COMPLIANCE POLICY

Dhunseri Investments Limited (the "Company") is a Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India ("RBI"), carrying on the business of making investments in equity instruments, debt instruments, mutual funds and providing inter-corporate loans, in accordance with its regulatory permissions.

The Board of Directors of the Company ("Board"), with a view to strengthening the compliance framework and corporate governance practices of the Company, has formulated this Policy in accordance with the Reserve Bank of India (Non-Banking Financial Companies – Compliance Function) Directions, 2026 dated July 31, 2026 ("RBI Directions").

The Policy establishes the framework for implementation of an independent Compliance Function and defines the roles and responsibilities of the Chief Compliance Officer ("CCO").

1. PREAMBLE:

RBI vide its circular has stated that Regulatory structure for NBFCs shall comprise of four layers based on their size, activity, and perceived risk.

RBI vide its circular stated that Non-Banking Financial Companies in the Upper Layer (NBFC-UL) and Middle Layer (NBFC-ML) would be required to have an independent Compliance Function and a Chief Compliance Officer.

M/s Dhunseri Investments Limited (the "company") along with its group NBFCs has Assets worth more than Rs. 1000 crores thus falling under the ambit of Middle layer (NBFC-ML).

2. PURPOSE/OBJECTIVES OF THE POLICY:

Compliance functions arc one of the key elements in the Company's Corporate Governance Structure, which needs to be adequately enabled and made sufficiently independent so that it is capable of identifying, evaluating & addressing Legal/Reputation Risks.

This Policy is established to ensure strict observance of all statutory and regulatory requirements, including standards of market conduct, managing conflict of interest, treating customers fairly and ensuring the suitability of customer service.

Compliance function is the sum total of systems procedures and organisation infrastructure which ensures the following:

(a) Observance of all statutory and regulatory requirement

(b) Standard of market conduct

(c) Systems of managing conflict of interest

(d) Dealing customer fairly

(e) Ensuring suitability of customer service.

3. **DEFINITIONS:**

"Company" means Dhunseri Investments Limited.

"Policy" means the Compliance Policy.

"CCO" mean Chief Compliance Officer.

"Board / Senior Management" means Board of Directors of Dhunseri Investments Limited.

"RBI" means the Reserve Bank of India.

4. RESPONSIBILITIES OF THE COMPLIANCE FUNCTION:

Compliance Function shall be responsible for undertaking the following activities:

i. To provide assistance to the Board and the Senior Management in the implementation of Compliance Policies and procedure.
ii. To identify the Compliance risk in company, in Existing and New products and should be analyze to identify the risk and put risk mitigants in place.
iii. To monitor the parameter of Compliance Risk.
iv. To carry out Compliance test and result of such test shall be reported to Senior Management.
v. To serve as a reference point for the staff from operational departments for seeking clarifications/interpretations of various regulatory and statutory guidelines.

5. COMPLIANCE POLICY AND FUNCTION:

The Board has identified a team responsible for review and making amendments to the existing Corporate Governance Policy or drafting a Compliance Policy taking into account the NBFCs corporate governance framework, the scale of operations, risk profile and organizational structure, etc.

i. Compliance function is Independent and has right to freely disclose its findings and views to senior management, Board / Board Committee.

ii. Compliance function is responsible for Regulatory and Statutory Compliance.

iii. Compliance Function has access to information, records or files and communicate with any staff member that they may consider necessary.

iv. All new process and product shall be pre-approved by Compliance Department before the introduction.

v. Compliance function shall carry out an Annual Risk assessment in order to identify and assess major Compliance Risk faced by them.

6. COMPLIANCE STRUCTURE:

The company shall constitute a team of such members as meet the criteria prescribed below named as the "Compliance Department". The department shall be headed by Chief Compliance Officer appointed as per this policy. The scope of this department is to implement the policy, execute the compliance function, identify compliance obligation, perform the same and report any non-compliance to the board and take remedial actions.

7. COMPLIANCE PROGRAMME:

Senior Management shall carry out annual review and shall ensure the coverage of these points.

a. To ensure the compliance of Regulatory guidelines issued during the preceding years and steps taken to comply them.
b. Rectifications of significant deficiencies and implementation of recommendation pointed out in various audits and RBI inspection reports.
c. Compliance with fair practices codes and adherence to standard set by self-regulatory bodies and accounting standard.

The compliance programme will be risk based and subject to oversight by the Chief Compliance Officer to ensure appropriate coverage across businesses and co-ordination among risk management functions.

8. QUALIFICATIONS AND STAFFING OF COMPLIANCE FUNCTION:

Staff of Compliance function shall have adequate staff members with knowledge of statutory/regulatory prescriptions, law, accountancy, risk management, information technology, etc. Further they are expected to have sufficient practical experience in business lines/audit & inspection functions. Compliance Officers will have access to all information they require and have the right to conduct investigation and report the findings to the Chief Compliance Officer. Company will prepare an appropriate succession plan that ensured to avoidance of any future skill gap.

9. INTERNAL AUDIT REVIEW OF COMPLIANCE FUNCTION & INDEPENDENT:

Compliance risk is included in the risk assessment framework of the Internal Audit Function, and Compliance Function in subject to regular Internal Audit. The CCO of Company has to keep informed of audit findings related to Compliance, which shall serve as a feedback mechanism for assessing the areas of Compliance failures.

10. APPOINTMENT AND TENURE OF CCO:

Tenure: CCO shall be appointed for a fixed period for not less than 3 years. However, in exceptional case, the Board/Board Committee may relax the minimum tenure by one year.

Removal: CCO shall be removed/transferred before completion of the tenure only in exceptional circumstance, with explicit prior approval of the Board/Board Committee.

Eligibility: The CCO shall be required to meet the Fit and proper guidelines of the company in order to be eligible to be appointed.

Selection: CCO shall be appointed by the Board of directors of the company. The Nomination and Remuneration Committee shall identify a suitable candidate for the post and recommend the same to the Board

Reporting: The CCO shall report directly to the Managing Director or the Chairman of the company and stay independent of the reporting structure of the Company

11. REVIEW OF COMPLIANCE RISK:

The Board shall periodically review the incorporated policy (not less than once in a year). The review of compliance risk shall be carried out by the Senior Management, to identify and assess the major compliance risk facing the NBFC and formulate plans to manage it. Thereafter, it shall be submitted to the Board/ Audit Committee along with a detailed annual review of compliance.

12. MONITORING AND REVIEW:

The Board of Directors of the Company reserves the right to add, amend, modify this policy as and when it deems appropriate in the best interest of the Company.

Further if any rules under the Code are in conflict with or inconsistent with the any regulations issued by RBI in this regard, then such RBI regulations shall prevail and shall deemed to have been included in this policy.