

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

**DRAFT**

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L65991TN1984PLC010844

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACF0419M

(ii) (a) Name of the company: FIVE-STAR BUSINESS FINANCE LIMITED

(a) Registered office address

New No. 27, Old No. 4, Taylor's Road, Kilpauk, NA  
Chennai  
Chennai  
Tamil Nadu  
600010  
India

(b) \*e-mail ID of the company

SECRETARY@FIVESTARGROUP.

(c) \*Telephone number with STD code

04446106200

(d) Website

<https://fivestargroup.in/>

(iii) Date of Incorporation

07/05/1984

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s) ☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	Bombay Stock Exchange Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

01/04/2024

31/03/2025

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☐ No

(a) If yes, date of AGM

09/09/2025

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	550,000,000	29,44,27,100	29,44,27,100	29,44,27,100
Total amount of equity shares (in Rupees)	550,000,000	29,44,27,100	29,44,27,100	29,44,27,100

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	550,000,000	29,44,27,100	29,44,27,100	29,44,27,100
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	550,000,000	29,44,27,100	29,44,27,100	29,44,27,100

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

<b>At the beginning of the year</b>	671,600	291,777,620	292,449,220	292,449,220	292,449,220	
<b>Increase during the year</b>	0					0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	19,77,880	19,77,880	19,77,880	19,77,880	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Demat	0	1,21,399	1,21,399	1,21,399	1,21,399	0
<b>Decrease during the year</b>	1,21,399	0	1,21,399	1,21,399	1,21,399	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Demat	1,21,399	0	1,21,399	1,21,399	1,21,399	
<b>At the end of the year</b>	5,50,201	29,38,76,899	29,44,27,100	29,44,27,100	29,44,27,100	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE128S01021

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; padding: 2px;">13/09/2024</div>
Date of registration of transfer (Date Month Year) <div style="border: 1px solid black; width: 400px; height: 25px; margin-top: 5px;"></div>	
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 30px; display: inline-block; margin-bottom: 5px;"></div> <div>1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock</div>

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
----------------------------	--

Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,50,75,400	INR 10 & INR 1,00,000	7,57,75,00,000

Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

<b>Total</b>	1,50,75,400	INR 10 & INR 1,00,000	7,57,75,00,000
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#### Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	2,91,50,00,000	5,00,00,00,000	33,75,00,000	7,57,75,00,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

#### (v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
0	0	0	0	0	0
<b>Total</b>					

### V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

#### (i) Turnover

2866,02,39,000

#### (ii) Net worth of the Company

6304,60,67,000

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,18,57,930	17.61	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	

	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8536605	2.90	0	
10.	Others	0	0	0	
	<b>Total</b>	6,03,94,535	20.51	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,52,36,939	8.57	0	
	(ii) Non-resident Indian (NRI)	17,68,712	0.60	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	32,14,476	1.09	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	17,29,85,961	58.75	0	



7.	Mutual funds	1,66,21,358	5.65	0	
.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6468104	2.20	0	
10.	Others (AIF, IEPF, HUF, Trust Clearing members)	7737015	2.63	0	
	<b>Total</b>	23,40,32,565	79.49%	0	0

**Total number of shareholders (other than promoters)**

76895

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

76899

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS** (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	50,401	76,895
Debenture holders	3373	101

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	10.49	0
<b>B. Non-Promoter</b>	0	7	0	7	0	0
(i) Non-Independent	0	3	0	3	1.63	0
(ii) Independent	0	4	0	4	0	0

<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	12.12%	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B)(i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Lakshmipathy Deenadayalan	01723269	Chairman & Managing Director	30,767,330	
Bhama Krishnamurthy	02196839	Independent Director	-	
Anand Raghavan	00243485	Independent Director	-	
TT Srinivasaraghavan	00018247	Independent Director	-	
Ramkumar Ramamoorthy	07936844	Independent Director	-	
Thirulokchand Vasan	07679930	Non-Executive Director	-	
Srikanth Gopalakrishnan	10636810	Joint Managing Director & CFO - Executive Director	1,222,689	
Rangarajan Krishnan	07289972	Joint Managing Director & CFO - Executive Director	35,87,775	14-08-2025
Vigneshkumar S M	APHPV2992Q	Company Secretary & Compliance Officer		

