



FIVE-STAR BUSINESS FINANCE LIMITED
*Regd. Office: New No.27, Old No.4, Taylor's Road, Kilpauk,
Chennai – 600010; Phone: 044 4610 6200
CIN: L65991TN1984PLC010844*
Website: www.fivestargroup.in Email ID: secretary@fivestargroup.in

CORRIGENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING

The 40th Annual General Meeting (“AGM”) of the Members of **Five-Star Business Finance Limited** (the “Company”) is scheduled to be held on Friday, September 13, 2024, at 11:00 AM IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The notice of the AGM (“AGM Notice”) was dispatched to the Shareholders of the Company on August 22, 2024 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India and all other applicable provisions, to transact the business stated therein. Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the AGM Notice.

This Corrigendum to the AGM Notice (“Corrigendum”) is being issued in continuation to the AGM Notice to provide certain clarifications pursuant to the suggestions/ comments received from National Stock Exchange of India Limited, with respect to below disclosures made under Item 10 of the Explanatory Statement to the AGM Notice.

1. Explanatory Statement of Item 10 of the AGM Notice - Issuance of Share Warrants on Preferential Basis

1.1 Point (a) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

a) *Objects of the Preferential issue: The funds raised through the preferential issue will be utilised as part of the working capital of the Company.*

1.2 Point (b) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

b) *Maximum number of specified securities to be issued: 4,10,000 share warrant of INR 1.00 each at a premium of INR 769.00 each, convertible into equity shares equivalent to 4,10,000 of INR 770.00 each is proposed to be issued on preferential basis subject to any corporate actions initiated by the Company.*

1.3 Point (e) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

e) *The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:*

1. Paid up capital Basis

Name and Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
Mr Lakshmipathy Deenadayalan** Promoter, Chairman & Managing Director	10.49	2,60,000	10.57

Mr Rangarajan Krishnan Joint Managing Director & CEO	0.80	1,00,000	0.84
Mr Srikanth Gopalakrishnan Joint Managing Director & CFO	0.37	50,000	0.39

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares, subject to any corporate actions initiated by the Company

**This is at an individual level. At a Promoter group level, the pre-issuance holding is 26.51% and the post issuance holding shall be 26.56%, details below:

Name	Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
Lakshmipathy Deenadayalan	Promoter, Chairman & Managing Director	10.49	2,60,000	10.57
Hema	Promoter	7.14	-	7.13
Shritha L	Promoter	0.07	-	0.07
Deenadayalan R	Promoter Group	0.56	-	0.56
Suguna R	Promoter Group	0.17	-	0.17
Varalakshmi D	Promoter Group	0.16	-	0.16
Janarthanan Sujatha	Promoter Group	0.07	-	0.07
Ranganathan V K	Promoter Group	0.00	-	0.00
Peak XV Partners Investments V	Institutional Promoter	6.25	-	6.24
Matrix Partners India Investment Holdings II, LLC	Institutional Promoter	1.59	-	1.59
Total		26.51	2,60,000	26.56

2. Fully diluted capital Basis

Name and Category	Pre Issue % Holding#	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
Mr Lakshmipathy Deenadayalan** Promoter, Chairman & Managing Director	10.28	2,60,000	10.35
Mr Rangarajan Krishnan Joint Managing Director & CEO	0.79	1,00,000	0.82
Mr Srikanth Gopalakrishnan Joint Managing Director & CFO	0.37	50,000	0.38

The Pre Issue preferential percentage for fully diluted capital is taking into consideration the outstanding ESOPs as on the date prior to the issuance.

*The Post Issue preferential percentage for fully diluted capital has been calculated assuming that all the Warrants allotted will be converted into equity shares, subject to any corporate actions initiated by the Company

**This is at an individual level. At a Promoter group level, the pre-issuance holding is 25.97% and the post issuance holding shall be 26.02% details below:

Name	Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
Lakshmipathy Deenadayalan	Promoter, Chairman & Managing Director	10.28	2,60,000	10.35
Hema	Promoter	7.00	-	6.99
Shritha L	Promoter	0.07	-	0.07
Deenadayalan R	Promoter Group	0.55	-	0.55
Suguna R	Promoter Group	0.17	-	0.17
Varalakshmi D	Promoter Group	0.15	-	0.15

Janarthanan Sujatha	Promoter Group	0.07	-	0.07
Ranganathan V K	Promoter Group	0.00	-	0.00
Peak XV Partners Investments V	Institutional Promoter	6.12	-	6.11
Matrix Partners India Investment Holdings II, LLC	Institutional Promoter	1.56	-	1.55
Total		25.97	2,60,000	26.02

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.

1.4 Point (g) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

g) Basis or Justification of Warrant issue price: As per explanation provided in point (f) above.

1.5 Point (h) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

h) Undertaking as to re-computation of price and lock-in of specified securities: The Company shall re-compute the price of the Warrants to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

1.6 Point (i) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

i) Time frame within which the preferential issue shall be completed: In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

1.7 Point (n) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

n) Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: The issuer or any of its promoters or directors is not a wilful defaulter or a fraudulent borrower.

1.8 Point (p) under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013), should be read as follows:

p) Certificate from Practicing Company Secretary: A copy of the certificate issued by M/s S Sandeep & Associates, Practicing Company Secretary of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Annual General meeting of the Company to be held on September 13, 2024. The copy of said certificate is hosted in the website of the Company at <https://fivestargroup.in/storage/2024/08/Certificate-from-Practicing-Company-Secretary-Preferential-Issue.pdf>.

Relevant documents referred to in the accompanying Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretary@fivestargroup.in.

1.9 Following disclosure are included under Explanatory Statement of Item 10 (under heading Disclosure pursuant to Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and Rule 13 the Companies (Share Capital & Debentures) Rules, 2013:

- q) *Disclosure regarding the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter: There shall be no change in the status of the allottees pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.*

Name and Category	Current Status	Proposed Status
Mr Lakshmipathy Deenadayalan Promoter, Chairman & Managing Director	Promoter	Promoter
Mr Rangarajan Krishnan Joint Managing Director & CEO	Non-Promoter	Non-Promoter
Mr Srikanth Gopalakrishnan Joint Managing Director & CFO	Non-Promoter	Non-Promoter

- r) *Disclosure as per regulation 163(3) of SEBI (Issue of Capital and Disclosure Requirements), Regulation 2018: The preferential allotment of Warrants and allotment of Equity Shares pursuant to conversion of Warrants thereof is proposed to be made on cash basis.*

MEMBERS ARE REQUESTED TO KINDLY TAKE NOTE OF THE AFORESAID AMENDMENTS IN THE NOTICE AND THE CORRESPONDING CORRECTIONS BEFORE CASTING THEIR VOTES.

The Corrigendum to the AGM Notice shall form an integral part of the AGM Notice which has already been circulated to the Members of Company and on and from the date hereof, the AGM Notice shall always be read in conjunction with this Corrigendum. All other contents of the AGM Notice, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

A copy of this Corrigendum is also available in the website of the Company at www.fivestargroup.in and on the website of stock exchanges namely National Stock Exchange (NSE) at www.nseindia.com and Bombay Stock Exchange (BSE) at www.bseindia.com and on the website of depository viz. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

For Five-Star Business Finance Limited

**Place: Chennai
Date: September 9, 2024**

**Shalini Baskaran
Company Secretary**