

**TURTLEMINT FINTECH SOLUTIONS LIMITED
POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

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 Nomination & Remuneration Committee of the Board (“**Committee**”) of Turtlemint Fintech Solutions Limited (“**Company**”) has decided to consider and formulate a policy on diversity of the composition of the Board by the name of board diversity policy (“**Policy**”) in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time. The Policy sets out the approach to have diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company. The Policy applies to the composition of the Board.

2. Purpose

The Policy emphasizes the value of a diverse Board of Directors, leveraging the unique skills and experiences of its members for the collective benefit of the organization. Its objective is to ensure the Board comprises of an optimal mix of Executive and Non-Executive Independent Directors. The Company recognizes that Board diversity brings a balance of skills, expertise, and perspectives suited to its business needs. The Company aims to enhance decision-making, overall effectiveness and believes that a diverse Board will amongst others –

- a. Enhance the quality of decisions making and ensure better business performance;
- b. Encourage diversity of perspectives thereby fuel creativity and innovation; and
- c. Provide better corporate governance.

3. Nomination and appointment

The Committee of the Board shall be responsible for:

- a. Reviewing and assessing the composition and performance of the Board on behalf of Board.
- b. Identify appropriate qualified personnel to occupy Board position.
- c. Suggest appropriate expertise and diversity required based on future projected activities of the Company.
- d. Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board.
- e. Ensuring that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the articles of association of the Company, the Companies Act, 2013, the Listing Regulations and any other statutory / regulatory requirements applicable to the Company.

4. Monitoring, tracking and reporting

The Committee shall support laying down a succession plan for the Board. As part of the exercise, it will also review and suggest training for directors.

The Company shall provide sufficient information about this Policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification / characteristics etc. The necessary disclosures about the Policy and other details should be made as per the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013. The Policy shall be made available on the website of the Company.

5. Amendments and Review

This Policy will be reviewed periodically by the Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

6. Interpretation

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Companies Act, 2013 and/or applicable laws in this regard shall automatically apply to this Policy.