FIVE STAR
Business Finance Limited

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:** secretary@fivestargroup.in

NOTICE TO MEMBERS - ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting ("AGM") of the Members of Five-Star Business Finance Limited (the "Company") will be held on Monday, August 31, 2026 at 10.00 AM (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Directors' and Auditor's thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

*"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Directors and the Auditors thereon as circulated, be and are hereby received, considered and adopted."*

2. To declare a final dividend for the Financial Year ended March 31, 2026.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

*"**RESOLVED THAT** a final dividend of ₹ 2/- per equity share (i.e., 200% of the face value), as recommended by the Board of Directors, be and is hereby declared on the fully paid-up equity shares of ₹ 1/- each of the Company for the financial year ended March 31, 2026, and be paid to the members whose names appear in the Register of Members of the Company as on Friday, July 31, 2026, being the record date fixed for this purpose."*

3. To appoint a director in place of Mr Thirulokchand Vasan (holding DIN: 07679930) who retires by rotation and being eligible, has offered himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

*"**RESOLVED THAT** Mr Thirulokchand Vasan (holding DIN: 07679930), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company liable to retire by rotation."*

4. Appointment of Joint Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

*"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment for the time being in force), appointment procedure and eligibility criteria as prescribed under the RBI Guidelines (Ref.No.DoS.CO.ARG/SEC.01/08.91.001/ 2021-22) dated April 27, 2021 (including any statutory modification(s) thereto and re-enactment thereof for the time being in force, based on the recommendations of the Audit Committee and the Board of Directors, M/s Suri & Co, Chennai, Chartered Accountants (FRN:004283S), be and are hereby appointed as the Joint Statutory Auditors of the Company for a period of 3 consecutive financial years namely, 2026-27, 2027-28 and 2028-29 to hold office from the date of passing of this resolution until the conclusion of the 45th Annual General Meeting, subject to their satisfaction of the eligibility criteria every year."*

*"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Audit Committee) be and is hereby authorized to fix the remuneration payable to the Statutory Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the Audit, in addition to taxes as applicable, during the appointed period."*

*"**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."*

SPECIAL BUSINESS

5. Fixing of borrowing limits for the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

*"**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Business & Resource Committee or any such committee which the Board may constitute / authorize for this purpose) of the Company to borrow such sum or sums of moneys and for availing all kinds and types of loans, advances and credit / financing / debt facilities including issuance of all kinds of debentures / bonds and other debt instruments (apart from temporary loans from the Company's Bankers), from time to time, including the sums already borrowed by the Company, up to a sum of ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only) outstanding at any point of time on account of principal, for and on behalf of the Company or the aggregate of the paid up capital and, free reserves of the Company and securities premium, whichever is higher at any time, from its bankers, other banks, non-banking financial companies (NBFCs), financial institutions, companies, firms, bodies corporate, cooperative banks, investment institutions and their subsidiaries, mutual funds, trusts, or from any other person as may be permitted under applicable laws, whether unsecured or secured."*

*"**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute/authorize for this purpose) be and is hereby authorized and empowered to arrange, negotiate or settle the terms and conditions on which all such loans, advances, financing and credit facilities including debentures and other debt instruments are to be borrowed / availed / issued from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to take all such steps as may be necessary to give effect to this resolution."*

6. Creation of Charges on the assets of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

*"**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute / authorize for this purpose) for creation of charge, mortgage, hypothecation over all or any of the properties and assets of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s), debenture holders and providers of credit and debt facilities, to secure the loans / borrowings / credit / financing / debt facilities obtained or as may be obtained by the Company or any other person, or debentures/bonds and other debt instruments issued or to be issued by the Company or any other person to or in favour of the financial institutions, NBFCs, co-operative banks, investment institutions and their subsidiaries, its bankers and other banks, mutual funds, trusts and bodies corporate or trustees for the holders of debentures/bonds and/or other instruments, or any other person and all interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the Company or any other person in respect of the said borrowing of the Company or any other person, as the case may be and provided that the amount of said borrowing of the Company or any other person, as the case may be shall not at any point in time exceed a sum of ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only)."*

