

**TURTLEMINT FINTECH SOLUTIONS LIMITED  
POLICY FOR DETERMINING SUBSIDIARIES**

## Version Control History

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

### 1. PURPOSE OF THIS POLICY:

Turtlemint Fintech Solutions Limited (*formerly known as Fintech Blue Solutions Private Limited*) (“**Company**”) is governed by the regulations framed by the Securities Exchange Board of India (“**SEBI**”). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”) outline the regulatory requirements for material subsidiary companies.

The Board of Directors (the “**Board**”) of the Company has adopted the policy and procedures for determining ‘material’ subsidiary(ies)(“**Policy**”) in accordance with the provisions of Regulation 16 (1)(c) of the Listing Regulations, at the Board meeting held on August 25, 2025.

The primary purpose of this Policy is to lay down the criteria for identification of Material Subsidiary(ies) (*as defined below*) and disclosure and governance thereof as required under the SEBI Listing Regulations.

### 2. DEFINITIONS:

- a) “**Act**” means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.
- b) “**Applicable Law**” means any law, rules, regulations, circulars, guidelines or standards under which the preparation, implementation and adoption of the policy have been prescribed and is applicable to the Company.
- c) “**Audit Committee**” means the committee constituted by the Board of Directors of the Company, from time to time, in accordance with section 177 of the Act and Listing Regulations.
- d) “**Board**” means the board of directors of Company, as constituted from time to time.
- e) “**Independent Director**” means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Act and the Listing Regulations.
- f) “**Material Subsidiary**” means a material subsidiary of the Company as under the Regulation 16(c) of the Listing Regulations..
- g) “**Material Unlisted Indian Subsidiary**” shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

- h) **“Significant transaction or arrangement”** shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year, and shall be in accordance with any meaning as may be provided for “significant transaction or arrangement” under Regulation 24(4) of the SEBI Listing Regulations, from time to time..
- i) **“Subsidiary”** shall be as defined under the Act and the rules made thereunder.
- j) **“Unlisted Subsidiary”** means subsidiary of the company whose securities are not listed on any Stock Exchanges.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 (“Act”) and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

### **3. CRITERIA FOR DETERMINING THE MATERIAL SUBSIDIARIES**

A subsidiary and Unlisted Material Subsidiary of the Company shall be regarded as a Material Subsidiary if it falls under the definition provided above.

The Audit Committee shall review such details / information as may be required to determine the ‘Material Subsidiaries’.

### **4. IDENTIFICATION OF ‘MATERIAL SUBSIDIARY**

The subsidiary shall be identified in terms of the provisions of Listing Regulations as applicable for each case. The identification should happen soon after the preparation of annual accounts and the outcome should be placed before the Audit Committee or Board, as the case may be, in the meeting where the annual audited accounts of the Company are considered. The Audit Committee shall, on an annual basis, review such details/information as may be required to determine the ‘Material Subsidiaries’.

### **5. POLICY AND PROCEDURE**

#### **a. Corporate Governance Requirements with respect to Subsidiary of the Company**

- i. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary of the Company.
- ii. The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the Company at regular intervals.
- iii. At least one Independent Director of the Company shall be a director on the board of the unlisted Material Subsidiary whether incorporated in India or not. Only for the purposes of this point, notwithstanding anything to the contrary contained in regulation 16 (1)(c) of the SEBI Listing Regulations, the term “Material Subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

iv. The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company as per Regulation 30(9) of the SEBI Listing Regulations.

**b. Significant transactions / arrangements of Material Subsidiaries**

The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

**c. Restriction on disposal of shares in Material Subsidiary by the Company:**

The Company shall not dispose of shares in its Material Subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without obtaining prior applicable regulatory approvals, including, Insurance Regulatory and Development Authority of India and SEBI, passing a special resolution in its general meeting. Such special resolution in a general meeting of shareholder may however not be required, in case where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (“**Insolvency Code**”) and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

**d. Restriction on selling, disposal and leasing of assets of Material Subsidiary:**

Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of any applicable regulators, prior approval of shareholders by way of special resolution unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

**e. Secretarial Audit**

The Unlisted Material Subsidiaries incorporated in India shall undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report in such form as specified, with the annual report of the listed entity.

Explanation: The term “secretarial auditor” means a company secretary in practice or a firm of company secretary(ies) in practice appointed to conduct the secretarial audit and the term “peer reviewed company secretary” means a company secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a peer reviewed practice unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India under SEBI Listing Regulations, from time to time.

## **6. DISCLOSURES**

The Company shall disclose in its Board's report, details of this Policy as required under the Act and the Listing Regulations. This Policy shall be disclosed on the Company's website and a weblink thereto shall be provided in the Board's report.

## **7. REVIEW**

The Board, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

## **8. LIMITATION AND AMENDMENT**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other applicable law, the provisions of such Act or Listing Regulations or applicable law shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.