

**TURTLEMINT FINTECH SOLUTIONS LIMITED
POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED
LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Version Control History

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

I. Background

Pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (the “**Insider Trading Regulations**”), this policy has been formulated by Turtlemint Fintech Solutions Limited (the “**Company**”) to establish the procedure for inquiry in case of a leak, or suspected leak, of **UPSI** (*as defined hereinafter*) (the “**Policy**”).

The Board of Directors of the Company (the “**Board**”) acknowledges the contours of an inquiry into any leak or suspected leak of UPSI would have to be customised according to the facts or circumstances of each case. Therefore, it is not possible to prescribe a standard operating procedure to be followed while conducting an inquiry into every case of a leak or suspected leak of UPSI. Further, the Board acknowledges the importance of keeping the procedure dynamic, to ensure that an inquiry appropriately covers all relevant aspects of a case.

In view of the above, this Policy sets out the broad principles to be followed for the purpose of examining any leak or suspected leak of UPSI. The Policy has been approved by the Board of Directors in its meeting held on August 25, 2025.

Definitions

- (i) **Compliance Officer** shall mean the person designated as the Compliance Officer of the Company in accordance with the Insider Trading Regulations.
- (ii) **Incident** shall mean any incident of leak(s) or suspected leak(s) of UPSI.
- (iii) **Inquiry Committee** shall mean the committee constituted to investigate instances, allegations or suspicions of a leak of UPSI in accordance with the principles laid down in this Policy. Further, it shall comprise of Chief Financial Officer (CFO), Finance Controller and the Company Secretary or such other members as the Managing Director may deem appropriate. The members of the Committee may elect one amongst themselves to be the Chairperson of the committee.
- (iv) **Stakeholders** shall include but not limited to all employees of the Company, statutory auditors, internal auditors and consultants.
- (v) **Stock Exchanges** shall mean the relevant stock exchanges where the securities of the Company are listed.
- (vi) **Unpublished Price Sensitive Information (“UPSI”)** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- Financial results of the Company;
- Declaration of dividends (both interim and final);
- Change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transaction;
- Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and
- Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

II. Intimation to Stock Exchanges and SEBI

The Compliance Officer shall inform the Stock Exchanges and SEBI about an Incident in the formats provided in **Annexure A** and **Annexure B** respectively.

III. Duties of Inquiry Committee

The Inquiry Committee shall be responsible for the following:

- Conducting a preliminary assessment and/ or an inquiry into any Incident to ascertain the truth or materiality of the information and/or the complaint received in this regard. The Inquiry Committee can also take cognizance of any such matter *suo-moto*.
- The Inquiry Committee may authorize or engage any third party person, if required, to collect necessary support material required for investigation of the Incident.
- The Inquiry Committee shall conduct an investigation in accordance with the procedure set out below.
- The Inquiry Committee shall submit its observations to the Managing Director and the Managing Director shall further intimate the observations to the Board.

IV. Procedure for Inquiry

- (i) Upon becoming aware of any leak/ allegation/ suspicion of an Incident pertaining to UPSI, including by way of: (a) communication from regulatory authorities; (b) a written complaint or an e-mail from whistle-blower; or (c) internal monitoring mechanisms, the Inquiry Committee shall evaluate and determine if the matter merits inquiry. It is clarified that market rumours, inferences based on media reports or observations made by analysts etc. will not necessarily trigger a preliminary enquiry, and the Inquiry Committee shall have the discretion to decide if a preliminary enquiry is required to be undertaken in each case.
- (ii) In the event the Inquiry Committee decides that the matter warrants an inquiry, it shall undertake an initial assessment to analyse the accuracy of the allegation/ suspicion of the Incident by taking necessary steps, including the following:
 - assessing the source of the complaint/ allegation/ suspicion;
 - assessing the nature of the Incident in order to determine the scope of inquiry, the parties who had access to the UPSI and the manner in which it could have been leaked; and
 - conducting interviews with the complainant, in case his/ her identity is known, and other relevant persons.
- (iii) On the basis of the outcome of the initial assessment, the Inquiry Committee shall determine whether: (a) the alleged/ suspected Incident is frivolous, and requires no further action; or (b) the matter requires further diligence and inquiry.
- (iv) The Inquiry Committee shall conduct a detailed inquiry and take all necessary steps, including the following:
 - identifying the medium through which the leaked UPSI was disclosed/ communicated;
 - conducting a confidential investigation into the activities of the persons that handled or had the knowledge of the UPSI in question, in an un-intrusive manner,

including by reviewing the relevant documents, audit trails, and by conducting interviews, if necessary;

