

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: Outcome of the Board meeting held on Tuesday, October 29, 2024, and submission of unaudited Financial Results for the quarter and half-year ended September 30, 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 Tuesday, October 29, 2024, has inter-alia, considered and approved the following:

**1. Un-audited financial results**

Unaudited financial results of the Company for the quarter and half-year ended September 30, 2024, along with the limited review report submitted by M/s Deloitte Haskins & Sells, Statutory Auditors of the Company, pursuant to Regulation 33 and Regulation 52 of SEBI LODR Regulations. The Limited Review report is submitted with unmodified opinion(s) (free from any qualifications). In this regard, please find enclosed the following:

- a) Unaudited financial results of the Company for the quarter and half-year ended September 30, 2024, along with the limited review report submitted by Statutory Auditors of the Company.
- b) Disclosure of Related Party Transactions along with the financial results pursuant to Regulation 23(9) of the SEBI LODR Regulations
- c) Disclosure as per Regulation 52(4) of the SEBI LODR Regulations.
- d) Security Cover certificate for the non-convertible debentures of the Company, as per Regulation 54(2) and 54(3) of SEBI LODR Regulations read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/ P/2022/67 dated May 19, 2022.
- e) Statement indicating the utilization of the issue proceeds of Non-Convertible Securities as per Regulation 52(7) and (7A) of the SEBI LODR Regulations.

**2. Amendment to the Articles of Association of Company**

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.

**3. Reclassification of Institutional Promoters to 'Public' Shareholder' category**

M/s Matrix Partners India Investment Holdings II, LLC ("Matrix") and M/s Peak XV Partners Investments V ("Peak XV") (hereinafter collectively referred to as "Outgoing Institutional Promoters") were classified as Institutional Promoters of the Company solely for the purpose of the initial public offering of equity shares of the Company in order to meet the minimum promoter lock-in requirement, as per Securities and

**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

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and accordingly the details pertaining to the promoter group as determined in accordance with SEBI ICDR Regulations was disclosed in the Prospectus dated November 15, 2022. The promoter lock-in requirement pursuant to initial public offer ended on May 17, 2024.

Pursuant to Regulation 31A of SEBI LODR Regulations, the Company has received a letter on October 25, 2024, from the Outgoing Institutional Promoters seeking reclassification from ‘Promoter and Promoter Group’ category shareholders to ‘Public’ category shareholders.

Board considered and approved the reclassification request received from Outgoing Institutional Promoters for reclassifying their status from “Promoter” and “Promoter Group” category to “Public shareholder” category and the same is proposed to be placed before shareholders of the Company for approval pursuant to provisions of Regulation 31A of SEBI LODR Regulations. Detailed announcement under Regulation 31A(8) of SEBI LODR Regulations will be made separately.

#### **4. Issuance of Postal Ballot**

Issuance of postal ballot notice pursuant to section 110 of the Companies Act, 2013 seeking approval of shareholders for amendment of articles of association and reclassification of status of the institutional Promoters and their Promoter Group to Public category. Detailed update regarding dispatch of postal ballot notice will be made in due course.

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

Please note that the Board meeting commenced at 10:00 AM and concluded at 1:45 PM.

Kindly take the above on record.

**For Five-Star Business Finance Limited**



**Shalini Baskaran**  
**Company Secretary & Compliance Officer**

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## INDEPENDENT AUDITORS' REVIEW REPORT ON REVIEW OF INTERIM UNAUDITED FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF FIVE-STAR BUSINESS FINANCE LIMITED

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Five-Star Business Finance Limited** (the "Company"), for the quarter and six months ended September 30, 2024 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. The Statement includes comparative figures for the quarter and six months ended September 30, 2023 and for the quarter ended June 30, 2024, which have been reviewed by the predecessor audit firm, where they have expressed an unmodified conclusion vide their reports dated October 31, 2023 and July 31, 2024 respectively on such financial results.

The Statement also includes figures for the year ended March 31, 2024, audited by the predecessor audit firm, where they have expressed an unmodified opinion on such financial statements vide their report dated April 30, 2024.

Our conclusion on the statement is not modified in respect of these matters.



For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 008072S)

A handwritten signature in black ink, appearing to read "G. K. Subramaniam".