*"**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute/authorize for this purpose) be and is hereby authorized and empowered to arrange, negotiate or settle the terms and conditions on which all such mortgaging / charging / hypothecating / assigning all or any of the immovable and movable properties and assets of the Company, both present and future, and the whole or substantially the whole of the undertaking or the undertakings of the Company, from time to time, howsoever as it may think fit and to take all such steps as may be necessary to give effect to this resolution."*

7. Offer / invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

*"**RESOLVED THAT** pursuant to the provisions of sections 42 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of Reserve Bank of India (Non-Banking Financial Companies - Miscellaneous) Directions, 2025 (as amended from time to time), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time), Master/Operational Circulars issued by Securities and Exchange Board of India and in accordance with the memorandum of association and articles of association of the Company, and listing agreements to be entered into with BSE Limited and*

/ or National Stock Exchange of India Limited ("Stock Exchanges"), where the non-convertible debentures of the Company are proposed to be issued and listed, and subject to approvals, consents, sanctions, permissions as may be necessary from the Securities and Exchange Board of India (SEBI), Stock Exchanges, all other appropriate statutory and regulatory authorities, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company (which term shall be deemed to include the Business & Resource Committee or any such Committee which the Board may constitute/authorize for this purpose) to issue, offer or invite subscriptions for all kinds and types of Non-Convertible Debentures (NCDs), in one or more series / tranches, aggregating up to ₹ 5,000 Crores (Indian Rupees Five Thousand Crores only), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs are to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto."

*"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issuance, or allotment of NCDs, the Board (which term shall be deemed to include the Business & Resource Committee or any such Committee which the Board may constitute/authorize for this purpose) be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering and allotment of NCDs as it may in its absolute discretion deem fit and proper."*

*"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to the Business & Resource Committee or any Committee of Directors or any Director or Directors or to any officer or officers of the Company to give effect to this resolution."*

*"**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."*

8. Appointment of Mr. Sreeram Ranganathan Iyer (DIN:00472961) as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 his skills, experience, and expertise, Mr. Sreeram Ranganathan Iyer (DIN: 00472961), 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 July 25, 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 his 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 July 25, 2026 to July 24, 2031 (both days inclusive)."*

*"**RESOLVED FURTHER THAT** Mr. Sreeram Ranganathan Iyer (DIN: 00472961) 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."*

By Orders of the Board of Directors
Sd/-
Vigneshkumar SM
Company Secretary

Place: Chennai
Date: July 25, 2026

Notes:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs **(MCA) ("the Circulars")** and all other relevant circulars issued from time to time, companies are permitted to hold Annual General Meeting **(AGM)** through video conference **(VC)** or other audio visual means **(OAVM)** and physical attendance of the Members to the AGM venue is not required. In compliance with the Circulars, the 42nd AGM of the Company is being held through VC/OAVM. Hence, the members are requested to attend and participate in the ensuing AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited **("NSDL")**.
2. Quorum of the AGM shall be in accordance with Section 103 of the Companies Act, 2013.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM. Hence, proxy form and attendance slip are not attached to this notice.
4. Corporate / institutional shareholders who are intending to authorise their representatives to attend the AGM are requested to upload in the e-voting portal, a certified copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) authorizing their representative to attend the AGM or alternatively e-mail the same to the scrutinizer at sandeep@sandeep-cs.in with a copy marked to secretary@fivestargroup.in and evoting@nsdl.co.in.
5. The Notice is being sent to all the Members/ Beneficiaries electronically, whose names appear on the Register of Members/Record of Depositories as on **Friday, July 31, 2026**, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.
6. In compliance with relevant circulars & Regulation 36(1)(a) of the SEBI Listing Regulations, the Notice of the AGM and Annual Report for FY 2025-26 are being sent only through electronic mode to all those members whose email address are registered with the RTA/DPs. Members may note that the Notice and Annual Report 2025-26 will also be available on the website of the Company at www.fivestargroup.in, website of stock exchanges and on the website of NSDL www.evoting.nsdl.com. No physical or hard copies of the Notice and Annual Report will be sent to members who have not registered their e-mail addresses with the RTA/DP. Physical / hard copies of the same will be sent, if specifically requested by a member. Members may send requests in this regard in the Company's email id: secretary@fivestargroup.in. Members are requested to register the e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialized form, may send such communication to their respective Depository Participants (DPs) and those holding shares in physical form may send such communication to RTA.
7. In compliance with Regulation 36(1)(a) of the SEBI LODR, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2025-26. The Notice convening the AGM has been uploaded on the website of the Company at www.fivestargroup.in. The Notice can also be accessed from the 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 is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