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Vikram Vaidyanathan	06764019	Non-Executive Director	30-04-2024	Cessation

G V Ravishankar	02604007	Non-Executive Director	30-04-2024	Cessation
Srikanth Gopalakrishnan	10636810	Additional Director -JMD	17-08-2025	Appointment
Rangarajan Krishnan	07289972	Additional Director -JMD	17-08-2025	Appointment
Srikanth Gopalakrishnan	10636810	Joint Managing Director	13-09-2024	Appointment
Rangarajan Krishnan	07289972	Joint Managing Director	13-09-2024	Appointment
Shalini Baskaran	ICBPS1358N	Company Secretary & Compliance Officer	26-02-2025	Cessation
Vigneshkumar S M	APHPV2992Q	Company Secretary & Compliance Officer	27-02-2025	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	13/09/2024	54701	31	21.27%

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30-04-2024	8	6	75%
2	31-07-2024	6	6	100%
3	17-08-2024	8	8	100%
4	29-10-2024	8	8	100%
5	24-12-2024	8	8	100%
6	31-01-2025	8	8	100%
7	17-03-2025	8	8	100%

### C. COMMITTEE MEETINGS

Number of meetings held

39

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29-04-2024	3	2	75
2	Audit Committee	30-07-2024	3	3	100
3	Audit Committee	17-08-2024	3	3	100
4	Audit Committee	28-10-2024	3	3	100
5	Audit Committee	30-01-2025	3	3	100
6	Nomination and Remuneration Committee	29-04-2024	3	2	75
7	Nomination and Remuneration Committee	17-08-2024	3	3	100
8	Nomination and Remuneration Committee	24-12-2024	3	3	100
9	CSR Committee	29-04-2024	3	3	100
10	CSR Committee	20-09-2024	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	13/09/2024
								(Y/N/NA)
1	Lakshmipathy Deenadayalan	7	7	100%	29	26	90%	Yes
2	Bhama Krishnamurthy	7	7	100%	14	14	100%	Yes
3	Anand Raghavan	7	7	100%	14	14	100%	Yes
4	TT Srinivasaraghavan	7	7	100%	9	9	100%	Yes
5	Ramkumar Ramamoorthy	7	7	100%	11	11	100%	Yes
6	Thirulokchand Vasan	7	7	100%	17	17	100%	Yes

7	Srikanth Gopalakrishnan	5	5	100%	15	15	100%	Yes
8	Rangarajan Krishnan	5	5	100%	5	5	100%	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEENADAYALAN	Managing Director	6,23,99,733.00	4,13,28,117.00	-	-	10,37,27,850.00
	Total		6,23,99,733.00	4,13,28,117.00			10,37,27,850.00

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rangarajan K	JMD & CEO	2,32,68,181.00	1,48,99,884.00	5,86,49,597.84	-	9,68,17,662.84
2	Srikanth G	JMD & CFO	1,32,98,299.00	84,91,716.00	3,99,25,041.35	-	6,17,15,056.35
3	Shalini B	CS	44,91,403.00	-	-3,91,089.39	-	41,00,313.61
4	Vigneshkumar SM	CS	1,62,285.71		1,800	-	1,64,085.71
	Total		41220168.71	23391600	98185349.8		162633032.8

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R Anand	Independent Director	9,40,000	12,00,000	0	0	21,40,000
2	Bhama Krishnamurthy	Independent Director	9,40,000	12,00,000	0	0	21,40,000
3	T T Srinivasaraghavan	Independent Director	7,60,000	12,00,000	0	0	19,60,000
4	Ramkumar Ramamoorthy	Independent Director	8,20,000	12,00,000	0	0	20,20,000
5	V Thirulokchand	Non-Executive Director	4,40,000	12,00,000	0	0	16,40,000
	Total		3900000	60,00,000	0	0	99,00,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S Sandeep

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5987

### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

4

dated

25/02/2025

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**