**G. K. Subramaniam**  
(Partner)

(Membership No. 109839)

UDIN: 24109839BKFTMU4908

Place: Mumbai  
Date: October 29, 2024

Five-Star Business Finance Limited

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Statement of unaudited financial results for the quarter and six months ended September 30, 2024

(All amounts are in Indian Rupee in lakhs, unless otherwise stated)

Particulars	Quarter ended September 30, Unaudited	Quarter ended June 30, 2024 Unaudited	Quarter ended September 30, 2023 Unaudited	Six months ended September 30, 2024 Unaudited	Six months ended September 30, 2023 Unaudited	Year ended March 31, 2024 Audited
<b>Revenue from operations</b>						
Interest income	67,925.50	64,108.40	50,409.39	1,32,033.90	96,782.88	2,11,658.46
Fees and commission income	671.24	651.18	414.93	1,322.42	955.40	2,191.84
Net gain on fair value changes	1,608.21	1,854.78	1,057.35	3,462.99	2,180.44	4,434.43
<b>Total revenue from operations</b>	<b>70,204.95</b>	<b>66,614.36</b>	<b>51,881.67</b>	<b>1,36,819.31</b>	<b>99,918.72</b>	<b>2,18,284.73</b>
Other income	379.17	323.75	354.83	702.92	674.97	1,225.35
<b>Total income</b>	<b>70,584.12</b>	<b>66,938.11</b>	<b>52,236.50</b>	<b>1,37,522.23</b>	<b>1,00,593.69</b>	<b>2,19,510.08</b>
<b>Expenses</b>						
Finance costs	16,313.54	15,818.96	10,588.78	32,132.50	20,205.79	46,849.57
Impairment on financial instruments	2,177.43	1,853.14	1,056.80	4,030.57	2,576.49	5,536.42
Employee benefits expense	12,484.01	12,281.30	10,579.14	24,765.31	20,449.61	42,858.94
Depreciation and amortization expense	666.80	637.48	568.87	1,304.28	1,053.83	2,457.12
Other expenses	3,121.46	2,728.56	2,745.46	5,850.02	5,023.58	10,214.45
<b>Total expenses</b>	<b>34,763.24</b>	<b>33,319.44</b>	<b>25,539.05</b>	<b>68,082.68</b>	<b>49,309.30</b>	<b>1,07,916.50</b>
<b>Profit before tax</b>	<b>35,820.88</b>	<b>33,618.67</b>	<b>26,697.45</b>	<b>69,439.55</b>	<b>51,284.39</b>	<b>1,11,593.58</b>
<b>Tax expense</b>						
Current tax	9,871.29	9,187.66	7,070.73	19,058.95	14,011.00	29,883.16
Deferred tax	(844.11)	(725.99)	(312.21)	(1,570.10)	(1,036.42)	(1,881.21)
<b>Total tax expense</b>	<b>9,027.18</b>	<b>8,461.67</b>	<b>6,758.52</b>	<b>17,488.85</b>	<b>12,974.58</b>	<b>28,001.95</b>
<b>Profit for the period / year</b>	<b>26,793.70</b>	<b>25,157.00</b>	<b>19,938.93</b>	<b>51,950.70</b>	<b>38,309.81</b>	<b>83,591.63</b>
<b>Other comprehensive income / (loss)</b>						
<b>Items that will not be reclassified to profit or loss</b>						
Remeasurement gain / (loss) on defined benefit plan	(130.98)	(28.18)	39.31	(159.16)	37.53	(71.13)
Income tax relating to items that will not be reclassified to profit or loss	32.97	7.09	(9.90)	40.06	(9.45)	17.90
<b>Subtotal (A)</b>	<b>(98.01)</b>	<b>(21.09)</b>	<b>29.41</b>	<b>(119.10)</b>	<b>28.08</b>	<b>(53.23)</b>
<b>Items that will be reclassified to profit or loss</b>						
Net movement on effective portion of cash flow hedge	186.68	(37.48)	62.87	149.20	(179.40)	(165.20)
Income tax relating to items that will be reclassified to profit or loss	(46.98)	9.43	(15.82)	(37.55)	45.15	41.58
<b>Subtotal (B)</b>	<b>139.70</b>	<b>(28.05)</b>	<b>47.05</b>	<b>111.65</b>	<b>(134.25)</b>	<b>(123.62)</b>
<b>Other comprehensive income / (loss) for the period / year (A+B)</b>	<b>41.69</b>	<b>(49.14)</b>	<b>76.46</b>	<b>(7.45)</b>	<b>(106.17)</b>	<b>(176.85)</b>
<b>Total comprehensive income for the period / year</b>	<b>26,835.39</b>	<b>25,107.86</b>	<b>20,015.39</b>	<b>51,943.25</b>	<b>38,203.64</b>	<b>83,414.78</b>
<b>Earnings per equity share</b>						
a. Basic (in Indian Rupees)	9.16	8.60	6.85	17.76	13.15	28.64
b. Diluted (in Indian Rupees)	9.07	8.53	6.77	17.60	13.01	28.39
Face value per share	Not annualised 1.00	Not annualised 1.00	Not annualised 1.00	Not annualised 1.00	Not annualised 1.00	Annualised 1.00



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**Five-Star Business Finance Limited**

Registered Office: New No. 27, Old No. 4, Taylor's Road, Kilpauk, Chennai - 600 010

