sai Institute of Higher Learning and Indian School of Business)	Mr Srikanth Gopalakrishnan is a Finance professional with over 20 years of experience. Started his career with Citigroup and was CFO of Asirvad Microfinance before joining Five Star. He has completed his B.Com and MBA from Sri Sathya Sai Institute of Higher Learning with gold medals in both the courses.
Disclosure of relationships between directors	Mr Rangarajan Krishnan is not related inter-se to any of the Directors of the Company	Mr Srikanth Gopalakrishnan is not related inter-se to any of the Directors of the Company

Five-Star Business Finance Limited

Information as required under Regulation 30 - Part A of Schedule III of SEBI LODR Regulations and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Particulars	Description
Type of securities proposed to be issued	Share Warrants convertible into equity shares of the Company in the ratio of 1:1
Type of issuance	Preferential Allotment under Chapter V of Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018
Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 4,10,000 share warrants of INR 770.00 comprising face value of INR 1.00 each and a premium of INR 769.00 per share warrant/equity shares
Tenure of share warrants	Upto 18 months from the date of allotment of share warrants

Name of Investors	No. of warrants proposed to be issued
Mr Lakshmipathy Deenadayalan – Promoter, Chairman & Managing Director	Upto 2,60,000
Mr Rangarajan Krishnan, JMD & CEO	Upto 1,00,000
Mr Srikanth Gopalakrishnan, JMD & CFO	Upto 50,000

Post Allotment of Securities – outcome of the subscription	<p>The warrants are proposed to be allotted to Mr Lakshmipathy Deenadayalan – Promoter, Chairman & Managing Director, Mr Rangarajan Krishnan, JMD & CEO and Mr Srikanth Gopalakrishnan, JMD & CFO.</p> <p><i>Details of their respective shareholding in the Company, prior to and after the proposed issuance are as follows:</i></p> <table border="1"> <thead> <tr> <th>Name</th> <th>Pre-issuance holding</th> <th>Post-issuance holding</th> </tr> </thead> <tbody> <tr> <td>Lakshmipathy Deenadayalan**</td> <td>10.28%</td> <td>10.35%</td> </tr> <tr> <td>Rangarajan Krishnan</td> <td>0.79%</td> <td>0.82%</td> </tr> <tr> <td>Srikanth Gopalakrishnan</td> <td>0.37%</td> <td>0.38%</td> </tr> </tbody> </table> <p><i>**This is at an individual level. At a Promoter group level, the pre-issuance holding is 18.29% and the post issuance holding shall be 18.35%</i></p>	Name	Pre-issuance holding	Post-issuance holding	Lakshmipathy Deenadayalan**	10.28%	10.35%	Rangarajan Krishnan	0.79%	0.82%	Srikanth Gopalakrishnan	0.37%	0.38%
Name	Pre-issuance holding	Post-issuance holding											
Lakshmipathy Deenadayalan**	10.28%	10.35%											
Rangarajan Krishnan	0.79%	0.82%											
Srikanth Gopalakrishnan	0.37%	0.38%											
Number of Investors	3												
In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Not Applicable</p> <p><i>The share warrant issued on preferential basis is valid for a period upto 18 months from date of allotment of share warrants for conversion.</i></p>												

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