



FIVE-STAR BUSINESS FINANCE LIMITED
*Regd. Office: New No.27, Old No.4, Taylor's Road, Kilpauk,
Chennai – 600010; Phone: 044 4610 6200
CIN: L65991TN1984PLC010844*
Website: www.fivestargroup.in Email ID: secretarial@fivestargroup.in

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014)*

Dear Members,

NOTICE is hereby given that pursuant to Section 108, 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Companies Act, 2013, as amended from time to time read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") read along with other connected circulars issued from time to time in this regard ("MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business as set out hereunder is proposed for approval by the members of Five-Star Business Finance Limited by means of Postal Ballot, by voting through electronic means ("remote e-voting")

Type of resolution	Particulars
Special Resolution	Appointment of Ms Rajeshwari Shankar (DIN:01573029) as a Non-Executive Independent Director for a term of five (5) consecutive years from February 2, 2026 till February 1, 2031
Special Resolution	Re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) as a Non-Executive Independent Director for a second term of five (5) consecutive years from August 25, 2026 till August 24, 2031

In accordance with the provisions of the MCA Circulars, the Company is sending the Postal Ballot Notice ("the Notice or Postal Ballot Notice") only by e-mail to all its members whose name appears on the Register of Members as on Friday, February 13, 2026 (Cut-off date) and whose email addresses have been registered with the Company or depositories / depository participants and the voting on the resolution proposed in the Notice will take place only through the remote e-voting. The Company has made necessary arrangements with KFIN Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Members are requested to follow the due procedure for registering their email address with the Company/RTA in respect of physical holdings and with the depository participants in respect of electronic holdings. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/Depository Participants to enable servicing of documents electronically to their e-mail address.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. Detailed instructions and other information relating to remote e-voting are given as an annexure to this Notice.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolution setting out the material facts is annexed hereto for your consideration.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Friday, February 20, 2026
End of e-voting:	Saturday, March 21, 2026
Cut-off date	Friday, February 13, 2026

The Board of Directors of the Company has appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Managing Partner, S. Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or any Director or the Company Secretary of the Company duly authorised within 2 working days of conclusion of e-voting i.e on or before Tuesday, **March 24, 2026** and will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and will also be displayed on the Company's website at www.fivestargroup.in.

RESOLUTION FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

SPECIAL BUSINESS:

Item No.1: Appointment of Ms. Rajeshwari Shankar (DIN:01573029) as a Non-Executive Independent Director of the Company

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modifications or re-enactments), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, Regulations 16(1)(b), 17(1C), 25, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee after evaluating her skills, experience, and expertise, Ms. Rajeshwari Shankar (DIN: 01573029), who was appointed as an Additional Director, designated as Non-Executive Independent Director pursuant to Section 161(1) of the Act and Articles of Association of the Company with effect from February 2, 2026 and who meets the criteria of independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom a notice under Section 160 of the Act received from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years from February 2, 2026 to February 1, 2031 (both days inclusive)."

"RESOLVED FURTHER THAT Ms. Rajeshwari Shankar (DIN: 01573029) may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meeting of the Board and/or Committees thereof and profit related commission, if any, within the limits prescribed under Section 197 of the Companies Act 2013 and as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.2: Re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) as a Non-Executive Independent Director of the Company

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments for the time being in force), Regulation 16(1)(b), 17(1A), 17(1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and based on the recommendation of the Nomination and Remuneration Committee after evaluating his skills, experience, and expertise, and the approval of the Board of Directors, Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247), whose first term as a Non-Executive Independent Director of the Company commenced on August 25, 2021 and ends on August 24, 2026 and who meets the criteria of independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom a notice under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a second term of five (5) consecutive years from August 25, 2026 to August 24, 2031 (both days inclusive).”

“RESOLVED FURTHER THAT Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meeting of the Board and/or Committees thereof and profit related commission, if any, within the limits prescribed under Section 197 of the Companies Act 2013 and as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT the approval of the members to the re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a Non-Executive Independent Director, notwithstanding his attaining the age of seventy-five years anytime during his term.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For Five-Star Business Finance Limited