CIN: L65991TN1984PLC010844

**Statement of assets and liabilities as at September 30, 2024**

(All amounts are in Indian Rupee in lakhs, unless otherwise stated)

Particulars	As at September 30, 2024 Unaudited	As at March 31, 2024 Audited
<b>ASSETS</b>		
<b>Financial assets</b>		
Cash and cash equivalents	1,21,150.39	1,53,439.93
Bank balance other than cash and cash equivalents	11,945.34	13,727.54
Derivative financial instruments	618.12	434.46
Loans	11,00,101.52	9,68,507.25
Investments	20,525.09	10,768.73
Other financial assets	9,841.14	5,680.88
<b>Total financial assets</b>	<b>12,64,181.60</b>	<b>11,52,558.79</b>
<b>Non-financial assets</b>		
Current tax assets (net)	331.80	251.82
Deferred tax assets (net)	8,845.90	7,273.29
Investment property	3.56	3.56
Property, plant and equipment	2,203.59	2,053.86
Right-of-use asset	4,175.20	3,407.75
Other intangible assets	845.36	968.54
Other non-financial assets	1,407.44	2,360.31
<b>Total non-financial assets</b>	<b>17,812.85</b>	<b>16,319.13</b>
<b>Total assets</b>	<b>12,81,994.45</b>	<b>11,68,877.92</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Financial liabilities</b>		
Derivative financial instruments	44.86	60.87
Payables		
Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,693.85	2,537.43
Debt securities	79,664.78	29,535.38
Borrowings (Other than debt securities)	6,08,288.06	6,02,049.13
Other financial liabilities	10,349.19	9,970.89
<b>Total financial liabilities (A)</b>	<b>7,01,040.74</b>	<b>6,44,153.70</b>
<b>Non-financial liabilities</b>		
Current tax liabilities (net)	4,274.43	1,748.86
Provisions	3,346.61	2,091.79
Other non-financial liabilities	1,004.40	1,268.10
<b>Total non-financial liabilities (B)</b>	<b>8,625.44</b>	<b>5,108.75</b>
<b>Total liabilities (A+B)</b>	<b>7,09,666.18</b>	<b>6,49,262.45</b>
<b>Equity</b>		
Equity share capital	2,924.76	2,924.49
Other equity	5,69,403.51	5,16,690.98
<b>Total equity</b>	<b>5,72,328.27</b>	<b>5,19,615.47</b>
<b>Total liabilities and equity</b>	<b>12,81,994.45</b>	<b>11,68,877.92</b>



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**Statement of cashflows for the six months ended September 30, 2024**

(All amounts are in Indian Rupee in lakhs, unless otherwise stated)

Particulars	For the six months ended September 30, 2024	For the six months ended September 30, 2023
	Unaudited	Unaudited
<b>Cashflow from operating activities</b>		
Profit before tax	69,439.55	51,284.39
<b>Adjustments for:</b>		
Interest income on loans	(1,29,679.70)	(95,144.38)
Interest income on deposit with banks / others	(2,354.20)	(1,638.50)
Finance costs	32,132.50	20,205.79
Impairment on financial instruments	4,030.57	2,576.49
Depreciation and amortisation expense	1,304.28	1,053.83
Loss on sale/ retirement of property, plant and equipment (net)	2.69	1.09
Net gain on fair value changes on mutual fund investments at FVTPL	(3,462.99)	(2,180.44)
Gain recognised on derecognition of leases	(2.57)	(6.77)
Employee stock option expenses	743.96	922.67
<b>Operating cash flow before working capital changes</b>	<b>(27,845.91)</b>	<b>(22,925.83)</b>
<b>Changes in working capital</b>		
<i>Adjustment for (increase) / decrease in operating assets</i>		
Loans	(1,32,875.65)	(1,30,398.54)
Other financial assets	(4,192.42)	(159.45)
Other non-financial assets	1,038.92	783.50
<i>Adjustment for increase / (decrease) in operating liabilities</i>		
Trade payables	156.42	486.49
Provision	1,095.66	606.64
Other financial liabilities	(395.22)	(270.94)
Other non-financial liabilities	(263.70)	(464.34)
<b>Net cash used in operations</b>	<b>(1,63,281.90)</b>	<b>(1,52,342.48)</b>
Finance cost paid	(27,739.94)	(24,086.17)
Interest income received	1,26,930.51	91,959.72
Direct taxes paid (net)	(16,613.34)	(13,924.27)
<b>Net cash used in operating activities (A)</b>	<b>(80,704.67)</b>	<b>(98,393.20)</b>
<b>Cashflow from investing activities</b>		
Purchase of property, plant and equipment	(754.27)	(1,859.06)
Proceeds from sale of property, plant and equipment	1.99	2.85
(Purchase) / Redemption of mutual funds (net)	13,946.47	(5,337.15)
(Purchase) / Redemption of investments (net)	(10,483.47)	-
Interest income on deposit from banks / others	(7,149.60)	1,866.50
Deposits placed with / (withdrawn from) banks (net)	1,529.63	10,231.64
<b>Net cashflow from / (used in) investing activities (B)</b>	<b>(2,909.25)</b>	<b>4,904.78</b>
<b>Cashflow from financing activities</b>		
Proceeds from issue of equity shares	0.27	3.52
Proceed towards share application money	6.66	-
Proceeds from securities premium (net off utilisation)	18.66	544.52
Proceeds from borrowings during the period	1,40,000.00	1,62,228.01
Repayment of borrowings during the period	(88,074.70)	(1,01,293.66)
Payment towards leases (net off interest)	(626.51)	(487.24)
<b>Net cashflow from financing activities (C)</b>	<b>51,324.38</b>	<b>60,995.15</b>
<b>Net increase in cash and cash equivalents [A + B + C]</b>	<b>(32,289.54)</b>	<b>(32,493.27)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,53,439.93</b>	<b>1,34,035.80</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>1,21,150.39</b>	<b>1,01,542.53</b>