- appointing external advisors/ consultants/ professionals to assist the inquiry;
 - re-assessing the internal controls and measures implemented by the Company for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.
- (v) The Inquiry Committee will ensure that the details in relation to the inquiry, including the initial assessment, shall be shared within and outside the Company strictly on a 'need to know' basis. In cases where the inquiry has been initiated based on a complaint from a whistle-blower, the Inquiry Committee will keep the identity of the whistle-blower confidential.
- (vi) In the conduct of inquiry, the Inquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions etc., to the persons against whom the allegations of the Incident have been levelled. The Inquiry Committee will be required to duly consider the same while arriving at its conclusions.
- (vii) Upon conclusion of the inquiry:
- the Inquiry Committee shall intimate to the Managing Director who shall further intimate to Board of its findings, along with a summary of the procedures followed and the action taken;
 - if the Inquiry Committee is of the opinion that a leak has occurred and in the event the Inquiry Committee has identified the person(s) responsible for or involved in the leak, it will take appropriate action, take disciplinary and penal action and any other steps it deems fit and necessary such as dismissal, wage freeze, suspension, recovery and disqualification from future participation in the employee stock options scheme (if any) etc.;
 - it is clarified that any action taken by the Securities and Exchange Board of India for violation of the Insider Trading Regulations and any other applicable laws shall not preclude the Inquiry Committee from taking any disciplinary, penal or other action.
- (viii) The Inquiry Committee shall strive to conclude the inquiry within thirty (30) days from its commencement and can be extended if the circumstances so warrant.
- (ix) The Company shall also inform the SEBI about the outcome of the inquiry and the steps taken in this regard.
- (x) All stakeholders shall cooperate with the investigation into an Incident. Failure to cooperate with the investigation shall attract disciplinary action.
- (xi) All the documentation in relation to the investigation shall be documented as per the applicable provisions of law in relation to retention of documents.

V. Complaint Mechanism

A person can report a leak or a suspected leak of UPSI to the following:

- (i) Chairman of the Audit Committee;
- (ii) Company Secretary of the Company;
- (iii) A person can also report:
 - a. By e-mail at companysecretary@turtlemintcom; or
 - b. By letter, marked "Private and Confidential" and to the Inquiry Committee

VI. General

In case of any subsequent changes in the provisions of the Insider Trading Regulations or any other applicable regulations ("**Regulations**") which render any of the clauses/ provisions in this Policy inconsistent with the Regulations, the provisions of the Regulations shall prevail.

Further, this Policy shall not in any way preclude any referrals, complaints, measures, actions, etc., which can be instituted or which are available under the existing Whistle-blower Policy of the Company.

VII. Amendments

The Policy may be reviewed and amended periodically as and when required by the Board to ensure that it meets the objectives of the Insider Trading Regulations and the needs of the Company and remains effective. Any subsequent amendment/modification in the Insider Trading Regulations, and/or any other laws in this regard shall automatically apply to this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law dealing with the objectives of the Insider Trading Regulations and leak of UPSI, such applicable law in force from time to time shall prevail over this Policy.

Annexure A

To,

Date: [●]

National Stock Exchange Limited
Exchange Plaza, C – 1, Block 'G'
Bandra Kurla Complex, Bandra East
Mumbai – 400051

Or

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai -400001

Dear Sir/ Madam,

Scrip Code: [●].

Sub.: Intimation of leak of or suspected leak of unpublished price sensitive information

With reference to the captioned subject matter and pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we wish to intimate the following:

Name of offender or suspect, if known	
Name of organisation and designation	
Nature of the information leaked or suspected to be leaked	
Medium of leak of information or suspected leak of information	
Whether any action was initiated by the Company If yes, narration of the same	Yes/ No
Any other information	

Request you to kindly take the same on record.

Thanking you,

For and behalf of Turtlemint Fintech Solutions Limited

Name

Designation

Annexure B

To,

Date: [●]

Securities and Exchange Board of India
Plot No. C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400051

Dear Sir/ Madam,

Scrip Code: [●].

Sub.: Intimation of leak of or suspected leak of unpublished price sensitive information

With reference to the captioned subject matter and pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, we wish to intimate the following:

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Medium of leak of information or suspected leak of information	
Whether any action was initiated by the Company If yes, narration of the same	Yes/ No
Any other information	

Request you to kindly take the same on record.

Thanking you,

For and behalf of Turtlemint Fintech Solutions Limited

Name

Designation