

TURTLEMINT FINTECH SOLUTIONS LIMITED
DIVIDEND DISTRIBUTION POLICY

Version Control History

Version	Date	Description of Changes	Prepared/Revised By
1.0		Initial creation of the policy document.	25.08.2025

1. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) vide the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), has made it mandatory for the top 1000 listed companies based on the market capitalization (calculated as on March 31 of every financial year) to formulate a dividend distribution policy, which will be disclosed on their website. The SEBI Listing Regulations further stipulate that other listed entities may undertake such compliance on a voluntary basis.

Turtlemint Fintech Solutions Limited (hereinafter referred as “the Company”) has framed this Dividend Distribution Policy (“Policy”) in compliance with the SEBI Listing Regulations. This Policy has been approved by the board of directors (“Board”) of the Company at its meeting held on August 25, 2025 being the effective date of this Policy.

This Policy shall come into force with effect from the date the SEBI Listing Regulations take effect with respect to the Company.

The dividend distribution shall be in accordance with the relevant and applicable provisions of Companies Act, 2013 (“the Act”), Rules framed thereunder, the Articles of Association of the Company, and other relevant legislations governing dividend distribution applicable to the Company, as in force and as amended from time to time.

2. SCOPE & OBJECTIVE

This Policy outlines the framework for dividend distribution by the Company.

The objective of this Policy is to establish the key parameters the Board of Directors should consider when declaring or recommending a dividend. The Company endeavours to ensure fairness, consistency, transparency and sustainability while distributing profits to the shareholders.

The policy also specifies both the external and internal factors, including financial parameters, that shall guide while declaring dividends. It outlines the circumstances under which the shareholders of the Company may or may not expect dividend, as well as how the retained earnings will be utilised. Depending on the long-term growth strategy of the Company and the prevailing circumstances, the Board may consider a higher dividend payout ratio, while trying to ensure that sufficient funds are retained for growth of the Company.

3. Definitions

In this Policy:

- a) **Act:** Act means the Companies Act, 2013, the rules made thereunder and any amendment(s) or modification(s) or circular(s) or notification(s) or order(s) thereof made.
- b) **Applicable Laws:** shall mean the Act, the SEBI Listing Regulations, together with the circulars issued thereunder; and such other act, rules or regulations which deals with the distribution of dividend.
- c) **Board or Board of Directors:** shall mean Board of Directors of the Company.
- d) **Dividend:** includes interim dividend.

Words and Expressions used and not defined in this Policy but defined in the Act or Applicable Laws shall have the same meaning respectively assigned to them in the Act/Applicable Laws.

4. DIVIDEND DISTRIBUTION FRAMEWORK

The Company may, subject to its articles of association, pay dividends in proportion to the amount paid-up on each share. The Act provides for two forms of Dividend - Final and Interim.

- **Final Dividend**

The final dividend is paid once for the financial year after the annual accounts are prepared. The Board of the Company has the power to recommend the payment of final dividend to the shareholders in a general meeting. The declaration of final dividend shall be included in the Board's report and the ordinary business items that are required to be transacted at the annual general meeting.

- **Interim Dividend**

This form of dividend can be declared by the Board one or more times in a financial year as may be deemed fit by it or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend. Further, such declaration of interim dividend shall be in line with this Policy. By way of guidance, the Board should usually declare an interim dividend after finalization of quarterly (or half yearly) financial accounts.

The Board shall consider the following parameters while declaring dividend or recommending dividend to shareholders:

- a) **Circumstances under which the shareholders may or may not expect dividend**

The Company aims to offer maximum return on investment to the shareholders keeping in mind the growth and future prospects. The decision regarding declaration and payment of dividend is an important decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. Hence, the shareholders of the Company may expect dividend only if the Company is having adequate profits after making adequate provisions for the Company's operational requirements and any proposed or planned investments and after

complying with all other statutory requirements under the Applicable Laws. The Board of Directors, while declaring or recommending a dividend, shall ensure compliance with all statutory requirements under Applicable Laws. When determining the dividend to be declared or recommended, the Board of Directors will consider the advice of the executive management.

