Date: September 02, 2026

To,
The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

To,
The Manager
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C-1, G – Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

BSE Scrip Code: 544799
NSE Symbol: TURTLEMINT
ISIN: INE0OC301013

Sub: Notice of 11th Annual General Meeting – FY 2025-26

Dear Sir / Ma'am,

This is to inform the Exchanges that:

1. The 11th (Eleventh) Annual General Meeting (**"AGM"**) of the members of the Company is scheduled to be held on **Thursday, September 24, 2026, at 4:00 P.M. (IST)** through Video Conferencing (**"VC"**) or Other Audio-Visual Means (**"OAVM"**).

2. The Company will provide its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means (**"e-voting"**) only. The e-voting communication giving instructions for e-voting has been specified in the Notice calling the 11th AGM.

3. The Company has fixed **Thursday, September 17, 2026** as the cut-off date for determining the members eligible to vote either by remote e-voting or during the AGM. The Notice convening the 11th AGM for the financial year ended March 31, 2026, is enclosed herewith and the same is being sent to all the shareholders and all others concerned.

The aforesaid Notice is being made available on the Company's website https://www.turtlemint.com/investor-relations/turtlemint-fintech-solutions/general-meetings/

Kindly take the above on your records and acknowledge.

Thanking You.

Yours faithfully
For Turtlemint Fintech Solutions Limited
(Formerly known as Turtlemint Fintech Solutions Private Limited and Fintech Blue Solutions Private Limited)

PRASHANT SAINI
Digitally signed by PRASHANT SAINI
Date: 2026.09.02 12:11:31 +05'30'

Prashant Saini
Company Secretary & Compliance Officer
Membership No: A23769

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting ("AGM") of the members of Turtlemint Fintech Solutions Limited (formerly known as Turtlemint Fintech Solutions Private Limited and Fintech Blue Solutions Private Limited) ("the Company") will be held on Thursday, September 24, 2026 at 4.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

The venue of the meeting shall be deemed to be the Registered Office of the Company at 4 and 4A, A wing, The ORB Sahar, 1st Floor, Marol Village, Andheri East, Mumbai, Maharashtra, 400099.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

    a. The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon; and

    b. The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026, together with the Report of the Auditors thereon.

    [Ordinary Resolution]

2. To appoint a director in place of Mr. Dhirendra Nalin Mahyavanshi (DIN: 06652017), who retires by rotation and being eligible, offers himself for re-appointment.

    [Ordinary Resolution]

SPECIAL BUSINESS:

3. **To approve the appointment of M/s. S G & Associates, Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2026-27 to financial year 2030-31 and to fix their remuneration:**

    To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any amendment thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s. S G & Associates, Practicing Company Secretaries having COP 5722 Membership No.12122 as the Secretarial Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from April 01, 2026 and ending on March 31, 2031, on such remuneration as may be mutually agreed upon between the Company and the Secretarial Auditors as per details set out in the Explanatory Statement annexed hereto pursuant to Section 102 of the Act.

    RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **Ratification and Approval for Amendment of the Turtlemint Fintech Solutions ESOP Scheme 2025 of the Company:**

    To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

    "RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Regulation 6, Regulation 7 and Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA"), including the rules and regulations framed thereunder, and all other applicable laws, rules, regulations, guidelines, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively, "Applicable Laws"), the Memorandum of Association and Articles of Association of Turtlemint Fintech Solutions Limited ("Company"), and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company ("Board") at its meeting held on August 31, 2026, and subject to such other approvals, permissions and sanctions as may be necessary, the 'Turtlemint Fintech Solutions ESOP Scheme 2025' ("Scheme"), as approved by the Members of the Company by way of special resolutions passed at extraordinary general meetings held on August 21, 2017, November 16, 2018, April 23, 2022, July 17, 2025, August 26, 2025 and December 3, 2025, prior to the listing of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on June 29, 2026, be and is hereby ratified in terms of Regulation 12(1) of the SBEB & SE Regulations, together with the amendments to the Scheme as set out in the explanatory statement annexed to the Notice convening this Meeting, and that the consent of the Members be and is hereby accorded to the Board (which expression shall include any Committee formed for this purpose) being authorised to create, offer, issue, re-issue, grant, transfer and allot employee stock options ("Options") under the Scheme, not exceeding the total pool of 1,21,93,045 (One Crore Twenty-One Lakh Ninety-Three Thousand and Forty-Five) Options exercisable into an equal number of Equity Shares of face value Re. 1/- each of the Company, in one or more tranches, from time to time, to the eligible employees (as defined under the Scheme), on such terms and conditions as may be determined by the Committee in accordance with the Scheme and Applicable Laws.

