

CORPORATE GOVERNANCE REPORT

for quarter ended **March 31, 2025**

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	Quarterly
Date of Quarter ending	31-03-2025
Type of Company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024, related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024, related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024, related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No
Reason For Part C Of Annexure I Disclosure Of Acquisition Of Shares Or Voting Rights In Unlisted Companies Is Not Applicable To The Entity	Not Applicable
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024, related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No
Reason For Part D Of Annexure I Disclosure Of Imposition Of Fine Or Penalty Is Not Applicable To The Entity	Not Applicable
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024, related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No
Reason For Part E Of Annexure I Disclosure Of Updates To Ongoing Tax Litigations Or Disputes Is Not Applicable To The Entity	Not Applicable
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024, related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No
Reason For Part F Of Annexure I Disclosure Of Loans Or Guarantees Or Comfort Letters Or Securities Etc Is Not Applicable To The Entity	Not Applicable
Risk management committee	Yes
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

ANNEXURE - I														
Annexure - I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
S r	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		273.10	1	0	1	0	
2	Anand Raghavan	AACPA1877D	00243485	Non-Executive - Independent Director	04-06-1961	28-07-2016	28-07-2021		104.03	3	3	4	4	
3	Bhama Krishnamurthy	AAPPK0269A	02196839	Non-Executive - Independent Director	19-12-1954	12-04-2016	12-04-2021		107.19	5	5	7	0	
4	Srinivasaraghavan Thiruvallur Thattai	AAGPS0089M	00018247	Non-Executive - Independent Director	19-01-1955	25-08-2021	25-08-2021		44.06	3	2	2	0	
5	Ramkumar Ramamoorthy	ADMPR7913E	07936844	Non-Executive - Independent Director	22-11-1967	08-06-2022	02-09-2022		33.32	2	2	2	1	
6	Thirulokchand Vasan	ADVPT9462H	07679930	Non-Executive - Non Independent Director	25-01-1976	15-12-2016			99.16	1	0	1	0	
6	Rangarajan Krishnan	AKNPK6425E	07289972	Executive Director	16-08-1979	17-08-2024			7.14	1	0	0	0	
7	Srikanth Gopalakrishnan	ATFPS3603M	10636810	Executive Director	31-10-1979	17-08-2024			7.14	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	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	25-03-2015		
3	07679930	Thirulokchand Vasan	Non-Executive – Non-Independent Director	Member	21-10-2022		

### 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	26-04-2017		
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	24-12-2024			Yes	8	8	4
2	31-01-2025	55		Yes	8	8	4
3	17-03-2025	37		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	28-10-2024				Yes	3	3	3	0
2	Audit Committee	30-01-2025	93			Yes	3	3	3	0
3	Stakeholders Relationship Committee	25-03-2025				Yes	3	3	1	0
4	Risk Management Committee	25-01-2025				Yes	5	5	4	0

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

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		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
<b>Sr.No.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr.No.	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
1.3	Brief profile of board of directors including directorship and full time positions in body corporates	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
8	Policy for determining ‘material’ subsidiaries	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
11	Email address for grievance redressal and other relevant details	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
12	Financial Results	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
13	Shareholding Pattern	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
16	New name and the old name of the listed entity	NA		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
20	Secretarial Compliance Report	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
22	Disclosure of contact details of KMP who are authorized for the purpose	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>

	of determining materiality as required under regulation 30(5)			
23	Disclosures under regulation 30(8)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	Yes		<a href="https://fivestargroup.in/investors/">https://fivestargroup.in/investors/</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19 (2A)	Yes	

20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1),20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	



Annexure II		
III. Affirmations		
Sr.No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below <span style="color: red;">The Figure should be mentioned in Actual INR only</span>			
(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			Add Notes
II. Affirmations			
Affirmations		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			Add Notes
Name			
Designation			
Place			
Date			

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0