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**Statement of cashflows for the six months ended September 30, 2024**

(All amounts are in Indian Rupee in lakhs, unless otherwise stated)

Notes:

**1. Components of cash and cash equivalents**

<b>Particulars</b>	<b>As at September 30, 2024 Unaudited</b>	<b>As at September 30, 2023 Unaudited</b>
<b>Notes</b>		
<b>I Cash and cash equivalents</b>		
Cash on hand	932.39	920.91
Balances with banks		
(i) In current accounts	12,490.31	39,486.03
(ii) In deposit accounts (original maturity less than 3 months)	1,07,727.69	61,135.59
	<b>1,21,150.39</b>	<b>1,01,542.53</b>



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**Notes:**

- 1 Five-Star Business Finance Limited (the "Company") is a Systemically Important Non-Deposit taking Non-Banking Finance Company (NBFC-ND-SI) registered with the Reserve Bank of India (the "RBI"). These unaudited financial results have been prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and in terms of Regulation 33 and 52 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended). Any application guidance / clarification / directions issued by the Reserve Bank of India are implemented as and when they are issued / become applicable. This statement of unaudited financial results for the quarter and six months period ended September 30, 2024 ("Unaudited Financial Results") have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at their meetings held on October 28, 2024 and October 29, 2024 respectively.
- 2 The comparative figures for the quarter and six months ended September 30, 2023 and for the quarter ended June 30, 2024, which have been reviewed by the predecessor audit firm, where they have expressed an unmodified conclusion vide their reports dated October 31, 2023 and July 31, 2024 respectively on such financial results  
  
The unaudited financial results also includes figures for the year ended March 31, 2024 audited by the predecessor audit firm, where they have expressed an unmodified opinion on such financial statement vide their report dated April 30, 2024
- 3 During the year ended March 31, 2024, the Company has introduced a new employee stock option scheme in the name of Five-Star Associate Stock Option Scheme, 2023 with quantum of 30,00,000 equity shares. The exercise price per option shall be latest available closing price on recognized stock exchange having the higher trading volume on the date immediately prior to the date of grant and included in the grant letter. The Company has granted 25,25,000 options under this scheme during the six months period ended September 30, 2024.  
In the existing scheme (i.e Five-Star Associate Stock Option Scheme, 2015 and Five-Star Associate Stock Option Scheme, 2018), 27,155 options of Face Value of INR 1 (3,51,420 for the six months ended September 30, 2023) were exercised by the employees and allotted during the six months ended September 30, 2024 and 10,120 options of Face Value of INR 1 were exercised by the employees and pending allotment as of September 30, 2024. The total outstanding employee stock options as of September 30, 2024 is 54,89,685 (29,93,230 as at March 31, 2024).
- 4 The Board of Directors at its meeting held on August 17, 2024 and the Shareholders at the Annual General Meeting held on September 13, 2024 approved the issuance of up to 410,000 convertible Share Warrants (convertible into equity shares of the Company in the ratio of 1:1) of INR 1.00 each at a premium of INR 769.00 aggregating up to INR 3,157.00 lakhs on preferential basis pursuant to the applicable provisions of the Companies Act 2013, SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements), 2015.  
  
The share warrants may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (Eighteen) months. The equity shares so allotted pursuant to exercise of share warrants shall rank pari passu with the existing equity shares of the Company.  
  