   Members are encouraged to register their e-mail addresses to receive all communications and documents including annual reports, from time to time in electronic form. Members holding shares in dematerialized form, may register their e-mail addresses with their respective DPs and members holding shares in physical form may register the same with the Company's RTA.
8. The place of the AGM for statutory purposes shall be the registered office of the Company. The AGM is being held in VC/OAVM; accordingly, the route map of the venue of the meeting is not annexed hereto.
9. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
10. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standards on General Meetings in respect of the Director seeking appointment/re-appointment is furnished and forms part of this Notice.
11. Since shares of the Company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective April 01, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date will not be able to lodge the shares with the Company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer.
12. Members holding shares in physical form are requested to address all correspondence relating to their shareholding to the Company's RTA - KFIN Technologies Limited. Members holding shares in dematerialized form may send such correspondence to their respective Depository Participant/s (DPs).
13. The Board of Directors at their meeting held on April 28, 2026, has recommended a final dividend of ₹ 2/-per equity shares (i.e., 200% of the face value) on the fully paid-up equity shares of ₹ 1/- each of the Company for the financial year ended March 31, 2026. The final dividend, if declared at the AGM, will be paid/credited to those members whose name appear in the Company's register of Members as on record date i.e. **Friday, July 31, 2026**.

14. Subject to the provisions of section 126 of the Companies Act, 2013 (the 'Act'), dividend on equity shares, if declared, at the AGM, will be paid/credited within thirty days from the date of AGM to all those members holding shares as on record date.

15. To ensure timely credit of dividend through electronic mode, members are requested to keep their latest bank account details updated with their respective Depository Participant ('DPs') and Company's RTA viz., KFIN Technologies Limited ('KFin') in case they hold shares in physical mode.

16. Members may note that in terms of the Income Tax Act, 2025 (IT Act'), dividends declared and paid by the Company shall be taxable in the hands of the shareholders. Accordingly, the Company shall be required to deduct tax at source (TDS') at the time of payment of dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to complete and / or update their residential status, PAN, category as per the IT Act with their respective DPs or in case shares are held in physical form, with the Company by submitting the requisite documents on or before **Monday, August 10, 2026**. Members may note that in the absence of the PAN details, the Company shall be required to deduct tax at a higher rate as prescribed under the IT Act. Members seeking non-deduction of tax on their dividends are requested to submit prescribed form in https://ris.kfintech.com/clientservices/investors/taxforms.aspx. The Company vide its letter dated July 25, 2026 informed the shareholders regarding the process and documentation required for claiming tax exemption/withholding tax on the dividends payable to the shareholders. The communication is available on the website of the Company at https://fivestargroup.in/wp-content/uploads/2026/07/Intimation-letter.pdf. For any clarification, members may write to RTA at einward.ris@kfintech.com.

17. In terms of the Master Circular for Registrars to an Issue and Share Transfer Agents issued by SEBI on February 6, 2026, as amended from time to time (referred to as the 'SEBI Master Circular'), holders of physical securities are required to mandatorily furnish their KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature. The forms for submission of KYC details are available on the website of the Company at https://fivestargroup.in/investor-service-request/ or the RTA's website at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Members are requested to submit the requisite forms to the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com or send a request letter alongwith Form ISR-1 providing e-mail address, mobile number, self-attested copy of PAN, client master copy, cancelled cheque along with a copy of share certificate to RTA: KFin Technologies Limited, Unit: Five-Star Business Finance Limited, Selenium Tower B, Plot 31 and 32, Nankramguda, Serillingampally, Hyderabad - 500032. The Company has also sent a communication intimating all members holding shares in physical form about the requirement for submission of KYC details.