RESOLVED FURTHER THAT the authority granted to the Board/Committee to grant, vest and administer Options in accordance with the Scheme, and to do all acts, deeds, matters and things in connection therewith, be and is hereby ratified.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines, the SBEB & SE Regulations and the Accounting Standards, including Regulation 15 of the SBEB & SE Regulations and IND-AS 102, as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to authorize Board and any committee formed for this purpose to issue and allot equity shares to the Eligible Persons from time to time in accordance with the Scheme and other applicable laws in force and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in the event of any Corporate Action (including rights issue, bonus issue, stock split, consolidation, merger, demerger, or other reorganisation of the Company's capital structure), such adjustments as may be necessary to the number of Options, the Exercise Price, or both, shall be made by the Committee in a fair and reasonable manner, in accordance with the terms of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to formulate, evolve, decide upon, bring into effect and implement the ESOP SCHEME 2025 and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations, including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and with regard to the equity shares to be issued pursuant to ESOP SCHEME 2025, without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP SCHEME 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers under this resolution to the Committee, with the power to further delegate to any officer(s) of the Company, to formulate, implement, administer and superintend the Scheme, to make such modifications, variations and amendments thereto as may be required to comply with Applicable Laws, and to settle any questions, doubts or difficulties that may arise in this regard, without requiring any further approval of the Members, except where a fresh approval of the Members is separately mandated under Applicable Laws.

RESOLVED FURTHER THAT the Board and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to make requisite applications to the Stock Exchanges for in-principle and final listing approvals in respect of the Shares to be allotted under the Scheme, to file all necessary forms and returns with the Registrar of Companies, the Securities and Exchange Board of India and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

5. **Ratification of extension of the benefits of the 'Turtlemint Fintech Solutions Limited Employees Stock Option Scheme - 2025' to the eligible employees of subsidiary companies of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3)(c) and Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and the Foreign Exchange Management Act, 1999 ("FEMA"), including the rules and regulations framed thereunder, all other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of Turtlemint Fintech Solutions Limited ("Company") at its meeting held on August 31, 2026, the consent of the Members be and is hereby accorded to ratify the extension of the benefits of the 'Turtlemint Fintech Solutions ESOP Scheme 2025' ("Scheme") as approved by the Members of the Company on December 03, 2025, prior to listing of the equity shares of the Company on the Stock Exchanges, to or for the benefit of the eligible employees of the existing and/or future subsidiary companies of the Company, whether in India or outside India, as may be permitted under Applicable Laws and in accordance with the terms of the Scheme, and that the Board (which expression shall include any Committee formed for this purpose) be and is hereby authorised to create, offer, issue, re-issue, grant, transfer and allot Options and Shares to such employees, and to issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already Granted under the Scheme, within the overall pool of the Scheme and on such terms and conditions as may be determined by the Committee.

RESOLVED FURTHER THAT no options shall be granted to such Eligible Employees prior to obtaining in-principle approval from the stock exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted upon exercise of Options by the Eligible Employees shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme from time to time, subject to compliance with the applicable laws, rules and regulations and to settle any issue(s), question(s), difficulty(ies) or doubt(s) that may arise in this regard and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient for giving effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and to take incidental and ancillary actions;

RESOLVED FURTHER THAT in the event of any Corporate Action (including rights issue, bonus issue, stock split, consolidation, merger, demerger, or other reorganisation of the Company's capital structure), such adjustments as may be necessary to the number of Options, the Exercise Price, or both, shall be made by the Committee in a fair and reasonable manner, in accordance with the terms of the Scheme.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution, including making applications to the Stock Exchanges, filing forms and returns with the Registrar of Companies and other regulatory authorities, and settling any questions, doubts or difficulties that may arise in this regard."

By Order of the Board of Directors
Turtlemint Fintech Solutions Limited
(Formerly known as Turtlemint Fintech Solutions Private Limited and
Fintech Blue Solutions Private Limited)

Sd/-
Prashant Saini
Company Secretary & Compliance Officer
Membership No. - A23769

Date: August 31, 2026
Place: Mumbai

Registered Office:
Turtlemint Fintech Solutions Limited
(Formerly known as Turtlemint Fintech Solutions Private Limited
and Fintech Blue Solutions Private Limited)
The ORB Sahar, 4 and 4A, 1st Floor,
A wing, Marol Village, Andheri East,
Mumbai 400 099, Maharashtra,

NOTICE (Contd.)

NOTES AND INSTRUCTIONS:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular No. 03/2025 dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "**MCA Circulars**"),Securities Exchange Board of India vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("**SEBI Circulars**") permitted convening the Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. A statement setting out the material facts concerning the business with respect to Item Nos. 3 to 5 pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto.

3. The disclosures regarding appointment/re-appointment of Directors under the provisions of the SEBI Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India form an integral part of this Notice. Requisite declarations have been received from the Directors for seeking their re-appointment / appointment.

4. Since the Meeting will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting. or e-voting system on the date of the AGM.

   Institutional Investors /Corporate Members (i.e. other than Individuals/ HUF, NRI, etc.) are required to send scanned copies of their Board Resolution/Letter of Authorization/ Power of Attorney ("PoA"), etc., authorizing their representative(s) to attend and vote at this AGM through electronic means, through their registered email address to the e-voting service provider viz., National Securities Depository Limited ('NSDL') and/or to the Scrutinizer viz., M/s. Mehta & Mehta, Company Secretaries on their email addresses i.e. evoting@kfintech.com and info@mehta-mehta.com.

5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

6. The Notice of the AGM along with the Annual Report for the financial year 2025-2026, is being sent only through electronic mode to those members whose email addresses are registered with the Registrar/Depository Participant(s). Members may note that this Notice and the Annual Report for the financial year 2025-2026 are also be available on the Company's website viz https://www.turtlemint.com/, websites of Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at https://www.nseindia.com/ and https://www.bseindia.com , respectively and National Securities Depository Limited ("**NSDL**"), the agency for providing remote e-voting facility, at www.evoting.nsdl.com .