**Sd/-
Vigneshkumar SM
Company Secretary & Compliance Officer**

Date: February 19, 2026

Place: Chennai

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with details in terms of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meeting (SS-2), setting out the material facts concerning the resolutions and the reasons thereof is annexed for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as received from the Depositories as on **Friday, February 13, 2026** ("Cut-Off Date"). Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this postal ballot.
3. This Postal Ballot Notice will be also available on the Company's website at www.fivestargroup.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of depositories namely NSDL at www.evoting.nsdl.com and CDSL at www.evoting.cdslindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower-B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana 500 032 at einward.ris@kfintech
5. The business set out in the Notice will be transacted only through remote electronic voting system. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut-off date i.e **Friday, February 13, 2026** will be considered for the purpose of remote e-voting.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on Cut-off date i.e **Friday, February 13, 2026**. A person who is not a member on the said date should treat this notice for information purpose only.
7. Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this postal ballot Notice. Remote e-voting shall commence on **Friday, February 20, 2026, at 9.00 am IST and end on Saturday, March 21, 2026, at 5.00 pm IST**. Members are requested to cast their vote through the remote e-voting process not later than 05:00 p.m. IST on **Saturday, March 21, 2026**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or any Director or the Company Secretary of the Company duly authorised within 2 working days of conclusion of e-voting i.e on or before Tuesday, **March 24, 2026** and will also be displayed on the website of the Company www.fivestargroup.in and in the website of stock exchanges at <https://www.nseindia.com/> and <https://www.bseindia.com/> and on the website of depositories namely NSDL at www.evoting.nsdl.com and CDSL at www.evoting.cdslindia.com.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Saturday, March 21, 2026**. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. All the material documents referred to in the explanatory statement will be available for inspection by Members in accordance with applicable statutory requirement until the last date for receipt of votes through the remote e-voting process i.e **Saturday, March 21, 2026**. Members seeking to inspect such documents can send an email to secretarial@fivestargroup.in .

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item No.1: Appointment of Ms Rajeshwari Shankar (DIN:01573029) as a Non-Executive Independent Director of the Company:

The Nomination and Remuneration Committee (NRC), after assessing the skills, experience, and expertise of Ms. Rajeshwari Shankar and her potential contributions to the Board, and in accordance with the provisions of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, recommended her appointment as a Non-Executive Independent Director of the Company.

Based on the recommendation of NRC, the Board of Directors, at its meeting held on January 28, 2026 approved the appointment of Ms. Rajeshwari Shankar as an Additional Director, designated as Non-Executive Independent Director not liable to retire by rotation. The Board of Directors also approved the term of office of Ms. Rajeshwari Shankar as Non-Executive Independent Director will be for a period of 5 (five) consecutive years from February 2, 2026 till February 1, 2031, subject to the approval of members of the Company.

The Company has received the consent from Ms. Rajeshwari Shankar to act as a Director and has also received all requisite statutory disclosures and declarations from her, including confirmations that she meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, and she is not disqualified from being appointed as a Director under Section 164 of the Act. A notice in writing under Section 160 of the Act has been received from a member signifying the candidature of Ms. Rajeshwari Shankar as Director of the Company.

Further she has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the NRC and Board, Ms. Rajeshwari Shankar fulfils the conditions for appointment as an Independent Director as per the Act and the Listing Regulations and that she is independent of management and possesses the necessary skills, experience, knowledge, and capabilities required for the role. Further Ms. Rajeshwari Shankar is a 'fit and proper person' to hold the said office.

Ms. Rajeshwari Shankar shall be entitled to remuneration by way of sitting fees for attending Board and Committee meetings, reimbursement of expenses for participation in meetings, and profit-related commission, if any, within the limits prescribed under Section 197 of the Act and as may be determined by the Nomination and Remuneration Committee and the Board from time to time.

Brief Profile of Ms. Rajeshwari Shankar

Ms. Rajeshwari Shankar is a Chartered Accountant and a senior audit & governance professional with over three decades of experience in statutory audits, internal audits and corporate governance.

She has served as signing partner for central statutory audits of major public sector banks, public sector undertakings, and listed corporates.

Her experience includes leading audit engagements for corporates and the Reserve Bank of India (Southern Region), executing SEBI-directed inspection assignments, and engaging with regulators, audit committees, and senior management on financial reporting and governance matters.

She brings significant competence in Risk Management alongside a robust understanding of Governance & Board Oversight.

She is currently one of the Senior Partners of M/s. PKF Sridhar & Santhanam LLP, one of the leading firms of Chartered Accountants based in Chennai

Details of Ms. Rajeshwari Shankar, pursuant to (i) the Listing Regulations and (ii) the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure 1 to this Postal Ballot Notice.