    Further, in terms of the SEBI Master Circular, shareholders holding shares in physical mode whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Bank Account Details and (iv) Signature], shall be eligible to receive dividend only in electronic mode. Accordingly, the final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their respective folios. Members are requested to update their details with the Company or the RTA to enable payment of dividend.

18. Individual members holding shares in physical form have the facility for registering a nomination with the Company's RTA in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to do so by submitting Form No. SH-13 with the Company's RTA, KFin Technologies Limited. The form can be downloaded from https://ris.kfintech.com/clientservices/isc/isrforms.aspx or in the website of the Company at https://fivestargroup.in/investor-service-request/ . Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.

19. SEBI vide its circular dated May 30, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors. Accordingly, investors may opt for arbitration through stock exchanges in case of any dispute against the Company or its RTA relating to delay or default in processing any investor services related requests. The details of arbitration mechanism are available on the Company's website and can be accessed at https://smartodr.in/login or on the website of the Company at https://fivestargroup.in/investor-service-request/.

20. Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including amendments thereto, dividend if any if not claimed within seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to Investor Education Protection Fund ("IEPF"). There were no unclaimed/unpaid dividends that was required to be transferred to IEPF during the financial year ended March 31, 2026. Details of unclaimed amounts lying with the Company as on March 31, 2026 in respect of dividends declared since the final dividend for FY 2024-25 is uploaded on the website of the Company https://fivestargroup.in/investor-education-and-protection-fund/. Member's attention is particularly drawn to the "General Shareholders Information" section of the annual report for further details relating to unclaimed / unpaid dividend.

21. Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the underlying shares of all dividends which remain unpaid/unclaimed for a period of seven consecutive years be transferred to Investor Education and Protection Fund (IEPF). There were no underlying shares in respect of dividend which remains unpaid/unclaimed for a period of seven consecutive years, required to be transferred during the financial year ended March 31, 2026, as all the underlying shares in respect of past unclaimed/unpaid dividends have been transferred to Investor Education & Protection Fund as per the due process prescribed under the Companies Act 2013. Prior to due date for transfer, the Company published a notice in the newspapers inviting the shareholders' attention to the aforesaid rules. The Company has also sent out individual communication to the shareholders concerned whose shares are liable to be transferred to IEPF, pursuant to the said rules and also displayed the details on the website of the Company.

22. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act and the Certificate for the ASOP Schemes of the Company as required under the SEBI Regulations will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e **Monday, August 31, 2026**. Members seeking to inspect such documents can send an email to secretary@fivestargroup.in.

24. Mr Thirulokchand Vasan (DIN:07679930), Non-Executive Director is liable to retire by rotation at the AGM pursuant to Section 152(6) of the Companies Act 2013 and being eligible has offered himself for re-appointment as a Director of the Company liable to retire by rotation at the 42nd AGM.

25. The business set out in the notice will be transacted through remote electronic voting system and the Company is also providing facility for voting by electronic means during the AGM held through VC. Detailed instructions and other information are given below:

A. Instructions for Voting through electronic means:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing the facility of remote e-Voting to its Members to exercise their right to vote on the resolutions set forth in the notice convening the AGM scheduled to be held on Monday, August 31, 2026, at 10.00 AM (IST) through VC/OAVM. The Company has availed the services of National Securities Depository Limited (NSDL) to provide VC facility, remote e-voting and voting in the AGM in a secure manner.

b) **The remote e-voting period commences on Friday, August 28, 2026 (9.00 AM IST) and ends on Sunday, August 30, 2026,(5.00 PM IST)**. During this period, Members holding shares either in physical form or in dematerialized form as on **Monday, August 24, 2026 (Cut-off date')** are entitled to avail the facility to cast their vote through remote e-voting.

c) 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, the members shall not be allowed to change it subsequently or cast the vote again.

d) Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting through electronic voting system and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

e) The Board has appointed Mr S Sandeep (FCS 5853 /COP 5987), Managing Partner of M/s S Sandeep and Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose.

f) The Scrutiniser will submit his report to the Chairman of the Company or any other person authorized by the Chairman after the completion of scrutiny of e-voting (votes cast during the AGM and votes cast through remote e-Voting) within a period two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to Stock Exchanges, National Securities Depository Limited (NSDL) and RTA and will also be displayed on the Company's website www.fivestargroup.in.