As on September 30, 2024, the Company was awaiting in-principle approval from stock exchanges for allotment of warrants. Subsequently, the Company had received the in-principle approval from the stock exchanges on October 18, 2024 following which the allotment of Share Warrants was completed on October 24, 2024.
- 5 All debentures are secured by an exclusive first charge on book debts and certain debentures by pari passu charge on immovable property with security cover ranging from 1.00 to 1.25 times of outstanding amount at any point in time. The security cover over listed non-convertible debentures as of September 30, 2024 is 1.17 times.
- 6 Disclosures in compliance with Regulation 52(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the six months ended September 30, 2024 is attached as Annexure-I.
- 7 The Company is primarily in the business of financing and accordingly there are no separate reportable segments in accordance with Ind AS 108 on "Operating Segments" in respect of the Company. The Company operates in a single geographical segment i.e India.
- 8 Disclosures pursuant to RBI Notification - RBI/OOR/2021-22/86 OOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021 (as amended from time to time):
  - a. The Company has not transferred or acquired any loan not in default during the period ended September 30, 2024
  - b. The Company has not transferred or acquired any stressed loan during the period ended September 30, 2024.





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**Notes:**

- 9 Disclosure as per format prescribed under notification RBI/2020-21/16 DOR No BP BC/3/21.04 048/2020-21 (as amended from time to time) dated August 06, 2020 and RBI/2021-22/31/DOR.STR.REC.11/21.04.048/2021-22 dated May 5, 2021(as amended from time to time) for the six months ended September 30, 2024 (borrowers who has been provided restructuring under RBI Resolution Framework – 2.0):

Type of borrower**	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half year	Of (A) amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year
Personal Loans	1,375.10	75.32	-	144.70	1,155.08
Corporate persons*	-	-	-	-	-
Of which MSMEs	-	-	-	-	-
Others	2,425.91	149.94	-	211.21	2,064.76
<b>Total</b>	<b>3,801.01</b>	<b>225.25</b>	<b>-</b>	<b>355.91</b>	<b>3,219.84</b>

\*As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016.

\*\* Classification of borrowers is based on the data available with the Company. Above loans are secured wholly by mortgage of property.

- 10 The unaudited financial results are also available on the stock exchange websites [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the Company's website <https://fivestargroup.in/>.
- 11 The Company does not have any subsidiary, associate or joint venture as on September 30, 2024.
- 12 The previous year's / period's figures have been regrouped/ reclassified wherever necessary, to correspond with the current period classification or disclosure.

Place: Chennai  
Date: October 29, 2024



For and on behalf of the Board of Directors of  
Five-Star Business Finance Limited

*D Lakshmi*  
D Lakshmi  
Chairman and Managing Director  
DIN: 01723269

**Five-Star Business Finance Limited**

Registered Office: New No. 27, Old No. 4, Taylor's Road, Kilpauk, Chennai - 600 010

CIN: L65991TN1984PLC010844

(All amounts are in Indian Rupee in lakhs, unless otherwise stated)

**Annexure-I****Disclosures in compliance with Regulation 52(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time) for the six months ended September 30, 2024**

Particulars	As at September 30, 2024	As at March 31, 2024
1. Debt-equity ratio (Debt securities+Borrowings (Other than debt securities)) / net worth i.e. (Equity share capital + Other equity)	1.20	1.22
2. Total debts to total assets (Debt securities and Borrowings (Other than debt securities) / Total Assets)	0.54	0.54
3. Net worth (Equity share capital + Other equity)	5,72,328.27	5,19,615.47
4. Gross stage 3 assets ratio (Gross stage 3 term loans / Gross term loans. Gross stage 3 term loans are loans that are credit impaired as per Ind AS-109)	1.47%	1.38%
5. Net stage 3 assets ratio (Gross stage 3 term loans - Impairment loss allowance for stage 3 term loans) / (Gross term loans- Impairment allowance for stage 3 term loans)	0.71%	0.63%
6. Liquidity coverage ratio (LCR)-(High-Quality Liquid Assets (HQLAs) / Total net cash outflows over the next 30 calendar days)	255%	316%
7. Capital to risk weighted assets ratio (CRAR)	48.73%	50.50%
8. Outstanding redeemable preference shares	Nil	Nil
Particulars	Six months ended September 30, 2024	Six months ended September 30, 2023
9. Net profit margin (%) (Profit after tax for the period / Total income)	37.78%	38.08%
10. Net profit after tax	51,950.70	38,309.81
11. Earnings per equity share		
a. Basic (in Indian Rupees)	17.76	13.15
b. Diluted (in Indian Rupees)	17.60	13.01

Note: Other ratios / disclosures such as debt service coverage ratio, interest service coverage ratio, outstanding redeemable preference shares (quantity and value), current ratio, capital redemption reserve, debenture redemption reserve, long term debt to working capital, bad debts to account receivable ratio, current liability ratio, debtors turnover, inventory turnover and operating margin (%) are not applicable / relevant to the Company and hence not disclosed.



Five-Star Business Finance Limited

Disclosure of Related Party transaction for the Half Year ended September 30 2024

Additional disclosure of related party transactions - applicable only in case the related party transaction relates to loans, intercorporate deposits, advances or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken.