In accordance with the provisions of Sections 149, 150, and 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Regulation 17(1C) and Regulation 25(2A) of Listing Regulations, the appointment requires the approval of the Members by means of special resolution. Accordingly, the Board recommends the Item No. 1 set out in the Notice to the shareholders for approval by means of special resolution.

The draft letter of appointment setting out the terms and conditions of her appointment is available on the website of the Company. Further, a copy of the letter of appointment, setting out the terms and conditions of her appointment, is available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day till Saturday, March 21, 2026.

Except Ms. Rajeshwari Shankar or her relatives, being appointee, none of the Directors or Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the resolution. Ms. Rajeshwari Shankar is not related to any other Director or Key Managerial Personnel of the Company.

Item No.2: Re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) as a Non-Executive Independent Director of the Company:

Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) was appointed as a Non-Executive Independent Director of the Company with effect from August 25, 2021 for a term of five (5) consecutive years, ending on August 24, 2026, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder.

Pursuant to section 149 of the Act, an independent director shall be eligible for re-appointment for a second term of upto five consecutive years on passing of a special resolution by the shareholders.

The Nomination and Remuneration Committee and the Board at their meetings held on January 28, 2026, undertook a performance evaluation based on criteria laid in the Appointment, Remuneration and Evaluation Policy and have further reviewed and confirmed that Mr. Srinivasaraghavan Thiruvallur Thattai, fulfils the conditions for re-appointment as an Independent Director under the Act and the Listing Regulations, is independent of management, and possesses the requisite skills, experience, knowledge, and capabilities required for the role. Further Mr. Srinivasaraghavan Thiruvallur Thattai is a 'fit and proper person' to hold the said office.

The Nomination and Remuneration Committee and the Board is of the view that Mr. Srinivasaraghavan Thiruvallur Thattai possesses deep institutional knowledge and extensive leadership experience spanning over 40 years in the financial services sector. His tenure as Managing

Director of Sundaram Finance Limited for 18 years has equipped him with unique insights into strategic growth and regulatory compliance. His active participation as Chairperson of the Risk Management Committee is vital for the Company's risk oversight as a Middle layer NBFC. Given his mental alertness, professional standing and continued significant contribution to board's deliberations, the Board considers his re-appointment to be of immense benefit to the Company, notwithstanding his attainment of the age of 75 years during the proposed second term. Accordingly, the NRC and the Board recommended his re-appointment as a Non-Executive Independent Director for a second term of five (5) consecutive years from August 25, 2026 to August 24, 2031 (both days inclusive) pursuant to provisions of Regulation 17(1A), 17(1C) and other applicable provisions of Listing Regulations.

The Company has received the consent from Mr. Srinivasaraghavan Thiruvallur Thattai to act as a Director and has also received all requisite statutory disclosures and declarations from him, including confirmations that he meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, and that he is not disqualified from being appointed as a Director under Section 164 of the Act. Mr. Srinivasaraghavan Thiruvallur Thattai has also confirmed that, that there is no change in the circumstances which would affect his status as an Independent Director. The Company has received a notice in writing under Section 160 of the Act from a member signifying the candidature of Mr. Srinivasaraghavan Thiruvallur Thattai as Director of the Company.

Further, he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the NRC and Board, Mr. Srinivasaraghavan Thiruvallur fulfils the conditions for appointment as an Independent Director as per the Act and the Listing Regulations and that he is independent of management and possesses the necessary skills, experience, knowledge, and capabilities required for the role.

Mr. Srinivasaraghavan Thiruvallur Thattai shall be entitled to remuneration by way of sitting fees for attending Board and Committee meetings, reimbursement of expenses for participation in meetings, and profit-related commission, if any, within the limits prescribed under Section 197 of the Act and as may be determined by the Nomination and Remuneration Committee and the Board from time to time.

Brief profile of Mr. Srinivasaraghavan Thiruvallur Thattai:

Mr. TT Srinivasaraghavan is a graduate in Commerce and holds a master's in business administration from the Gannon University, Pennsylvania. He is currently on the board of Sundaram Finance Limited, Sundaram Home Finance Limited and few other companies and has extensive experience in the finance, insurance sector.

He is on the Board of the Company since August 25, 2021. He is currently the Chairperson of Risk Management Committee & Customer Service Committee and the member of Audit Committee.

Details of Mr. Srinivasaraghavan Thiruvallur Thattai, pursuant to (i) the Listing Regulations and (ii) the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure 2 of this Postal Ballot Notice.