B. Other Information and instructions relating to AGM:

a) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large members (i.e., members holding 2% or more shareholding), promoters, Directors, Auditors, etc. who can attend the AGM without any restriction on account of first-come-first-served basis.

b) The shareholders/members who have cast their vote by remote e-voting prior to the AGM may attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

c) The members, whose names appear in the register of members / beneficial owners as on the Cut-off date i.e., **Monday, August 24, 2026**, may cast their vote electronically. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date

d) Any person who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the Cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30.

e) Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f) Members who wish to express their views/ or ask question may pre-register themselves as a speaker by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to secretary@fivestargroup.in on or before **5.00 pm (IST) on Thursday, August 27, 2026**. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The facility for registration as a speaker will be open from **Tuesday, August 25, 2026 (9.00 a.m. IST) till Thursday, August 27, 2026 (5.00 p.m. IST)**. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, members are entitled to attend the AGM and ask questions only if the Member holds the shares as of Cut- off date.

g) Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number to secretary@fivestargroup.in on or before **5.00 pm IST on Thursday, August 27, 2026** and the same shall only be considered and responded during the AGM. Please note that questions will be answered only if the Member continues to hold the shares as of Cut-off date. The facility for emailing the questions will be open from **Tuesday, August 25, 2026 (9.00 a.m. IST) till Thursday, August 27, 2026 (5.00 p.m. IST)**.

C. Instructions / steps for voting through electronic means:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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	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 or joining virtual meeting & voting during the meeting. 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-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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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

Type of shareholders	Login Method
	of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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
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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting 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. 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.	EVEN 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 user 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.

9. After you click on the "Login" button, Home page of e-Voting will open.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 cc to secretary@fivestargroup.in with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at email id - evoting@nsdl.co.in.

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 secretary@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 (Company email id). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have cast their vote by remote-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Statement pursuant to section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to special businesses to be transacted at the AGM is detailed hereunder. As additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned in Item 4 of the Notice.

Item 4: Appointment of Joint Statutory Auditors

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

The members of the Company at the Annual general meeting held on September 13, 2024, appointed M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company to hold office till conclusion of 43rd Annual General Meeting of the Company.

As per Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)dated April 27, 2021 (RBI Guidelines), for entities with asset size of ₹ 15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms.

The Asset size of the Company as on March 31, 2026 stood at ₹ 15,789.73 Cr. Therefore, the Company is required to appoint a Joint Statutory Auditor in terms of aforesaid RBI Guidelines. Further as per the RBI Guidelines, entities will have to appoint Statutory Auditors for a continuous period of three years, subject to the firms satisfying the eligibility norms each year.

Accordingly, the Board of Directors of the Company ("Board") based on the recommendation of the Audit Committee proposed the appointment of M/s Suri & Co, Chartered Accountants, Chennai (FRN: 004283S) as Joint Statutory Auditor for 3 consecutive financial years i.e 2026-27, 2027-28, 2028-29 to hold office from the date of passing of this resolution until the conclusion of the 45th Annual General Meeting, subject to their satisfaction of the eligibility criteria every year. Details required under Regulation 36 (5) of Listing Regulations are given below:

