



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 41st Annual General Meeting ("AGM") of the Members of Five-Star Business Finance Limited (the "Company") will be held on Tuesday, September 9, 2025, 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, 2025, 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, 2025, 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, 2025.

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, 2025, and be paid to the members whose names appear in the Register of Members of the Company as on Thursday, August 14, 2025, being the record date fixed for this purpose."

3. To appoint a director in place of Mr Thirulokchand Vasam (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 Vasam (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."

SPECIAL BUSINESS

4. Appointment of Secretarial 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S. Sandeep & Associates, Practising Company Secretaries, Chennai, (Firm Registration No: P2025TN103600) (PR No: 6526/2025), be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from FY 2025-26 to FY 2029-30, at a remuneration of ₹ 2,20,000 (Indian Rupees Two Lakh twenty Thousand only) (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for FY 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company, based on the recommendation of the Audit Committee, be and are hereby authorized to fix the remuneration payable to the Secretarial Auditors for the subsequent years and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Chairman and Managing Director, Joint Managing Director & CFO and the Company Secretary & Compliance Officer be and are hereby severally authorised to take such steps as may be necessary to give effect to the resolution.”

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 ₹ 12,000 Crores (Indian Rupees Twelve 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 ₹ 12,000 Crores (Indian Rupees Twelve 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 Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Deposit taking Company (Reserve Bank) Directions, 2016 (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), 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 ₹ 4,000 Crores (Indian Rupees Four 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."*

By Order of the Board of Directors

Place: Chennai
Date: July 28, 2025

Vigneshkumar SM
Company Secretary

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated: October 3, 2024 issued by the Securities and Exchange Board of India (SEBI) ("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 41st 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, August 8, 2025, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin Technologies Limited (KFin), the Registrar and Share Transfer Agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).
6. In compliance with Regulation 36(1)(b) of the Listing Regulations, 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 2024-25. 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. 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.
8. 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.
9. In terms of the Secretarial Standards 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings, the necessary disclosures are furnished and forms part of the notice as **Annexure A**.

10. Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of director is furnished and forms part of the notice as **Annexure A**.
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 may please note that SEBI vide its circular dated January 25, 2022 had mandated listed companies to issue securities in demat mode only while processing service requests viz., transmissions, issue of duplicate securities, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further, SEBI vide its circular dated May 18, 2022 had simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be, to the RTA, KFin Technologies Limited. The said form can be downloaded from the website of the Company and RTA.
13. Nomination facility is available to individuals holding shares in the Company. Members can nominate a person in respect of shares held by him/her singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case maybe. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.
14. Members are requested to send all correspondence, including dividend-related matters, to KFin Technologies Limited (KFin), the Registrar and Share Transfer Agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has established a common Securities Market Approach for Resolution through Online Dispute Resolution Portal ("Smart ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website
16. The Board of Directors at their meeting held on April 29, 2025, 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, 2025. 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. Thursday, August 14, 2025.
17. 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.
18. 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 Registrar

and Share Transfer Agent viz., KFin Technologies Limited ('KFin') in case they hold shares in physical mode.