7. The Company requests the Members to update their e-mail addresses with their respective Depository Participants to receive communications and other correspondence from the Company electronically.

8. Members seeking any information with regard to accounts are requested to write to the Company at companysecretary@turtlemint.comat least 10 days before the meeting so as to enable the management to keep the information ready.

9. The Register of Directors and Key Managerial Personnel and their shareholding have been maintained under Section 170 of the Act. Pursuant to Section 171 of the Act the said register, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available electronically for inspection by the members. Members seeking to inspect such documents can send an email to companysecretary@turtlemint.com in advance.

NOTICE (Contd.)

10. 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.
12. **Process and manner for members opting for voting through electronic means:**
    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, and pursuant to the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the authorised remote e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, September 17, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
    iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, September 17, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
    iv. The remote e-voting will commence on Monday, September 21, 2026 at 9.00 a.m. and will end on Wednesday, September 23, 2026 at 5.00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, September 17, 2026, may cast their votes electronically. The members will not be able to cast their votes electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
    v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
    vi. The voting rights of the members shall be in proportion to their share in the fully paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, September 17, 2026.
    vii. The Company has appointed M/s. Mehta and Mehta, Company Secretaries, as the 'Scrutiniser', to scrutinize the voting and remote e-Voting process in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. F 9409), failing her Ms. Alifya Sapatwala (Membership No. A24091), Partner will represent M/s. Mehta & Mehta, Company Secretaries. The Scrutinizer shall, within two working days from the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who will countersign the same. The Chairman or a person authorised by him shall declare the result of the voting forthwith.
    viii. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
    ix. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at https://www.turtlemint.com/ and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. In terms of Regulation 44 of the SEBI Listing Regulations, the Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e., BSE Limited and National

NOTICE (Contd.)

Stock Exchange of India Limited, in any case, not later than 2 (two) working days from the conclusion of the AGM.

x: Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

xi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.turtlemint.com. 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 EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

13. **The procedure and instructions for e-voting are as follows:**

Voting electronically on the NSDL e-voting system involves the following two steps:

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 09, 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.

Members 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.	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.

NOTICE (Contd.)

Type of shareholders	Login Method
	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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")	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.

NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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**************

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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) 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, your PAN, your name and your registered address etc.

c) 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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 viz. M/s Mehta & Mehta, Company Secretaries by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.com. 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.

NOTICE (Contd.)

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 or send a request to Ms. Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com

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. The 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 compliance@devx.work . 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 virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 09, 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.

THE 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 will be 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 voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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.
2. 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.

NOTICE (Contd.)

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
6. Members who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matters, need to pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's e-mail address at companysecretary@turtlemint.com at least 48 hours in advance before the start of the meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

By Order of the Board of Directors
Turtlemint Fintech Solutions Limited
(Formerly known as Turtlemint Fintech Solutions Private Limited and Fintech Blue Solutions Private Limited)

Sd/-
Prashant Saini
Company Secretary & Compliance Officer
Membership No. - A23769

Date: August 31, 2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SUB-SECTION (1) OF SECTION 102 OF THE COMPANIES ACT, 2013

Explanatory Statement in respect of Special Business Item No. 3

To approve the appointment of M/s S G & Associates as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2026-27 to financial year 2030-31 and to fix their remuneration

The Members are hereby informed that pursuant to Section 204 of the Companies Act, 2013 and the rules framed there under and Regulation 24A of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to regulation 24A of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, states that, based on the recommendation of the Board of Directors, a listed entity shall appoint or re-appoint:

i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or

ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members of the Company to appoint M/s S G & Associates Practicing Company Secretaries having COP 5722 Membership No.12122, as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 11th Annual General Meeting till the conclusion 15th Annual General Meeting to be held in the year 2031.

The Company has received Eligibility cum consent letter to act as Secretarial Auditor from M/s S G & Associates Practicing Company Secretaries having COP 5722 Membership No.12122, stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company, for the aforesaid term.

The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/fees as recommended by the Board of Directors of the Company are given under Annexure I of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 3 of the accompanying Notice for the approval of the Members.

ANNEXURE I

Details of the Secretarial Auditors seeking appointment

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Pursuant to Section 204 of the Companies Act, 2013 (the "Act") and the rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In view of the aforesaid, the management of the Company had invited formal proposals from various firms and evaluated them on the key parameters such as number of years of experience, size of the firm, competency, technical capability, experience of partners, the adequacy of experienced resources, approach on transition and overall approach on the audit process etc. Keeping in view of the discussion during the meetings with them, the management then presented shortlisted suitable firms to the Audit Committee for its consideration, approval and recommendation to the Board of Directors.

Basis of recommendations along with the rationale for appointment of Secretarial Auditors:

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder, SEBI Listing Regulations and SEBI circular dated December 31, 2024 with regard to the disqualifications, services not to be rendered by the Secretarial Auditors, peer reviewed Company Secretary, experience of the firm, capability, independent assessment, audit experience, and also based on the evaluation of the quality of audit work done by them in the past.