Particulars	Response
Proposed statutory audit fee payable to auditors	About INR 35 Lakhs (inclusive of out-of-pocket expenses) for FY 2026-27, subject to approval by the Board (including any committee thereof) of the Company. The remuneration for FY 28 and FY 29 shall be decided by the Audit Committee and the Board in consultation with Statutory Auditors.
Terms of appointment	M/s Suri & Co, Chartered Accountants, Chennai (FRN: 004283S) as Joint Statutory Auditor for 3 consecutive financial years i.e 2026-27, 2027-28, 2028-29 to hold office from the date of passing of this resolution until the conclusion of the 45th Annual General Meeting, subject to their satisfaction of the eligibility criteria every year.
Material Changes in fee payable	The requirement for Joint Statutory Auditors had arisen in the current financial year i.e FY 26-27 based on the RBI Guidelines The fee is being determined based on the work allocation between the Statutory Auditors.
Basis of recommendation	The recommendations were made after due consideration by the Audit Committee and Board of Directors and on the basis of various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc, and upon fulfilment of the eligibility criteria and provisions prescribed under the Companies Act, 2013 and RBI guidelines
Auditor credentials	M/s Suri & Co, Chartered Accountants was constituted in 1939 and is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 004283S having Peer Review Certificate No: 016670. They have over 8 decades of experience in Statutory Audits, Risk Management, Advisory, Compliance, Technology etc. With a team of experienced partners and professionals across multiple offices in India, the firm has extensive experience in serving listed companies, banks, NBFCs, financial institutions, and other corporates across diverse industry sectors. The registered office of Suri & Co is 443 & 445, 4th Floor, Main Building, Guna Complex, Anna Salai, Teynampet, Chennai - 600018. M/s Suri & Co, Chartered Accountants, do not have any common partners, and they are not under the same network of audit firms as the current Statutory Auditors. They have confirmed that they satisfy the eligibility requirements prescribed under Section 141 of the Companies Act 2013 and RBI Guidelines and confirmed that they are not debarred from taking up audit assignments by any regulator/Government agency. Further the incoming Joint Auditors have not taken up any prohibited non-audit assignments for the Company.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by lenders, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Audit Committee.

None of the Directors or key managerial personnel or their relatives are concerned or interested financially or otherwise in this resolution.

The Board, based on recommendations made by the Audit Committee, recommend the Ordinary Resolution set forth in Item 4 for approval of shareholders.

Item 5: Fixing of borrowing limits for the Company

In terms of provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, borrow monies (together with the monies already borrowed by the Company) apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves, i.e. to say, reserves not set apart for any specific purpose and securities premium.

The members at the Annual General Meeting held on September 09, 2025, had passed resolution authorizing the Board of Directors or any Committee authorised by the Board to borrow upto ₹ 12,000 Crores (Indian Rupees Twelve Thousand Crores only).

As part of business expansion & working capital requirement and for catering loan disbursements needs of the Company, the Board of Directors at its meeting held on March 17, 2026, recommended increase in borrowing limits from existing limit of ₹ 12,000 Crores (Indian Rupees Twelve Thousand Crores only) to ₹ 13,000 Crores (Indian Rupees Thirteen Thousand Crores only) (with a sub-limit for borrowings of upto ₹ 5,000 Crores (Indian Rupees Five Thousand Crores only) through non-convertible debentures within this overall limits), subject to approval of members by way of special resolution.

Since the borrowing limit as proposed in Item 5 of this notice, i.e. ₹ 13,000 crores (Indian Rupees Thirteen Thousand Crores only) is in excess of paid-up share capital, free reserves and securities premium, the Board of Directors recommends the special resolution mentioned in item 5 of this Notice for the approval of shareholders by means of a special resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

Item 6: Creation of Charges on the assets of the Company

The Company may borrow monies, whether secured or unsecured, from its bankers, banks, non-banking financial companies (NBFCs), financial institutions, companies, firms, bodies corporate, cooperative banks, investment institutions and their subsidiaries, mutual funds, trusts, or any other persons or entities, as may be permissible under the applicable laws.

For creation of charge/security through mortgage or pledge / or hypothecation or otherwise or through a combination of the same for securing the limits / credit / debt / financing facilities as may be availed by the Company, or funds raised by issuance of debentures / debt instruments, the Company would be required to secure all or any of the movable and immovable assets of the Company, present and future in favour of the Banks/Financial Institutions registered with Reserve Bank of India, Investment Institutions and their subsidiaries, its Bankers and other banks, Mutual funds, Trusts and Bodies Corporate or Trustees for the holders of debentures/bonds and/or other instruments, or any other person.