In accordance with the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and Regulation 17(1A), 17(1C) and 25(2A) and other applicable provisions of Listing Regulations, the Board hereby recommends the re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai as an Non-Executive Independent Director for a second term of five (5) consecutive years from August 25, 2026 to August 24, 2031 (both days inclusive) to the shareholders for approval by way of a Special Resolution.

The approval of the members to the re-appointment of Mr. Srinivasaraghavan Thiruvallur Thattai (DIN: 00018247) in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director, notwithstanding his attaining the age of seventy-five years during his term.

The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day

Except Mr. Srinivasaraghavan Thiruvallur Thattai or his relatives, being appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution. Mr. Srinivasaraghavan Thiruvallur Thattai is not related to any other Director or Key Managerial Personnel of the Company.

For Five-Star Business Finance Limited

**Sd/-
Vigneshkumar SM
Company Secretary & Compliance Officer**

**Date: February 19, 2026
Place: Chennai**

Annexure 1

Name of the Director	Ms. Rajeshwari Shankar
DIN	01573029
Date of Birth and age	25/03/1960 & 65 years
Qualifications	Chartered Accountant
Brief resume and Experience	<p>Ms. Rajeshwari Shankar is a Chartered Accountant and a senior audit & governance professional with over three decades of experience in statutory audits, internal audits and corporate governance.</p> <p>She has served as signing partner for central statutory audits of major public sector banks, public sector undertakings, and listed corporates. Her experience includes leading audit engagements for corporates and the Reserve Bank of India (Southern Region), executing SEBI-directed inspection assignments, and engaging with regulators, audit committees, and senior management on financial reporting and governance matters.</p> <p>She brings significant competence in Risk Management alongside a robust understanding of Governance & Board Oversight.</p> <p>She is currently one of the Senior Partners of M/s. PKF Sridhar & Santhanam LLP, one of the leading firms of Chartered Accountants based in Chennai.</p>
Expertise in specific Functional areas	Ms. Rajeshwari Shankar has expertise in statutory and internal audits, financial reporting, regulatory compliance with RBI and SEBI, and risk management, including credit assessment and impairment provisioning. She brings extensive experience in board and audit committee governance, corporate governance frameworks, and internal controls.
Inter-se relationship with any other directors or KMP of the Company	None
Terms and conditions of appointment	As set out in the resolution. Other terms and conditions of appointment of Ms. Rajeshwari Shankar are the same as applicable to the Independent Directors of the Company, a copy of which is available on the Company's website www.fivestargroup.in
Remuneration sought to be paid	During her term, Ms. Rajeshwari Shankar shall be entitled to remuneration by way of sitting fees for attending Board and Committee meetings, reimbursement of expenses for participation in meetings, and profit-related commission, if any, within the limits prescribed under Section 197 of the Act and as may be determined and Nomination and Remuneration Committee and the Board from time to time
Remuneration last drawn (for financial year 2024-25)	NA
Date of first appointment on the Board	It is proposed to appoint Ms. Rajeshwari Shankar as Independent Director for her first term on the Board and hence, these details are not applicable.
Number of shares held in the Company (including those held as a beneficial owner as on date of Postal Ballot Notice)	Nil
Number of Board Meetings attended during	NA

Directorships of other Boards as on date of Postal Ballot Notice	Sr. No	Company Name	Category & Designation
	1	Sands Hyderabad Properties Private Limited	Non-Executive Director
	2	Chandrasekhara Holdings (Chennai) Private Limited	Non-Executive Director
She is also currently serving as Senior Partner of PKF Sridhar & Santhanam LLP.			
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil		
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Being a Chartered Accountant with over three decades of experience in statutory audits, internal audits, regulatory inspections, and corporate governance, Ms. Rajeshwari Shankar possess the requisite skill, knowledge and experience for the position of Independent Director.		
Listed entities from which the Director has resigned from Directorship in the past three years	Nil		
Pecuniary relationship with Directors / entities / firms where Directors are interested	Nil		