After considering the aforesaid key parameters and past experience of the audit firms and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 31, 2026, considered, approved and recommended to the members of the Company to appoint M/s S G & Associates, Practicing Company Secretaries having COP 5722 Membership No.12122 , as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 11th Annual General Meeting till the conclusion 15th Annual General Meeting to be held in the year 2031.

The brief profile of M/s S G & Associates is given below:

SG and Associates, Company Secretaries, is a peer reviewed firm based in Mumbai, established by Mr. Suhas Sadanand Ganpule as "SG and Associates" in a form of a sole proprietorship. SG and Associates is a full services corporate law advisory firm with an excellent track record in the field of Corporate laws, Securities Law, Foreign Exchange Management Laws and Tax Laws. The firm undertakes Secretarial Audits, Board Process Audits, Corporate Governance Audits, Mergers and Acquisitions, Corporate Actions and Transaction based Due Diligence Audits for clients across various sectors.

The firm has been conducting Secretarial Audit of various Listed Entities including Listed Banking Companies.

His professional experience includes advising on corporate and secretarial matters, Companies Act and SEBI regulations, FEMA, corporate restructuring, mergers and acquisitions, due diligence, capital market transactions, ESOPs, corporate finance, insolvency and valuation matters. He has also appeared before various statutory and regulatory authorities, including the NCLT and SEBI.

Mr. Ganpule has advised clients across various sectors, including manufacturing and engineering, IT/ITES, real estate and infrastructure, media, hospitality, travel and tourism, insurance and stock broking. He has also been associated with academic institutions as a lecturer in the areas of finance and Company Laws.

He has the requisite experience and professional expertise in the areas of secretarial audit, corporate law and regulatory compliance relevant to the proposed appointment as Secretarial Auditor of the Company.

The proposed fees payable to the Secretarial Auditors for FY 2026-27 is Rs. 1,50,000/- only (Indian Rupees One Lakh Fifty Thousand only) (exclusive of applicable taxes and out of pocket expenses). The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and mutually agreed upon with the Secretarial Auditor.

As this is the first appointment as Secretarial Auditor pursuant to Regulation 24A of SEBI Listing Regulations, details with respect to any material change in the remuneration proposed to be paid to the new auditors from that paid to the outgoing auditors is not applicable.

Item No. 4: Ratification and Approval for Amendment of the Turtlemint Fintech Solutions ESOP Scheme 2025 of the Company

The Board of Directors of Turtlemint Fintech Solutions Limited ("Company"/"TFSL"), at its meeting held on July 26, 2017, approved the Employees Stock Option Scheme, which was subsequently approved by the Members by way of a special resolution passed at the extraordinary general meeting held on August 21, 2017. The Scheme was thereafter altered from time to time by the Members by way of special resolutions passed at extraordinary general meetings held on November 16, 2018, April 23, 2022, July 17, 2025, August 26, 2025 and, most recently, December 3, 2025, and is presently known as the "Turtlemint Fintech Solutions ESOP Scheme 2025" ("Scheme"/"ESOP Scheme").

The Company completed its initial public offer of equity shares, and the equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on June 29, 2026. In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), no company is permitted to make any fresh grant involving allotment or transfer of shares to its employees under an employee stock option plan formulated prior to listing of its shares, unless such plan is brought into conformity with the SBEB & SE Regulations and is ratified by its Members after listing. The proviso to Regulation 12(1) permits such ratification to be undertaken at any time prior to the grant of new options or shares under the pre-listing scheme.

The Board, at its meeting held on August 31, 2026 subject to the approval of the Members, approved the proposal to (i) ratify the Scheme in terms of Regulation 12(1) of the SBEB & SE Regulations; and (ii) make certain amendments to the Scheme, as summarised below, to bring it into conformity with the SBEB & SE Regulations, to reflect the Company's post-listing governance structure, and to update certain operational and drafting matters identified since the Scheme was last altered.

Approval of the Members is accordingly being sought, by way of a Special Resolution, for the ratification of the Scheme together with the proposed amendments, and for the grant, issue, reissue, creation and allotment of employee stock options to the eligible employees as may be determined by the applicable committees formed for this purpose in accordance with the Scheme.

Key variations proposed to the Scheme

In terms of Regulation 6(2) of the SBEB & SE Regulations, the following table sets out the key variations proposed to the Scheme, the rationale for each, and confirms that none of the variations are prejudicial to the interests of option holders under the Scheme:

The disclosures / particulars as required under Regulation 7(4) of the SEBI (SBEB &SE) Regulations are provided below:

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
1	Definition of "Agreement"	"'Agreement' means the Shareholders Agreement dated Series E SHA date executed between the Company, Promoters and investors and all amendments agreements thereto."	Definition deleted in its entirety.	The Series E SHA stood terminated upon listing of the Company; the reference is now redundant.
2	Definition of "Eligible Employee"	"'Eligible Employee' means All the Eligible Employees, who are selected by the Committee through a selection process based on their performance, grade, their potential contribution to the growth of the Company and other factors, shall be eligible to participate in this ESOS. The Committee shall Grant Options to the Eligible Employees as decided by the Board of Directors."	"Eligible Employee" means all the Employees of the Company and its Subsidiaries as defined hereinbelow who are eligible to participate in the Scheme.	Simplifies the definition to a cross-reference to 'Employee'; the recommendation/approval mechanics are now consolidated in the Grant procedure clauses.