SLNo	Details of the party (listed entity/subsidiary) entering into the Transaction	Details of the counterparty		Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period (Rs in Lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments				
	Name	Name	Relationship of the counterparty with the listed entity or its subsidiary				Opening Balance (Rs Lakhs)	Closing Balance (Rs Lakhs)	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ intercorporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ Unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end usage)
1	Five-Star Business Finance Limited	Lakshmi pathy Deenadayalan	Chairman and Managing Director	Short Term Employee Benefits	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	517.07	220.59	238.95								
				Post employment benefit		0.11	-	-								
2	Five-Star Business Finance Limited	Rangarajan Krishnan	Joint Managing Director and Chief Executive Officer*	Short Term Employee Benefits	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	186.58	67.88	88.51								
				Post employment benefit		0.11	-	-								
				Share Based Payment		255.83	-	-								
3	Five-Star Business Finance Limited	Srikanth Gopalakrishnan	Joint Managing Director and Chief Financial Officer*	Short Term Employee Benefits	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	106.45	24.97	49.84								
				Post employment benefit		0.11	-	-								
				Share Based Payment		218.25	-	-								
4	Five-Star Business Finance Limited	Shalini Baskaran	Company Secretary	Short Term Employee Benefits	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	18.64	1.80	-								
				Post employment benefit		0.11	-	2.18								
				Share Based Payment		8.13	-	-								
				Amount received towards exercise of shares under ESOP		7.79	-	-								
5	Five-Star Business Finance Limited	Anand Raghavan	Independent Director	Director Commission	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	3.75	6.75	3.75								
				Director Sitting Fee		5.20	-	-								
6	Five-Star Business Finance Limited	Bhama Krishnamurthy	Independent Director	Director Commission	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	3.75	6.75	3.75								
				Director Sitting Fee		5.20	-	-								
7	Five-Star Business Finance Limited	Thirulokchand Vasan	Non Executive Director	Director Commission	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	3.75	6.75	3.75								
				Director Sitting Fee		1.80	-	-								
8	Five-Star Business Finance Limited	T T Srinivasaraghavan	Independent Director	Director Commission	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	3.75	6.75	3.75								
				Director Sitting Fee		3.80	-	-								
9	Five-Star Business Finance Limited	Ramkumar Ramamoorthy	Independent Director	Director Commission	As approved by the NRC, Audit Committee and Board in accordance with the provisions of Companies Act, 2013	3.75	6.75	3.75								
				Director Sitting Fee		4.00	-	-								
10	Five-Star Business Finance Limited	Five-Star Business Finance Limited Employees Gratuity Fund	Trust Controlled by the Entity	Payment towards gratuity fund	As approved by the Audit Committee and Board in accordance with the provisions of Companies Act, 2013	1,457.54	-	-								
				Settlements from gratuity fund		97.59	-	-								

\* Appointed as Joint Managing Director with effect from August 17, 2024.

for Five-Star Business Finance Limited

D Lakshmi pathy  
Chairman and Managing Director



Place: Chennai

Date: October 29, 2024

**Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of all Covenants in respect of Listed Non-Convertible Debentures of the Company as at and for the six months ended September 30, 2024.**

To  
The Board of Directors  
Five-Star Business Finance Limited  
New No. 27, Old. No. 4,  
Taylor's Road,  
Kilpauk,  
Chennai - 600010

1. This certificate is issued in accordance with the terms of our engagement letter dated October 14, 2024.
2. We, Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors of **Five-Star Business Finance Limited** (the "Company"), have been requested by the Management of the Company to certify "Security cover as per the terms of Information Memorandum and Debenture Trust Deed, compliance with covenants and book value of assets for secured, listed non-convertible security as at September 30, 2024" (hereinafter referred together as the "Statement").

The Statement is prepared by the Company from the unaudited books of account and other relevant records and documents maintained by the Company as at and for the six months ended September 30, 2024 pursuant to requirements of Master Circular No. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as the "SEBI Regulations"), as amended, for the purpose of submission to Catalyst Trusteeship Limited, Debenture Trustee of the above mentioned Listed Non-Convertible Debentures (hereinafter referred to as the "Debenture Trustee").

**Management's Responsibility**

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in Debenture Trust Deed.

