

**FIVE-STAR BUSINESS FINANCE LIMITED**

CIN: L65991TN1984PLC010844

New No. 27, Old no 4, Taylors' road, Kilpauk, Chennai 600 010

E-mail: [secretary@fivestargroup.in](mailto:secretary@fivestargroup.in) Website: [www.fivestargroup.com](http://www.fivestargroup.com)**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulation, 2021  
as on March 31, 2025****A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time:**

Please refer the paragraph on Share-based payments disclosed in note no 3.13 forming part of the audited financial statements of the Company for the year ended March 31, 2025.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:**

Diluted EPS for the Financial Statements for the Financial Year ended March 31, 2025, is Rs. 36.50.

**C. Details related to Employee Stock Option Scheme (ESOS):****i) Description of ESOS that existed at any time during the year:**

Particulars	Five Star Associate Stock Option Scheme, 2015 (ASOP 2015)	Five Star Associate Stock Option Scheme, 2018 (ASOP 2018)	Five Star Associate Stock Option Scheme, 2018 (ASOP 2023)
<b>Date of shareholders' approval</b>	April 12, 2016	March 26, 2018	September 16, 2023
<b>Total number of options approved under ESOS</b>	The maximum number of options that may be granted pursuant to Five Star Associate Stock Option Scheme, 2015 shall not exceed 56,30,000 equity shares of face value INR 1 each.	The maximum number of options that may be granted pursuant to Five Star Associate Stock Option Scheme, 2018 shall not exceed 50,00,000 equity shares of face value INR 1 each.	The maximum number of options that may be granted pursuant to Five Star Associate Stock Option Scheme, 2023 shall not exceed 30,00,000 equity shares of face value INR 1 each.
<b>Vesting requirements</b>	The Options shall vest not less than one year from the Date of Grant or not later than 5 years from the Date of Grant, as may be determined by the Nomination & Remuneration Committee.		The Options shall vest not less than 3 (three) years from the Date of Grant and not later than 5 (five) years from the Date of Grant, as may be determined by Nomination & Remuneration Committee
<b>Exercise price or pricing formula</b>	The Exercise Price per Option shall be such price not being less than the face value, as may be determined by the Nomination & Remuneration Committee and the Exercise Price shall be in compliance with the accounting standards specified under the SEBI SBEB & SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time. The Exercise Period shall commence from the date of Vesting and expire not later than 60 (Sixty) calendar months from the relevant Vesting date.		The Exercise Price per Option shall be latest available closing price on the recognized stock exchange (having the higher trading volume, if listed on more than one recognized stock exchange) on the date immediately prior to the date of Grant and included in the Grant Letter and the Exercise Price shall be in

		<p>compliance with the accounting standards specified under Regulation 15 of the SEBI SBEB &amp; SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time</p> <p>The Exercise Period shall commence from the date of Vesting and expire not later than 3 (three) years from the relevant Vesting date as included in the Grant Letter, or such other shorter time period as may be determined by the Nomination &amp; remuneration Committee.</p>	
<b>Maximum term of options granted</b>	<p>The tenure of the Scheme was for a maximum of 5 years from the date of the Scheme coming into force. The tenure of the Scheme has been extended by the Board of Directors at their meeting held on September 8, 2021 and the shareholders at the Extra- Ordinary General Meeting held on the October 8, 2021, till the time the Options granted under the Scheme have been either exercised or have lapsed. Further, the Board of Directors shall have the power to pre close the Scheme at it may deem fit.</p>	<p>The tenure of the Scheme was for a maximum of 5 years from the date of the Scheme coming into force. The tenure of the Scheme has been extended by the Board of Directors at their meeting held on February 25, 2023, for a further period not exceeding five years Further, the Board of Directors shall have the power to pre close the Scheme at it may deem fit.</p>	<p>The tenure of the Scheme shall be a maximum of 10 years from the date of the Scheme coming into force, or till such time the Options granted under the Scheme have been either exercised or have lapsed, as the board of directors may decide from time to time. Further, the Board of Directors shall have the power to pre close the Scheme as it may deem fit in accordance with this Scheme.</p>

<b>Source of shares (primary, secondary or combination)</b>	Primary
<b>Variation in terms of options</b>	Nil

**ii) Method used to account for ESOPS - Intrinsic or fair value.**

Fair value method determined based on Black-Scholes model.

**iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.**

Not Applicable

iv) Option movement during the year for each ESOS:

Particulars	ASOP 2015	ASOP 2018	ASOP 2023
Number of options outstanding at the beginning of the period	1,03,770	28,95,460	0
Number of options granted during the year	NA	NA	25,25,000
Number of options forfeited / lapsed during the year	3,180	14,710	1,50,000
Number of options vested during the year	6,366	13,18,900	-
Number of options exercised during the year	4,060	19,73,820	-
Number of shares arising as a result of exercise of options	4,060	19,73,820	-
Money realized by exercise of options (INR), if scheme is implemented directly by the company	2,89,626	13,17,30,579	-
Loan repaid by the Trust during the year from exercise price received	NA	NA	NA
Number of options outstanding at the end of the year	96,530	9,06,930	23,75,000
Number of options exercisable at the end of the year	80,612	614,790	-

v) Weighted Average Exercise Price per option

Particulars	ASOP 2015	ASOP 2018	ASOP 2023
Weighted average exercise price per option	INR 74.41	INR 72.22	INR 710.75

vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

Particulars	ASOP 2015			
	Name of the Employee	Designation	No. of options granted	Exercise Price
Senior/Key Management Personnel	Nil	NA	Nil	NA
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	NA	Nil	NA
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	NA	Nil	NA

Particulars	ASOP 2018			
	Name of the Employee	Designation	No. of options granted	Exercise Price
Senior/Key Management Personnel	Nil	NA	Nil	NA
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	NA	Nil	NA
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	NA	Nil	NA

<i>Particulars</i>	<i>ASOP 2023</i>			
	<i>Name of the Employee</i>	<i>Designation</i>	<i>No. of options granted</i>	<i>Exercise Price (INR)</i>
Senior/Key Management Personnel	Rangarajan K	Joint Managing Director & Chief Executive Officer	800,000	710.75
	Srikanth G	Joint Managing Director & Chief Financial Officer	400,000	710.75
	Shalini B	Company Secretary	75,000	710.75
	Arunkumar K	Sr. Head –Accounts	60,000	710.75
	Sathya Ganesh T	Chief Business Officer	137,500	710.75
	Vishnuram Jagannathan	Chief Operating Officer	137,500	710.75
	Prashanth S	Chief Treasury Officer	100,000	710.75
	Parthasarathy S	Chief Credit Officer	125,000	710.75
	Jayaraman S	Chief Risk Officer	50,000	710.75
	Vanamali Ranganathan	Chief Technology Officer	75,000	710.75
	Naveen Raj R	Chief Audit Officer	75,000	710.75
	Ramesh Kannah	Chief Legal Officer	60,000	710.75
	M Sai Suryanarayana	Chief People Officer	75,000	710.75
	K Sreenivas	Head – Finance	20,000	710.75
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	NA		
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	NA		

**vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

Details are given in Note no 42 of the Financial Statements of the Company for the year ended March 31, 2025.

**Disclosures in respect of grants made in three years prior to IPO under each ESOS**

- (i) Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made:

Details regarding grants made in three years prior to IPO are disclosed above.

**D. Details related to ESPS:** Not Applicable

**E. Details related to SAR:** Not Applicable

**F. Details related to GEBS/RBS:** Not Applicable

**G. Details related to Trust:** Not Applicable