NOTICE (Contd.)

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
3	New definition – "Exercise Window"	Not separately defined.	Exercise Window' means a period as may be decided by the Company, during which vested options can be exercised within the overall Exercise Period.	Operational effectiveness
4	Definition of "Founders"	Founders' shall include following persons: a. Mr. Dhirendra Mahyavanshi, b. Mr. Anand Prabhudesai.	Definition deleted in its entirety.	The term "Founders" has no operative reference anywhere else in the Scheme document.
5	New definition – "Subsidiary Company" / "Subsidiary"	Not separately defined.	'Subsidiary Company' or 'Subsidiary' shall mean a subsidiary Company as defined under Section 2(87) of the Companies Act, 2013, in India or outside India.	Operational clarity proposed to be introduced by adding definition of Subsidiary Company
6	Salient Features – Grant of stock options	The Company is permitted to Grant stock options to Eligible Employees of the Company or its subsidiaries, subject to the rights of the investors under the Agreement and in compliance with Applicable Laws.	The Company is permitted to Grant stock options to Eligible Employees in compliance with Applicable Laws.	Consequential to deletion of the "Agreement" definition
7	Salient Features – entitlement of Grantees	The Scheme applies to all Eligible Employees of the Company and its subsidiaries. The Board of the Company would decide the entitlement of each Grantee based on his/her level, grade and seniority.	The Scheme applies to all Eligible Employees of the Company and its subsidiaries.	The Scheme is administered by the NRC (Committee) and accordingly reference to Board is not required
8	Clause 2.1: Eligibility to Participate in ESOS	All the Eligible Employees… who are selected by the Committee through a selection process based on their performance, grade, their potential contribution to the growth of the Company and other factors, shall be eligible to participate in this Scheme.	All the Eligible Employees of the Company, group Company including subsidiary or its Associate Company shall be eligible to participate in this Scheme.	The proposed change simplifies the eligibility criteria. The selection/ recommendation process is now proposed to be further consolidated in the Grant procedure clause 4.1 of the Policy.
9	Clause 3.2(ii) & 4.1: Recommending and approving authority for Grant of Options	Clause 3.2(ii): "The Committee shall identify the Eligible Employees of the Company who may be Granted Options and determine the terms…" Clause 4.1: "Options under the Scheme will be offered to the selected Eligible Employees as per the Letter of Grant…"	Clause 3.2(ii): "The Committee, upon determination and recommendation of CMD and COO, shall approve the Eligible Employees of the Company who may be Granted Options…"	Operational effectiveness: the proposed changes consolidates the recommend-and-approve process in one place and adds an express clarification that eligibility alone does not entitle an employee to a Grant.

NOTICE (Contd.)

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
			Clause 4.1: "Options under the Scheme will be offered to such Eligible Employees as determined and recommended by the CMD and COO to the Committee for its approval, as per the Letter of Grant... It is hereby clarified that being an Eligible Employee does not automatically entitle the said Eligible Employee to receive a Grant."	
10	Clause 4.2: Grant acceptance mechanism	"An Eligible Employee shall be allowed to accept the Options within a period of 90 days of the Letter of Grant... It is hereby clarified that the Option shall expire if it has not been accepted within the said period of 90 days."	The acceptance of Grant shall be deemed to be automatic by the Eligible Employee, and no formal acceptance shall be required to be made by the Eligible Employee in this regard. However, in the event an Eligible Employee rejects the Grant, they can notify the Company by rejecting the Grant within 30 days from the date of grant. Upon receipt of such rejection, such Options will revert to Option pool and be available for further Grants. The Eligible Employees who are offered the Options shall have the right to accept the Options in full or in part. Unaccepted options shall revert back to the original pool and be available for further Grants.	Operational efficiency, grants are proposed to be considered as auto accepted unless expressly rejected by the Option Grantee
11	Clause 6.1	The Exercise period shall be decided by the Committee and communicated to all the Eligible Employees to whom Vesting letter are issued as per this Scheme	The Exercise Period in respect of an Option shall commence after Vesting of each such Option until the time the Employee is in employment with the Company and as may be specified in the Grant Letter. Exercise Period in case of separation from employment shall be as per clause 10.1 of this Policy	Operation clarity; The proposed change explicitly clarifies the exercise period

NOTICE (Contd.)