However, the Board may consider not to declare a dividend or declare a lower rate based on the following:

- In case of inadequacy of profits or whenever the Company has incurred losses;
- Proposed, ongoing or planned business expansion or investment in growth opportunities, or maintaining minimum networth or capital to fend off threats, or concerns of the Company;
- For purpose of maintaining any minimum solvency requirements that may be required under applicable laws;
- Insufficient or absent profits;
- Higher working capital requirements for business operations;
- Whenever the Company undertakes any acquisitions, amalgamations, mergers, joint ventures, new launches etc. requiring significant allocation of capital;
- Whenever the Company proposes to utilize surplus cash for buy-back of securities or setting off of previous year losses or losses of its subsidiary/ies;
- in case of being prohibited to recommend/declare dividend by any regulatory body; and
- Repayment of any loans or financial indebtedness incurred by the Company

The statement of this Policy does not in any way restrict the right of the Board to use its discretion in the recommendation of the Dividend to be distributed in the financial year and the Board reserves the right to depart from the Policy as and when circumstances so warrant.

Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward-looking statements in this Policy, if any.

b) Financial parameters including Internal and External Factors that may be considered while declaring dividend

The Board of Directors of the Company shall consider the following financial / internal parameters while declaring or recommending dividend to shareholders:

- Profits earned and available for distribution during the financial year;
- Accumulated reserved including retained earnings;
- Net profits earned during the financial year as per the consolidated financial statements;
- Past dividend pattern;
- Upgradation of technology and physical infrastructure
- Working capital requirements of the Company
- Expansion or diversification of business of the Company;
- Major capital expenditure to be incurred by the Company;
- Cash flow requirements of the Company;
- Acquisition & divestitures of any business, merger, restructuring etc.

- Restrictions/covenants if any, contained in any lender agreements or any other arrangement or agreement entered into by the Company;
- Debt-equity ratio of the Company;
- Cost of borrowing of the Company, keeping in view the growth opportunities;
- Debt obligations of the Company;
- Provisioning for financial implications arising out of unforeseen events and/or contingencies;
- Reputation of the Company; and
- Any other relevant factors and material events

c) External factors that may be considered while declaring Dividend

The Board of Directors of the Company shall consider the following external parameters while declaring or recommending dividend to shareholders:

- Regulatory requirements .
- Business Cycles
- Global conditions
- Economic environment
- Political/geographical situations
- Competition or client related risks
- Inflation rate
- Industry Outlook for future years.
- Other factors like statutory and contractual restrictions.
- Any other relevant factors and material events

d) Policy as to how retained earnings will be utilized

The Company will utilize retained earnings in a manner that benefits both its interests and those of its shareholders. These earnings may be allocated for investments in future growth, expansion, or other specific purposes approved by the Board of Directors. Retained earnings will primarily be used to strengthen the Company's financial position. The Company shall utilize retained earnings for reducing its debt obligations. The Board, after having considered all of the above factors listed in this document, may then consider what proportion of its profits it may consider for Dividend distribution. The decision of the Board in this regard will be final and the Board has absolute discretion to set both the quantum and timing of such dividend distribution.

e) Parameters that shall be adopted with regard to various classes of shares

The Company has issued only one class of shares, namely equity shares. The dividend parameters for any future classes of shares will be determined based on the respective terms of issue and applicable laws, should the Company to issue other classes of shares.

The policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

The above framework is merely directional in nature and not exhaustive by any means. The Board may take cognizance of the above factors in conjunction with each other &/or consider any other factor(s)

beyond the above listing, as it deems fit in the interest of the shareholders' while proposing the profit distribution.

5. APPROVAL PROCESS

The decision regarding dividend shall be taken only by the Board at its Meeting and not by a Committee of the Board or by way of a resolution passed by circulation.

Final dividend shall be paid only after approval at an Annual General Meeting of the shareholders. Shareholder approval is not required for payment of interim dividend.

6. AMENDMENTS TO THE POLICY

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

7. INTERPRETATION

In case of any conflict between the provisions of this Policy and of the statutory provisions, the statutory provisions shall prevail over this Policy. Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.

8. POLICY REVIEW

This Policy will be reviewed periodically by the Board and amended as appropriate. Any changes or revisions to the policy will be communicated to shareholders in a timely manner.

9. DISCLOSURE

The Policy will be available on the Company's website and disclosed in the Company's Annual report.