

Date: October 29, 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: Amendment to the Articles of Association of Company - Regulation 30 of SEBI LODR 2015

Dear Sir/ Madam

The Board of Directors at their meeting held today i.e October 29, 2024 recommended amendments to the Articles of Association of the Company, as briefly set out in Annexure in pursuance of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-I/P/CIR/2023/123 dated 13 July 2023, to the shareholders for approval.

Kindly take the above on record.

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

For Five-Star Business Finance Limited

Shalini Baskaran
Company Secretary & Compliance Officer

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

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

The below changes to the Articles of Association (AOA) are recommended by the Board to the shareholders for approval:

S.No.	Clause in Article	Brief description of change
1	Following definitions in AOA a) IPO b) Matrix II c) NVP d) SCI V e) Waiver Cum Amendment Agreement	These definitions are redundant and no longer applicable. Accordingly, the said definitions are proposed to be deleted from the AOA.
2	Promoter Definition	Per existing definition, M/s Matrix Partners India Investment Holdings II, LLC (Matrix) and M/s Peak XV Partners Investments V (Peak) are defined as Promoters. Consequent to the reclassification request received from Matrix and Peak, the name "Matrix" and "Peak" is proposed to be deleted from the Promoter definition.
3	Article 85	Per existing Article 85, Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting. <i>Article 85 is proposed to be amended as follows:</i> The quorum for the General meeting shall be as prescribed under the Act or the applicable law for the time being in force and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.
4	Article 93A	This Article is redundant and no longer applicable. Accordingly, the Article 93A is proposed to be deleted from the AOA.
5	Article 101A (a) and Article 101A (b)	M/s Matrix Partners India Investment Holdings II, LLC and M/s Peak XV Partners Investments V vide their waiver letter dated October 25, 2024 had waived their special rights under Article 101A(a) and 101A(b) of the Company, by which they shall have the right to nominate one director to the Board so long as they: (i) continue to be classified as a 'promoter' of the Company, within the meaning of the ICDR; and (ii) have provided a portion of their shareholding in the Company towards the minimum promoter contribution requirements under the ICDR.

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		Consequent to the waiver letter and request for reclassification received from the institutional Promoters, Article 101A (a) and Article 101 A (b) is proposed to be deleted from the AOA
6	Article 101A (c) and Article 101A (d)	<p>Per existing Article 101A (c), the founder promoter family (i.e. Mr D Lakshmipathy and family) shall have the right to nominate such number of nominee directors as would constitute a majority on the Board (excluding independent directors) till such time as Mr D Lakshmipathy continues to be classified as a 'promoter' of the Company, within the meaning of the ICDR; and</p> <p>Per existing Article 101A (d) Mr D Lakshmipathy shall be the chairman of the Board, till such time as Mr Lakshmipathy continues to be classified as a 'promoter' of the Company, within the meaning of the ICDR.</p> <p>The aforesaid special rights were part of the AOA approved by the shareholders prior to the IPO, these special rights are Company and therefore the Article 101A (c) and Article 101A (d) is proposed to be deleted.</p>
7	Part B to the AOA	<p>All Articles of Part II shall automatically terminate, without any further corporate or other action by the Company or by its shareholders, and cease to have any force and effect from the date of listing of equity shares of the Company on a recognized stock exchange in India pursuant to the offer and the provisions of Part I shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.</p> <p>Accordingly, part B is proposed to be deleted.</p>

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