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
12	Clause 6.2: Authority to decide Exercise Price	"The Board shall have the power to decide the Exercise Price, provided however, that the Exercise Price shall not be less than the par value..."	"The Committee shall have the power to decide the Exercise Price, provided however, that the Exercise Price shall not be less than the par value..."	The proposed change is consistent with the Scheme being administered by the NRC.
13	Clause 6.3: Payment window on exercise	"Payment in respect of the Shares Exercised (including applicable taxes) will have to be made along with the Exercise of the Option within the said Exercise Period as decided by the Committee."	"Payment in respect of the Options exercised (including applicable taxes) will have to be made along with the Exercise of the Option within the said Exercise Window as decided by the Committee."	Provides operational clarity as it aligns with the proposed definition of Exercise Window
14	Clause 6.4 Consequence of non-payment and allotment timeline	No provision addressing the consequence of a Grantee failing to pay on exercise, or a stated timeline for allotment following exercise.	The Company, for administrative purposes, will announce periodic Exercise Windows. The Employees who have chosen to Exercise, shall be required to comply with all requirements including payment of applicable taxes and Exercise Price, within the Exercise Window. Should the Employee fail to pay the due amounts or not fulfill any other obligations within the Exercise Window, his/her request shall stand cancelled, and the Employee may choose to send a new Exercise request at a later date in compliance with the terms of this Scheme.	Operational clarity — sets out the consequence of non-payment. Further, suggests a monthly allotment cycle for completed exercise requests.
15	Clause 6.5: Lapse/ cancellation of vested Options for non-payment	"The Options would lapse or stand cancelled if the Option Holder who wishes to Exercise the Options within the Exercise Period, fails to pay the full Exercise Price, for the Vested Options, to the Company."	"The vested Options would lapse or stand cancelled if the Option Holder fails to pay the full Exercise Price and applicable taxes along with his exercise request within the Exercise Period."	Proposed change provides operational clarity by expressly mentioning that only vested options would lapse

NOTICE (Contd.)

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
16	Clause 10: Definition of "Employer" (discontinuation table)	"…the term 'Employer' shall mean and include the Company or its Affiliate of which the Option Holder is an Eligible Employee."	"…the term 'Employer' shall mean and include the Company or its subsidiaries of which the Option Holder is an Eligible Employee."	Proposed to align the term with the Scheme's own defined terms (including the new "Subsidiary" definition; "Affiliate" was not otherwise defined.
17	Clause 10.1 Sr. No 5& 6: Exercise period on death / permanent incapacity	"…can, subject to applicable laws, be Exercised by the Employee's Nominee or legal heirs immediately but in no event later than 180 days following the Employee's death [/ from the date of such termination, for permanent incapacity]."	"…but in no event later than 365 days following the Employee's death [/ from the date of such termination, for permanent incapacity]."	Employee-beneficial change — gives nominees/legal heirs a longer window to exercise vested options on compassionate grounds"..
18	Clause 10.2: "Right of Company to Buy-back/ transfer Shares"	"The Company shall have the right (but not the obligation) to require any Option Holder who (i) has been terminated for Cause; or (ii) has breached the terms of employment post Cessation of employment, to transfer all the shares held by him/her… at the Exercise Price to (i) the Company (by way of a Buy-back or capital reduction); or (ii) such other person(s) as identified by the Company…"	Clause deleted in its entirety.	Proposed change is not prejudicial to the rights of Option Holder
19	Clause 11.1: Right to dividend/ voting pending exercise	"An Eligible Employee shall not have the right to receive any dividend or to vote or in any manner enjoy the benefits available to a Shareholder in respect of an Option Granted to him/her, till Shares are issued to him/her upon Exercise of the Option."	"A Grantee, shall not have the right to receive any dividend or to vote or in any manner enjoy the benefits available to a Shareholder… till Shares are issued to him/her upon Exercise of the Option."	Provides operational clarity as the proposed change mentions that this exclusion applies specifically to Eligible Employees who have received a Grant.
20	Clause 11.2: Approval for grants to holding/ subsidiary company employees	"Provided Grant of Option as the case may be to Employees of the subsidiary or the holding Company shall require the approval of the Shareholders by way of a separate resolution in the general meeting."	Proviso deleted	Proposed change is for drafting streamlining; does not dispense with the Company's independent obligation under Regulation 6(3)(c) of the SBEB & SE Regulations, separately addressed at Item No. 5 of this Notice.
21	Clause 11.6: Authority to decide terms of sale on trade sale/liquidity event	"…such Option Holders consent to sell their Shares… on such terms and conditions as may be decided by the Board/ Committee, in its sole discretion."	clause deleted in entirety	Upon listing of the Company on stock exchanges, the said reference to "Agreement" is not effective

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
22	Clause 12: Appointment of Nominee	The Option Holder may appoint his/her Nominees(s) for the purpose of exercising the rights of the Option Holder, subject to the obligations, in terms of the ESOS. The Option Holder has the right to revoke such nomination at any time and a fresh nomination may be made on such revocation. If the Option Holder does not have spouse or a child, any other person may be nominated. The Nominee specified as aforesaid shall alone be entitled to Exercise the rights of the Option Holder concerned and the Company shall not be liable in relation to any rights and obligations amounts the legal heirs inter se of the Option Holder concerned.	The Option Holder may appoint his/her Nominees(s) for the purpose of exercising the rights of the Option Holder, subject to the obligations, in terms of the ESOS in case of his or her death before he or she receives the benefits under the Plan. The Option Holder has the right to revoke such nomination at any time and a fresh nomination may be made on such revocation. If the Option Holder does not have spouse or a child, any other person may be nominated. The Nominee specified as aforesaid shall alone be entitled to Exercise the rights of the Option Holder concerned upon the death of Option Holder and the Company shall not be liable in relation to any rights and obligations amongst the legal heirs, inter se, of the Option Holder concerned.	The proposed change provides operational clarifty that the Nomination shall be applicable upon death of Option Holder
23	Clause 13: New Section — Disclosure and Accounting Policies	No dedicated clause; accounting treatment referenced only in the Miscellaneous section.	13.1 The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. The Company shall comply with the requirements of applicable accounting standards and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.	Proposed change provides explicit reference to applicable accounting standards, consistent with Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021.