19. Members may note that pursuant to the Income Tax Act, 1961 ('IT Act'), as amended by the Finance Act, 2020, dividends declared and paid by the Company with effect from April 1, 2020 shall be taxable in the hands of the shareholders. The company shall therefore be required to deduct tax at source ('TDS') at the time of payment of dividend. In order to enable us 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 Depository Participants (DPs) or in case shares are held in physical form, with the RTA by sending documents on or before September 2, 2025. Members may note that in the absence of the PAN details, the Company would be required to deduct tax at a higher rate prescribed under the IT Act. Members seeking non-deduction of tax on their dividends, may submit Form 15G/15H as applicable, to the Company's RTA viz. KFIN Technologies Limited at the link <https://ris.kfintech.com/form15/> on or before September 2, 2025. Any communication received after this date will not be considered for deduction of applicable tax. Detailed information with respect to TDS on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available on the company's website at <https://fivestargroup.in/storage/2025/08/Communication-on-TDS-on-Final-Dividend-Pay.pdf>. Members may contact the Company's RTA at einward.ris@kfintech.com or the Company at secretary@fivestargroup.in in case of any clarification in this regard.
20. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) choice of nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. The forms for submission of KYC details are available on the website of the Company at <https://www.fivestargroup.in/investors> 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.
21. 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.
22. 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. Tuesday, September 9, 2025. Members seeking to inspect such documents can send an email to secretary@fivestargroup.in.
23. Shareholders/Members of the Company are requested to note that as per the provisions of section 124 of the Act, dividends not encashed/ claimed by the members of the Company, within a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF in the name of the Company within 30 (thirty) days of such shares becoming due for transfer to IEPF. The Company has already transferred all shares (in respect of which dividend has not been claimed for seven consecutive years or more) along with unpaid or unclaimed dividend declared for the financial year ended March 31, 2015, and earlier periods to the Investor Education and Protection Fund (IEPF).

Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from IEPF, by submitting an application in the prescribed form. The details of unclaimed amounts transferred to IEPF are available on the website of the Company <https://fivestargroup.in/storage/2022/10/Shares-transferred-to-IEPF.pdf>.

24. In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and in compliance with the Circulars, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 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. 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 dematerialised form, may send such communication to their respective Depository Participants (DPs) and those holding shares in physical form, may send such communication to RTA.
25. 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 41st AGM.
26. 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 Tuesday, September 9, 2025 at 10.00 AM (IST). 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 Saturday, September 6, 2025 (9:00 AM IST) and ends on Monday, September 8, 2025 (5:00 PM IST).** During this period, Members holding shares either in physical form or in dematerialized form as on Tuesday, September 2, 2025 ('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 the 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, institutional investors, 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., Tuesday, September 2, 2025, 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 i.e. Tuesday, September 2, 2025
- 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 i.e. Tuesday, September 2, 2025, 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 September 7, 2025. 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 September 5, 2025 (9.00 a.m. IST) till September 7, 2025 (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 September 7, 2025 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 September 5, 2025 (9.00 a.m. IST) till September 7, 2025 (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	<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 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 of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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	<p>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.</p>

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. 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 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.
 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 secretary@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 and joining VC 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.

Item 4: Appointment of Secretarial Auditors

Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), as amended, every listed company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of five consecutive years as the Secretarial Auditors of the Company. Further, such appointment shall be approved by the shareholders in its Annual General Meeting.

Based on the recommendations of Audit Committee, the Board of Directors at its meeting held on April 29, 2025 recommended the appointment of M/s S. Sandeep & Associates, Practising Company Secretaries, Chennai, (Firm Registration No: P2025TN103600) (PR No: 6526/2025) as the Secretarial Auditors of the Company, for a term of Five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 at such remuneration as shall be fixed by the Board of the Company, based on recommendation of Audit Committee. The said appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profile of M/s S. Sandeep & Associates:

M/s. S. Sandeep & Associates, Company Secretaries, is a well-established Firm of Company Secretaries having expertise across secretarial audit, regulatory compliance, and corporate governance, with specialized expertise in Non-Banking Financial Companies and Housing Finance Companies. The firm has a team of experienced and qualified company secretaries. They are headquartered at Chennai.

The Company has received written consent from M/s. S. Sandeep & Associates confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations. M/s. S. Sandeep & Associates do not have any financial interest in or in association with the Company, which may lead to conflict of interest. Further, no orders have been passed against M/s. S. Sandeep & Associates by ICSI/SEBI/MCA/any other competent authority/court, in the past five years.

