

CORPORATE GOVERNANCE REPORT

*for the half-year ended **September 30, 2024***

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to Promoter	Yes

ANNEXURE - I

Annexure - I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of SEBI LODR, 2015)	No of Independent Directorship in listed entities including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)	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)	Reason for Cessation
1	Lakshmipathy Deenadayalan	AATPL4799C	01723269	CMD-Executive Director (Chairperson related to Promoter)	09-02-1974	21-06-2002	01-06-2022		267	1	0	1	0	
2	Anand Raghavan	AACPA1877D	00243485	Non-Executive - Independent Director	04-06-1961	28-07-2016	28-07-2021		98	2	2	3	2	
3	Bhama Krishnamurthy	AAPPK0269A	02196839	Non-Executive - Independent Director	19-12-1954	12-04-2016	12-04-2021		101	5	5	6	0	
4	Srinivasaraghavan Thiruvallur Thattai	AAGPS0089M	00018247	Non-Executive - Independent Director	19-01-1955	25-08-2021	25-08-2021		37	3	2	3	0	
5	Ramkumar Ramamoorthy	ADMPR7913E	07936844	Non-Executive - Independent Director	22-11-1967	08-06-2022	02-09-2022		28	2	2	2	1	
6	Thirulokchand Vasam	ADVPT9462H	07679930	Non-Executive - Non Independent Director	25-01-1976	15-12-2016			93	1	0	1	0	
6	Rangarajan Krishnan	AKNPK6425E	07289972	Executive Director	16-08-1979	17-08-2024			2	1	0	0	0	
7	Srikanth Gopalakrishnan	ATFPS3603M	10636810	Executive Director	31-10-1979	17-08-2024			2	1	0	0	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	00018247	Srinivasaraghavan Thiruvallur Thattai	Non-Executive - Independent Director	Member	30-04-2024		

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	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	26-05-2022		
3	07936844	Ramkumar Ramamoorthy	Non-Executive - Independent Director	Member	30-04-2024		

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	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	30-04-2024			Yes	8	8	4
2	31-07-2024	91		Yes	6	6	4
3	17-08-2024	16		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	29-04-2024				Yes	3	2	2	0
2	Audit Committee	30-07-2024	91			Yes	3	3	3	0
3	Audit Committee	17-08-2024	17			Yes	3	3	3	0
4	Nomination & Remuneration Committee	29-04-2024				Yes	3	2	2	0
5	Nomination & Remuneration Committee	17-08-2024	109			Yes	3	3	3	0
6	Corporate Social Responsibility Committee	29-04-2024				Yes	3	3	2	0
7	Corporate Social Responsibility Committee	20-09-2024	143			Yes	3	3	2	0
8	Risk Management Committee	20-05-2024				Yes	5	5	4	0
9	Risk Management Committee	20-09-2024	122			Yes	5	5	4	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			

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	
Other details of cyber security incidence or breaches or loss of data event	NA	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.No.	Date of the event	Brief details of the event

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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	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	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure III				
III. Affirmations				
Sr.No.	Particulars	Regulation No.	Compliance Status (Yes/No)	If status is "No" details of non-compliance may be given here.
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)	Yes	
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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	No loans or advances has been made by promoters, promoter group, KMP or Directors or any other entity controlled by them to the Company

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
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) 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

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
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			

(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

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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			
(D) Additional Information			
II. Affirmations			
Affirmation	Compliance Status		Company Remarks
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 to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			
Date			