NOTICE (Contd.)

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
			13.2 Compensation cost will be booked in the books of account of the Company over the vesting period. 13.3 The Company shall comply with the disclosure requirements and accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.	
24	Clause 14.3: Proposed to be added	-	The Company shall have no obligation to allot shares until the tax obligations, if any, have been satisfied by the Option Grantee in full	The proposed addition is recommended for providing operational clarity on the Option Grantees's statutory obligation to comply with the payment of applicable taxes.

Sr. No.	Clause	Existing Clause	Amended / Revised Clause	Rationale
25	Annexures 'A', 'B', 'C' and 'D' (form templates)	Annexure 'A' (format note), Annexure 'B' (Form I — Letter of Grant), Annexure 'C' (Form II — acceptance of Grant) and Annexure 'D' (Form III — revocation notice) were annexed to the Scheme; the "Letter of Grant" definition also referred to a form "substantially in the form provided in Appendix 1 hereto."	All four Annexures deleted in their entirety, and the "Appendix 1" cross-reference removed from the "Letter of Grant" definition; the Scheme no longer carries annexed form templates.	Annexures are proposed to be deleted for operational efficiency. Company intends to determine document formats operationally rather than embedding them in the Scheme text.

Rationale for variation of the Scheme: the Company completed its initial public offer and its equity shares were listed on the Stock Exchanges on June 29, 2026. The Scheme is therefore required to be ratified by the Members in terms of Regulation 12(1) of the SBEB & SE Regulations before any fresh grant is made under it. In addition, the amendments summarised above are proposed to align the Scheme with the Company's post-listing governance structure, and to improve operational clarity — none of which is prejudicial to the interests of existing or prospective option holders.

Details of the employees who are beneficiaries of such variation: all existing option holders under the Scheme, and all future option holders from the date of approval of this ratification and amendment by the Members and the date of in-principle approval of the Stock Exchanges, as applicable.

NOTICE (Contd.)

Disclosures required under Section 62 of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) read with Part C of Schedule – I of the SBEB & SE Regulations

Sr. No.	Particulars	Details
1	Brief description of the Scheme	To motivate Employees of the Company to contribute towards its sustained growth, to enable them to participate in the joint achievement of corporate objectives, and to provide a sense of ownership by making them co-owners in the business and growth of the Company.
2	Total number of options to be offered and granted	The total number of Options that may be granted under the Scheme shall not exceed 1,21,93,045 (One Crore Twenty-One Lakh Ninety-Three Thousand and Forty-Five) Options, exercisable into an equal number of Equity Shares of face value Re. 1/- each of the Company, subject to adjustment on any Corporate Action.
3	Identification of classes of employees entitled to participate	"Employee" means (i) an employee of the Company or its subsidiaries, exclusively working in India or outside India; (ii) a Director of the Company, whether whole-time or not, including a non-executive Director who is not a Promoter or member of the Promoter group, but excluding an Independent Director; or (iii) an employee as defined in (i) or (ii) of a group company including a subsidiary or Associate Company — but excluding (a) an employee who is a Promoter or belongs to the Promoter group, and (b) a Director who, directly or indirectly (including through a relative or body corporate), directly or indirectly holds more than 10% of the Company's outstanding Equity Shares. "Subsidiary" for this purpose means a subsidiary company as defined under Section 2(87) of the Companies Act, 2013, in India or outside India.
4	Appraisal process for determining eligibility	Eligible Employees are recommended to the Committee by the Chairperson, Managing Director & CEO and the Executive Director & Chief Operating Officer.
5	Requirements of vesting and period of vesting	The vesting period shall not be less than 4 years from the date of listing, and no options shall vest before the expiry of 1 year from the Grant Date. The Committee may, after recording reasons, approve a different vesting period (subject to the same 1-year minimum and 4-year maximum) for grants not exceeding 2,00,000 units out of the total pool.
6	Maximum period within which options shall be vested	4 years from the Grant Date (subject to the Committee's limited discretion described above).
7	Exercise price or pricing formula	Decided by the Committee, provided it is not less than the par value of the Shares and not more than the fair market value of the Company's Equity Shares, and is in conformity with the accounting policies specified under the SBEB & SE Regulations.
8	Exercise period and process of exercise	The Exercise Period commences on Vesting and continues while the Employee remains in employment, as specified in the Grant Letter. Payment (including applicable taxes) must be made within the Exercise Window decided by the Company. On separation, the exercise period for Vested Options generally follows the table in Clause 10 of the Scheme — 180 days for resignation/termination without cause, retirement, and early retirement; 365 days for death or permanent incapacity; immediate cancellation for termination for Cause or breach of employment terms post-cessation; Committee discretion for other separations.
9	Lock-in period	No fixed mandatory lock-in is prescribed under the Scheme; the Committee may specify a lock-in period for Shares issued on exercise, as it considers appropriate.