Per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not, without the consent of members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Considering the above requirement, it is proposed to obtain an approval from the members under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute/authorize for this purpose) to mortgage/ charge/ hypothecate / assign the assets, properties and/ or the whole or substantially the whole of the undertaking of the Company for securing the credit facilities/Non-Convertible debentures issued by the Company.

The Board of Directors recommends this special resolution for approval of the shareholders under Section 180(1)(a) of the Companies Act 2013 as set forth in item 6 of this Notice, enabling the Company to mortgage/charge/ hypothecate / assign the assets, properties and/ or the whole or substantially the whole of the undertaking of the Company.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

Item 7: Offer / invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis

The shareholders of the Company by means of special resolution passed at the 41st Annual General Meeting held on September 9, 2025, approved issuance of Non-Convertible Debentures aggregating upto ₹ 4,000 Crores (Indian Rupees Four Thousand Crores Only) on private placement basis, in one or more tranches/series as may be determined by the Board from time to time.

As part of business expansion & working capital requirement and for catering loan disbursements needs of the Company, the Board of Directors at its meeting held on March 17, 2026 recommended issuance of Non-Convertible Debentures (NCDs) aggregating upto ₹ 5,000 Crores (Indian Rupees Five Thousand Crores only), on private placement basis in one or more tranches/series as may be determined by the Board (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute/authorize for this purpose) from time to time, on private placement basis, to persons including but not limited to individuals, institutions and bodies corporate, both domestic and non-domestic as may be identified by the Board of Directors or any Committee thereof, subject to provisions of and including SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and applicable circulars, notifications as may be issued by SEBI, Stock Exchanges in this regard.

Pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of an offer or invitation to subscribe Non - Convertible Debentures ("NCDs") on private placement basis, it is sufficient if the company obtains previous approval of its shareholders by means of a special resolution once in a year for all the offers or invitations for such debentures issued during the year.

This resolution enables the Board of Directors (which term shall be deemed to include the Business & Resource Committee and any such Committee which the Board may constitute/authorize for this purpose of the company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for one year from the conclusion of this Annual General Meeting.

Accordingly, the Board of Directors recommends to the members for their approval by way of Special Resolution, as set out in item no. 7 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

Item No.8: Appointment of Mr Sreeram Ranganathan Iyer (DIN:00472961) as a Non-Executive Independent Director of the Company:

The Nomination and Remuneration Committee (NRC), after assessing the skills, experience, and expertise of Mr. Sreeram Ranganathan Iyer (DIN: 00472961) and his 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 his 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, July 25, 2026 approved the appointment of Mr. Sreeram Ranganathan Iyer 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 Mr. Sreeram Ranganathan Iyer as Non-Executive Independent Director will be for a period of 5 (five) consecutive years from July 25, 2026 till July 24, 2031, subject to the approval of members of the Company.

The Company has received the consent from Mr. Sreeram Ranganathan Iyer 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 he 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 Mr. Sreeram Ranganathan Iyer 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 data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

Mr. Sreeram Ranganathan Iyer 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. Sreeram Ranganathan Iyer

Sreeram Ranganathan Iyer a global banker and a business leader with over 33 years of experience in international banking. Until recently, he served as the global Chief Operating Officer of a leading international bank, for the Corporate and Institutional Banking business, overseeing operations across approximately 25 countries. During his career, he held several strategic leadership roles covering India, the Middle East, Asia, Pacific, Australia, and New Zealand. Notably, he also led the Bank's Global Capability Centres in India and Manila, comprising a workforce of about 12,000 employees. Over decades, he has instigated change within organisations through large investments to deploy emerging technologies for digital transformation, to enhance customer experience and to create value sustainably. As the former CEO of Scope International, he established and scaled up Standard Chartered's global shared services operations in India and other markets. Sreeram is a qualified MBA, CFA, Company Secretary and Cost Accountant, with executive learnings from MIT and London Business School.

Details of Mr. Sreeram Ranganathan Iyer, 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 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 Item No. 8 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 his appointment is available on the website of the Company at https://fivestargroup.in/corporate-governance/. 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 Monday, August 31, 2026.