Details required under Regulation 36 (5) of SEBI LODR Regulation is given below:

Proposed fees payable to the Secretarial Auditor with and in case of a new auditor,	₹ 2,20,000 for FY 2025-26 (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) The Board of Directors, in consultation with the Audit Committee, are authorised to fix the remuneration payable to the Secretarial Auditors, for the subsequent years.
Terms of appointment	M/s. S. Sandeep & Associates, Company Secretaries, are recommended for appointment for a term of five consecutive years from FY 2025-26 to FY 2029-30.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in the fees payable to the Secretarial Auditor. The proposed fees payable to the Secretarial Auditor has been fixed after considering their knowledge,

	professional expertise and industry experience, as well as the overall time and effort that is required to be devoted by them towards the audit.
Credentials of Secretarial Auditors	M/s. S. Sandeep & Associates, Company Secretaries, is a well-established Firm of Company Secretaries having expertise across secretarial audit, regulatory compliance, and corporate governance, with specialized expertise in Non-Banking Financial Companies and Housing Finance Companies. The firm has a team of experienced and qualified company secretaries. They are headquartered at Chennai.

Besides the secretarial audit services, the Company may also obtain certifications from M/s. S. Sandeep & Associates under various statutes/regulations and other permissible non-secretarial audit services/certifications as required from time to time. The Board of Directors, in consultation with the Audit Committee, are authorised to fix the fee payable for these services to M/s. S. Sandeep & Associates, on mutually agreed terms. The Company will not avail any services from the Secretarial Auditor, which are prohibited under the SEBI LODR Regulation read with SEBI circular dated December 31, 2024.

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

Accordingly, the Board of Directors recommends the aforesaid appointment to the members for their approval by way of an Ordinary Resolution, as set out at item no. 4 of the Notice

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 13, 2024, had passed resolution authorizing the Board of Directors or any Committee authorised by the Board to borrow upto ₹ 10,000 Crores (Indian Rupees Ten 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, 2025, recommended increase in borrowing limits from existing limit of ₹ 10,000 Crores (Indian Rupees Ten Thousand Crores only) to ₹ 12,000 Crores (Indian Rupees Twelve Thousand Crores only) (with a sub-limit for borrowings of upto ₹ 4,000 Crores (Indian Rupees Four 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. ₹ 12,000 crores (Indian Rupees Twelve Thousand Crores only) is in excess of paid-up share capital, free reserves and securities premium, the Board of Directors recommends the 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.

Accordingly, the Board of Directors recommends to the members for their approval by way of Special Resolution, as set out at item no. 5 of the Notice

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

For creation of 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.

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company 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. Hence, it is necessary for the Company 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.

The Board of Directors recommends this 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.

Accordingly, the Board of Directors recommends to the members for their approval by way of Special Resolution, as set out at item no. 6 of the Notice

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

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, 2025 recommended issuance of Non-Convertible Debentures (NCDs) 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 (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 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.

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

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

By Order of the Board of Directors

Place: Chennai
Date: July 28, 2025

Vigneshkumar SM
Company Secretary

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)	25-01-1976/49
Qualifications	Bachelor in Hotel Management
Brief resume and Experience	Thirulokchand Vasan is a Hotel Management Graduate with over 17 years of experience in the hospitality business
Expertise in specific Functional areas	Team management, Customer satisfaction and process optimization
Disclosure of relationships between directors inter-se	Nil
Remuneration sought to be paid	Being a Non-Executive Director, he is entitled to be paid sitting fees for each meeting of the Board / Committee that he attends. Besides, he is eligible for a commission of ₹ 15 lakhs per annum, as may be determined by the Nomination and Remuneration Committee and Board of Directors.
Remuneration last drawn (for financial year 2024-25)	Sitting fee of ₹ 4.40 lakhs was paid in FY 2024-25 for attending the meetings of the Board of Directors and Committees. A commission of ₹ 12 lakhs was paid for FY 2024-25.
Date of first appointment on the Board	December 15, 2016
No. of shares & shareholding in the Company as of March 31, 2025	Nil
Relationship with other Directors, Manager and KMP of the Company	Nil
Number of Board Meetings attended during FY 2024-25	Attended 7 out of 7 meetings held during the financial year 2024-25.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	C K Entertainments Private Limited
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
Listed entities from which the Director has resigned from Directorship in the past three years	Nil