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Sr. No.	Particulars	Details
10	Maximum number of options per employee and in aggregate	Aggregate: 1,21,93,045 Options. Per employee: not to equal or exceed 1% of the Company's issued Equity Share capital (excluding outstanding warrants/conversions) in any one financial year, unless separately approved by the Members by special resolution.
11	Maximum quantum of benefit per employee	The difference between the applicable market value of the Company's Equity Shares on the Stock Exchanges as on the date of exercise, and the Exercise Price paid by the relevant Eligible Employee.
12	Implementation — directly by the Company or through a trust	The Scheme is implemented directly by the Company through fresh allotment of Shares upon exercise and administered by the Committee; it is not implemented through an employee welfare trust.
13	New issue of shares or secondary acquisition by trust, or both	The Scheme involves fresh issuance of Shares by the Company upon exercise of Options; it does not involve secondary acquisition.
14	Amount of loan for implementation by the Company to a trust	Not Applicable — the Scheme is not implemented through a trust.
15	Maximum percentage of secondary acquisition by a trust	Not Applicable.
16	Statement of conformity with accounting policies under Regulation 15	The Company shall comply with the requirements of Regulation 15 of the SEBI SBEB & SE Regulations and the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, including the Guidance Note on Accounting for Employee Share-based Payments, and shall follow IND-AS 102 using the fair value method, with compensation cost booked over the vesting period.
17	Method of valuation of options	Fair value method, in accordance with IND-AS 102.
18	Intrinsic value statement	Not Applicable as the Company has used fair value-based method of accounting.
19	Terms and conditions for buy-back of specified securities	Not Applicable — the Scheme provides powers to the Committee to determine procedure for buy-back of specified securities; the earlier "Right of Company to Buy-back/transfer Shares" clause has been withdrawn.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 4, except to the extent of their shareholding in the Company, or the extent of options that have been, or may be, granted to them in accordance with the Scheme and applicable law.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5: Ratification of extension of the benefits of the Scheme to eligible employees of the Company's holding and/or subsidiary companies

Regulation 6(3)(c) of the SBEB & SE Regulations requires a separate special resolution of the Members where an employee stock option scheme extends, or is proposed to extend, to the employees of a company's holding company, subsidiary company(ies), or associate/group companies. The Scheme, as ratified and amended pursuant to Item No. 4 above, is available to Eligible Employees of the Company and of its group companies, including subsidiaries and Associate Companies, in India or outside India, as set out in the definition of "Employee" under the Scheme.

Accordingly, and independently of the ratification and amendment of the Scheme sought under Item No. 4, the approval of the Members is separately sought, by way of a Special Resolution, to ratify the extension of the benefits of the Scheme to eligible employees of the Company's existing and future holding and/or subsidiary companies, and to authorise the

Committee to create, offer, issue, re-issue, grant, transfer and allot Options and Shares to such employees, in accordance with the Scheme and within its overall pool.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 5, except to the extent of their shareholding in the Company, or the extent of options that have been, or may be, granted to them or their relatives, who may be employees of a holding or subsidiary company, in accordance with the Scheme and applicable law.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ANNEXURE I

Details of Directors seeking Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Sr No.	Particulars	Details of Director
1	Name of Director	Mr. Dhirendra Nalin Mahyavanshi
2	DIN	06652017
3	Designation/ Category of Directorship	Managing Director & CEO (Category -Executive Director)
4	Date of Birth (Age)	1/12/1978 47 years
5	Nationality	Indian
6	Date of first appointment on the Board	February18, 2025
7	Terms and Conditions of appointment / re-appointment	Executive Director, liable to retire by rotation and As per Companies Act, 2013 and applicable rules
8	Expertise in specific functional areas	Product and Sales
9	Qualifications	Bachelor's degree in engineering (production branch) from Shri Vile Parle Kelavani Mandal's Dwarkadas J. Sanghvi College of Engineering, University of Mumbai and a post-graduate diploma in management from the Indian Institute of Management, Calcutta
10	Brief Profile & Experience	Please refer to the Corporate Governance Report Section of the Annual Report for details on the brief profile of Mr. Dhirendra Nalin Mahyavanshi
11	Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no such relationships between Directors, Key Managerial Personnel and Managers of the Company.
12	Names of listed entities (excluding your Company) in which the person also holds the directorship	None
13	Name of listed entities from which the person has resigned in the past three years	Not Applicable
14	Directorships held in other companies (excluding foreign companies)	1. Turtlemint Mutual Funds Distributors Private Limited 2. Turtlemint Insurance Broking Services Private Limited
15	Committee position held in other companies	None
16	Details of remuneration last drawn (For the financial year 2025-2026)	INR 15 Million
17	No. of meetings of the Board/ Committee attended during the financial year 2025-2026	13 (Thirteen) Board Meetings, 8 (Eight) Audit Committee Meetings, 1 (One) Risk Management Committee Meeting, 1 (One) Nomination & Remuneration Committee Meeting, and 1 (One) Stakeholders' Relationship Committee Meeting,

NOTICE (Contd.)

Sr No.	Particulars	Details of Director
18	Shareholding in the Company No. of shares held: (a) Own (b) For other persons on a beneficial basis	2,21,09,133 Equity Shares
19	Compliance of SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies.	Yes