# Deloitte Haskins & Sells

## Auditor's Responsibility

5. Pursuant to the requirements of SEBI Regulations, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of all Covenants in respect of Listed Non-Convertible Debentures of the Company as at and for the six months ended September 30, 2024 are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company as at and for the six months ended September 30, 2024. This did not include the evaluation of adherence by the Company with all the applicable guidelines of the SEBI Regulations.
6. The engagement involves performing procedures to obtain sufficient and appropriate evidence to provide limited assurance on the Statement. The procedures performed for limited assurance vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Accordingly, we have performed the following procedures in relation to the Statement:

- a) Obtained the Statement from the management.
  - b) Reviewed the information contained in the Statement are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company as at and for the six months ended September 30, 2024.
  - c) Reviewed the arithmetical accuracy of the information included in the Statement.
  - d) Reviewed the terms of the Debenture Trust Deed.
  - e) Reviewed the list of covenants and management compliance / communications to the Debenture Trustee and Debenture Holders.
  - f) Made necessary inquiries with the management and obtained relevant representations in respect of matters relating to the Statement.
7. The unaudited financial results for the as at and for the six months ended September 30, 2024, have been reviewed by us, on which we have issued unmodified conclusion vide our report dated October 29, 2024. Our review of the unaudited financial results was conducted in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI).
  8. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
  9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

# Deloitte Haskins & Sells

## Conclusion

10. Based on the procedures performed as referred to in paragraph 6 above and according to the information and explanations and representation provided to us by the Management of the Company and subject to the notes stated in the Statement, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and information contained in the Statement of Compliance Status of all Covenants are not in agreement with the unaudited books of account and other relevant records and documents maintained by the Company as at and for the six months ended September 30, 2024.

## Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of onward submission to the Debenture Trustee and Securities and Exchange Board of India and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 008072S)

Subramaniam  
Govindarajapura  
m Krishnamurthy

Digitally signed by Subramaniam  
Govindarajapuram Krishnamurthy  
Date: 2024.10.29 11:05:02 +05'30'

**G. K. Subramaniam**  
Partner  
Membership No. 109839  
UDIN: 24109839BKFTMV2011

Place: Mumbai  
Date: October 29, 2024

**Security cover as per the terms of Information Memorandum and Debenture Trust Deed, compliance with covenants and book value of assets for secured, listed non-convertible security as at September 30, 2024**

(in Lakhs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H) #	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets viii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value (=K+L+M+ N)
		Book Value	Book Value	Yes/No	Book Value	Book Value						Relating to Column F		
<b>ASSETS</b>														
Property, Plant and Equipment		-	-	No	-	-	2,203.59		2,203.59	-	-	-	-	-
Capital Work-in- Progress		-	-	No	-	-	-		-	-	-	-	-	-
Right of Use Assets		-	-	No	-	-	4,175.20		4,175.20	-	-	-	-	-
Goodwill		-	-	No	-	-	-		-	-	-	-	-	-
Intangible Assets		-	-	No	-	-	845.36		845.36	-	-	-	-	-
Intangible Assets under Development		-	-	No	-	-	-		-	-	-	-	-	-
Investments		-	-	No	-	-	20,525.09		20,525.09	-	-	-	-	-
Loans	Book Debts Receivables (including inter corporate deposits)	93,312.54	6,69,674.71 <sup>^</sup>	No	-	-	3,37,114.27		11,00,101.52	-	93,312.54 <sup>###</sup>	-	-	93,312.54
Inventories		-	-	No	-	-	-		-	-	-	-	-	-
Trade Receivables		-	-	No	-	-	-		-	-	-	-	-	-
Cash and Cash Equivalents		-	-	No	-	-	1,21,150.39		1,21,150.39	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents	Lien Marked FD	-	7,183.95	No	-	-	4,761.39		11,945.34	-	-	-	-	-
Others	Other secured debt : Other financial assets	-	5,975.12	No	-	-	15,072.84		21,047.96	-	-	-	-	-
<b>Total</b>		<b>93,312.54</b>	<b>6,82,833.78</b>				<b>5,05,848.13</b>		<b>12,81,994.45</b>		<b>93,312.54</b>			<b>93,312.54</b>
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains	Secured Non-Convertible Debentures	79,664.78	-	No	-	-	0.00		79,664.78	-	-	-	-	-
Other debt sharing pari-passu charge with above debt		-	-	No	-	-	-		-	-	-	-	-	-
Other Debt		-	-	No	-	-	-		-	-	-	-	-	-
Subordinated debt		-	-	No	-	-	-		-	-	-	-	-	-
Borrowings		-	68,421.38	No	-	-	-		68,421.38	-	-	-	-	-
Bank		-	4,09,583.14	No	-	-	-		4,09,583.14	-	-	-	-	-
Debt Securities		-	-	No	-	-	-		-	-	-	-	-	-
Others ##		-	1,21,943.10	No	-	-	8,340.44		1,30,283.54	-	-	-	-	-
Trade payables		-	-	No	-	-	2,693.85		2,693.85	-	-	-	-	-
Lease Liabilities		-	-	No	-	-	4,373.45		4,373.45	-	-	-	-	-
Provisions		-	-	No	-	-	3,346.61		3,346.61	-	-	-	-	-
Others		-	-	No	-	-	11,299.43		11,299.43	-	-	-	-	-
<b>Total</b>		<b>79,664.78</b>	<b>5,99,947.62</b>				<b>30,053.78</b>		<b>7,09,666.18</b>					
<b>Cover on Book Value *</b>			<b>1.17</b>											
<b>Cover on Market Value</b>														
		<b>Exclusive Security Cover Ratio</b>	<b>1.17</b>		<b>Pari-Passu Security Cover Ratio</b>									

\* The Security Cover Ratio pertains only to listed secured debt. Disclosure in the statement is cumulative for all the listed secured debt of the Company.

