

# CORPORATE GOVERNANCE REPORT

*for the quarter ended June 30, 2024*

General information about company	
Scrip code	953131
NSE Symbol	FIVESTAR
MSEI Symbol	NA
ISIN	INE128S01021
Name of the entity	Five-Star Business Finance Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	20-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to Promoter	Yes

## ANNEXURE - I

Annexure - I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of SEBI LODR, 2015)	No of Independent Directorship in listed entities including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)	Number of memberships in Audit/ Stakeholder Committee( s) including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer regulation 26 (1) of SEBI LODR, 2015)	Reason for Cessation
1	Lakshmipathy Deenadayalan	AATPL4799C	01723269	CMD-Executive Director (Chairperson related to Promoter)	09-02-1974	21-06-2002	01-06-2022		264	1	0	1	0	
2	Anand Raghavan	AACPA1877D	00243485	Non-Executive - Independent Director	04-06-1961	28-07-2016	28-07-2021		95	2	2	1	0	
3	Bhama Krishnamurthy	AAPPK0269A	02196839	Non-Executive - Independent Director	19-12-1954	12-04-2016	12-04-2021		98	7	7	7	0	
4	Srinivasaraghavan Thiruvallur Thattai	AAGPS0089M	00018247	Non-Executive - Independent Director	19-01-1955	25-08-2021			34	3	2	3	0	
5	Ramkumar Ramamoorthy	ADMPR7913E	07936844	Non-Executive - Independent Director	22-11-1967	08-06-2022			25	1	1	1	1	
6	Vikram Vaidyanathan	AFSPV0332H	06764019	Non-Executive - Nominee Director	13-10-1981	21-08-2015		30-Apr-2024	104	0	0	0	0	Others
7	Ravi Shankar Venkataraman Ganapathy Agraharam	ADKPR1138F	02604007	Non-Executive - Nominee Director	04-04-1978	18-08-2017		30-Apr-2024	80	0	0	0	0	Others
8	Thirulokchand Vasani	ADVPT9462H	07679930	Non-Executive - Non Independent Director	25-01-1976	15-12-2016			90	1	0	1	0	

## II. Composition of Committees

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00243485	Anand Raghavan	Non-Executive - Independent Director	Chairperson	04-11-2016		
2	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	24-05-2016		
3	00018247	Srinivasaraghavan Thiruvallur Thattai	Non-Executive - Independent Director	Member	30-04-2024		
4	06764019	Vikram Vaidyanathan	Non-Executive - Nominee Director	Member	26-05-2022	30-04-2024	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	26-05-2022		
3	07936844	Ramkumar Ramamoorthy	Non-Executive - Independent Director	Member	30-04-2024		
4	06764019	Vikram Vaidyanathan	Non-Executive - Nominee Director	Member	02-08-2019	30-04-2024	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07936844	Ramkumar Ramamoorthy	Non-Executive - Independent Director	Chairperson	08-06-2022		
2	07679930	Thirulokchand Vasana	Non-Executive - Non-Independent Director	Member	21-10-2021		
3	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	25-03-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00018247	Srinivasaraghavan Thiruvallur Thattai	Non-Executive - Independent Director	Chairperson	21-10-2021		
2	00243485	Anand Raghavan	Non-Executive - Independent Director	Member	23-04-2020		
3	01723269	Lakshmipathy Deenadayalan	Executive Director	Member	04-11-2016		
4	02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	23-04-2020		
5	07936844	Ramkumar Ramamoorthy	Independent Director	Member	28-01-2023		

<b>Corporate Social Responsibility Committee</b>								
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes			
<b>S</b>	<b>r</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
1		01723269	Lakshmi pathy Deenadayalan	Executive Director	Chairperson	30-01-2015		
2		00243485	Anand Raghavan	Non-Executive - Independent Director	Member	24-05-2016		
3		02196839	Bhama Krishnamurthy	Non-Executive - Independent Director	Member	24-05-2016		

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-02-2024			Yes	8	8	4
2	29-02-2024	27		Yes	8	8	4
3	16-03-2024	15		Yes	8	6	4
4	30-04-2024	44		Yes	8	8	4

### IV. Meeting of Committees

Disclosure of notes on meeting of committees' explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-01-2024				Yes	3	3	2	0
2	Audit Committee	29-04-2024	88			Yes	3	2	2	0
3	Nomination & Remuneration Committee	29-04-2024				Yes	3	2	2	0
4	Risk Management Committee	20-05-2024				Yes	5	5	4	0
5	Corporate Social Responsibility Committee	16-03-2024				Yes	3	3	2	0
6	Corporate Social Responsibility Committee	29-04-2024	43			Yes	3	3	2	0

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
<b>Disclosure of notes on related party transactions</b>			
<b>Disclosure of notes of material transaction with related party</b>			

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No	
Other details of cyber security incidence or breaches or loss of data event	NA	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
<b>Sr.No.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes

6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	