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

By Orders of the Board of Directors
Sd/-
Vigneshkumar SM
Company Secretary

Place: Chennai
Date: July 25, 2026

Disclosure Under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Mr Thirulokchand Vasan
DIN	07679930
Date of Birth/Age	50 years (25-01-1976)
Qualifications	Bachelor's degree in Hotel Management
Brief resume and Experience	Thirulokchand Vasan is a Hotel Management Graduate with over 18 years of experience in the hospitality business
Expertise in specific Functional areas	Team management, Customer satisfaction and process Optimization, Corporate Governance.
Inter-se relationship with any other directors or KMP of the Company	None
Terms and conditions of re-appointment	As set out in the resolution
Remuneration sought to be paid	Being a Non-Executive Director, he 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 2025-26)	Sitting fee of ₹ 5.00 lakhs was paid in FY 2025-26 for attending the meetings of the Board of Directors and Committees. A commission of ₹ 15 lakhs was paid for FY 2025-26.
Date of first appointment on the Board	December 15, 2016
No. of shares held in the Company (including those held as a beneficial owner as on date of Notice)	Nil
Number of Board Meetings attended during FY 2025-26	Attended 6 out of 6 meetings held during the financial year 2025-26.
Directorships of other Boards as on date of Notice	C K Entertainments Private Limited
Membership/ Chairmanship of Committees of other Boards as on date of Notice	Nil
Listed entities from which the Director has resigned from Directorship in the past three years	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	Not Applicable
Pecuniary relationship with Directors / entities / firms where Directors are interested	Nil

Disclosure Under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Mr Sreeram Ranganathan Iyer
DIN	00472961
Date of Birth/Age	64 years (05/01/1962)
Qualifications	Qualified MBA, CFA, Company Secretary and Cost Accountant, with executive learnings from MIT and London Business School.
Brief resume and Experience	Sreeram Ranganathan Iyer a global banker and a business leader with over 33 years of experience in international banking. Until recently, he served as the global Chief Operating Officer of a leading international bank, for the Corporate and Institutional Banking business, overseeing operations across approximately 25 countries. During his career, he held several strategic leadership roles covering India, the Middle East, Asia, Pacific, Australia, and New Zealand. Notably, he also led the Bank's Global Capability Centres in India and Manila, comprising a workforce of about 12,000 employees. Over decades, he has instigated change within organization's through large investments to deploy emerging technologies for digital transformation, to enhance customer experience and to create value sustainably. As the former CEO of Scope International, he established and scaled up Standard Chartered's global shared services operations in India and other markets. Sreeram is a qualified MBA, CFA, Company Secretary and Cost Accountant, with executive learnings from MIT and London Business School.
Expertise in specific Functional areas	Experience in the field of banking, finance, technology and accounting.
Inter-se relationship with any other directors or KMP of the Company	None
Terms and conditions of re-appointment	As set out in the resolution. Other terms and conditions of appointment of Mr Sreeram Ranganathan Iyer are the same as applicable to the Independent Directors of the Company, a copy of which is available on the Company's website https://fivestargroup.in/corporate-governance/
Remuneration sought to be paid	During his term, Mr. Sreeram Ranganathan Iyer 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 2025-26)	Not Applicable
Date of first appointment on the Board	It is proposed to appoint Mr. Sreeram Ranganathan Iyer as Independent Director for his first term on the Board and hence, these details are not applicable.
No. of shares held in the Company (including those held as a beneficial owner as on date of Notice)	Nil
Number of Board Meetings attended during FY 2025-26	Not Applicable

Directorships of other Boards as on date of Notice	Lendingkart Finance Limited Finnable Credit Private Limited Essai Digital Capabilities LLP KDA Consulting LLC Singapore
Membership/ Chairmanship of Committees of other Boards as on date of Notice	**Lendingkart Finance Limited** Nomination & Remuneration Committee - Chairperson Audit Committee- Member IT Strategy Committee - Chairperson Stakeholders' relationship Committee-Member
Listed entities from which the Director has resigned from Directorship in the past three years	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	Mr Sreeman Ranganathan Iyer possess the requisite skill, knowledge and experience for the position of Independent Director
Pecuniary relationship with Directors / entities / firms where Directors are interested	Nil