# Represents carrying value as per books of account underlying the Financial Statements of the Company as at and for the period ended September 30, 2024.

## Others include Securitisation borrowings as at September 30, 2024.

### The Company carries the receivables at Amortised cost. Market value is not ascertained at every period end, and hence for the purpose of disclosure in this Statement, the carrying value of these receivables have been disclosed in Column L.

<sup>^</sup>Excludes interest accrued on inter corporate deposits.

The Management of the Company, confirms that the Company has complied with all the covenants as prescribed in the Debenture Trust Deed, as at September 30, 2024 as mentioned in Annexure I of the Statement.

for Five-Star Business Finance Limited

D Lakshmi pathy  
Chairman and Managing Director

Place: Chennai  
Date: October 29, 2024



**Annexure - I**

Statement on compliance status of all covenants as at September 30, 2024

Series	ISIN	Facility	Date of Debenture Trust Deed	Face Value (in Rupees)	DTD reference for financial covenants as per Debenture Trust Deed	Compliance with Covenants	If No, Reason for Non-compliance
NCD-Vivriti Samrath Bond	INE128S07424	Non-Convertible Debenture	13-May-20	5.0	Clause 9.4	Complied	Not applicable
9.20% NCD Five-Star 2026	INE128S07580	Non-Convertible Debenture	23-Feb-23	1,00,000	Schedule IX	Complied	Not applicable
9.10% FSBFL Dec 2026	INE128S07598	Non-Convertible Debenture	12-Jun-23	1,00,000	Schedule IX	Complied	Not applicable
9.50% FSBFL Dec 2026	INE128S07606	Non-Convertible Debenture	12-Dec-23	1,00,000	Schedule IX	Complied	Not applicable
9.40% FSBFL April 2028	INE128S07614	Non-Convertible Debenture	16-Apr-24	1,00,000	Para 10 - Schedule VI - Section A	Complied	Not applicable







**Business Finance Limited**

Date: October 29, 2024

To,

**BSE Limited**

Listing department,  
First floor, PJ Towers,  
Dalal Street, Fort Mumbai - 400 001

**Sub: Statement under Regulation 52(7) and 52(7A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 during the quarter ended September 30, 2024**

**Ref: Scrip code: 543663**

Dear Sir/Madam,

Pursuant to Regulation 52(7) and 52(7A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company hereby confirms that there were no deviations in use of proceeds of issue of Non-Convertible Debt Securities from the objects as stated in the respective offer documents during the quarter ended September 30, 2024, and submits the statement indicating the utilization of issue proceeds of non-convertible securities during the quarter ended September 30, 2024:

**A) Statement of utilization of issue proceeds**

<i>Name of Issuer</i>	<i>ISIN</i>	<i>Mode of Fund Raising (Public issues/Private placement)</i>	<i>Type of Instrument</i>	<i>Date of raising funds</i>	<i>Amount raised</i>	<i>Funds utilized</i>	<i>Any Deviation (Yes/No)</i>	<i>If 8 is Yes, then specify the purpose of for which the funds were utilized</i>	<i>Remarks</i>
1	2	3	4	5	6	7	8	9	10
Five-Star Business Finance Limited	INE128S07614	Private Placement	Non-Convertible Debentures	22-04-2024	INR 500 Crores	Yes	No	NA	NA

**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

**B) Statement of Deviation/Variation in use of proceeds: ISIN INE128S07614**

Name of Listed entity	Five-Star Business Finance Limited					
Mode of Fund Raising	Private Placement					
Type of Instrument	Non-Convertible Debentures					
Date of Raising Funds	April 22, 2024					
Amount Raised (in Rs. Crores)	500.00					
Report filed for Quarter ended	September 30, 2024					
Is there a Deviation / Variation in use of funds raised	No					
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	Not Applicable					
If Yes, Details of Approval	Not Applicable					
If Yes, Date of Approval	Not Applicable					
Explanation for the Deviation / Variation	Not Applicable					
Comments of the Audit Committee after review	None					
Comments of the auditors, if any	None					
<b>Objects for which funds have been raised and where there has been a deviation, in the following table</b>						
Original Object	Modified Object, if any	Original Allocation	Modified Allocation, if any	Funds Utilised	Amount of Deviation / Variation for the quarter according to applicable object (INR cores and in %)	Remarks , if any
Not Applicable						

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.  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

**Five-Star Business Finance Limited**

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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