Annexure 2

Information required to be furnished under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Srinivasaraghavan Thiruvallur Thattai
DIN	00018247
Date of Birth & Age	January 19, 1955 & 71 years
Qualifications	B.Com. MBA (Gannon University, Pennsylvania)
Brief resume and Experience	<p>Mr. Srinivasaraghavan Thiruvallur Thattai is a graduate in Commerce and holds a master's in business administration from the Gannon University, Pennsylvania. He is currently on the board of Sundaram Finance Limited, Sundaram Home Finance Limited and few other companies and has extensive experience in the finance, insurance sector.</p> <p>He is on the Board of the Company since August 25, 2021. He is currently the Chairperson of Risk Management Committee & Customer Service Committee and the member of Audit Committee.</p>
Expertise in specific Functional areas	With over 40 years of professional experience, including 18 years as Managing Director of Sundaram Finance Limited, he brings deep expertise in financial services, corporate strategy, leadership, and governance.
Inter-se relationship with any other directors or KMP of the Company	None
Terms and conditions of appointment or re-appointment	As set out in the resolution. Other terms and conditions of appointment of Mr. Srinivasaraghavan Thiruvallur Thattai are the same as applicable to the Independent Directors of the Company, a copy of which is available on the Company's website www.fivestargroup.in
Remuneration sought to be paid	During his term, Mr. Srinivasaraghavan Thiruvallur Thattai shall be entitled to remuneration by way of sitting fees for attending Board and Committee meetings, reimbursement of expenses for participation in meetings, and profit-related commission, if any, within the limits prescribed under Section 197 of the Act and as may be determined and Nomination and Remuneration Committee and the Board from time to time
Remuneration last drawn (for financial year 2024-25)	<p>Sitting fee of INR 7.60 lakhs for FY 2024-25 and INR 8.15 Lakhs for FY 2025-26 (till the date of this Notice) was paid for attending Board and Committee meetings.</p> <p>The Board based on recommendation of the NRC had approved a profit related commission of INR 12 Lakhs payable to each of the Non-Executive and Independent Directors for FY 24-25 in accordance with Section 197 of the Companies Act, 2013 and the same was paid to Mr. Srinivasaraghavan Thiruvallur Thattai.</p>
Date of first appointment on the Board	25 th August 2021
Number of shares held in the Company (including those held as a beneficial owner as on date of Postal Ballot Notice)	Nil

Number of Board Meetings attended during the year	FY2025-26 (till the date of this Postal Ballot Notice): 100% (5 meetings held)
Directorships of other Boards as on date of Postal Ballot Notice	Kindly refer below table
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Kindly refer below table
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With over 40 years of professional experience, including 18 years as Managing Director of Sundaram Finance Limited, he brings deep expertise in financial services, corporate strategy, leadership, and governance. Mr. Srinivasaraghavan Thiruvallur Thattai possesses the requisite qualifications, skills, and experience to discharge the roles and responsibilities of an Independent Director.
Listed entities from which the Director has resigned from Directorship in the past three years	Nil
Pecuniary relationship with Directors / entities / firms where Directors are interested	Nil

Directorships on other Boards and committee position held by Mr. Srinivasaraghavan Thiruvallur Thattai as on the Date of the Postal Ballot Notice

Sr. No	Company Name	Category & Designation	Chairmanship & Membership in Committees
1	Brakes India Private Limited	Non-Executive Director	-
2	Sundaram Finance Limited	Non-Executive Director	Chairman Customer Service Committee Policy Review and Compliance Committee Member Corporate Social Responsibility Committee
3	Sundaram Home Finance Limited	Non-Executive Director	Chairman Executive Committee
4	Sundaram Business Services Limited	Non-Executive Director	Member Nomination and Remuneration Committee Corporate Social Responsibility Committee
5	Hansa Direct Private Limited	Non-Executive Director	-
6	Hansa Customer Equity Private Limited	Non-Executive Director	-
7	Royal Sundaram General Insurance Co. Limited	Non-Executive Director	Member: Policyholders Protection Committee Risk Management Committee
8	R K Swamy Limited	Non-Executive Independent Director	Member: Audit Committee Nomination and Remuneration Committee
9	Sundaram Trustee Company Limited	Non-Executive Director	-

INSTRUCTIONS FOR THE REMOTE E-VOTING:

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the Company is pleased to provide e-voting facility to members to exercise their votes electronically on all the resolutions set forth in the Postal Ballot Notice.

In terms of the requirement of the Act and rules made there under, the Company has fixed Friday, February 13, 2026 as the Cut-Off Date. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purpose only. The remote e-voting facility begins on Friday, February 20, 2026 (9:00 am IST) and ends on Saturday, March 21, 2026 (5:00 pm IST). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date, are entitled to avail the facility to cast their vote through remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

How do I vote electronically using NSDL e-Voting system?

The process to vote electronically on NSDL e-voting platform are given below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-

	<p>Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sandeep@sandeep-cs.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@fivestargroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@fivestargroup.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.