



December 5, 2024

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 021

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Scrip Code: 500271

Scrip Code: MFSL

Dear Sir/Madam,

Sub: Transcript of Investor Conference Call

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Transcript of Investor Call held with ICICI Prudential AMC Ltd today, i.e., December 5, 2024.

The same has also been uploaded on the website of the Company at <https://maxfinancialservices.com/static/uploads/financials/investor-call-transcript-05-12-2024.pdf>

You are requested to kindly take the aforesaid on record.

Thanking you,

Yours faithfully

for **Max Financial Services Limited**

Piyush Soni
Company Secretary & Compliance Officer

Encl: as above

MAX FINANCIAL SERVICES LIMITED

CIN: L24223PB1988PLC008031

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Max Financial Services Limited

Investor Call Transcript December 5, 2024

Amrit Singh: Good afternoon, everyone. My name is Amrit Singh. I'm the CFO of Max Financial Services Limited (MFSL) and Max Life Insurance.

Amrit Singh: Welcome to this call, which has been set at the request of ICICI Prudential AMC. They are a key institutional shareholder for MFSL. Please note that we will be recording this call, and the transcript of this call will be uploaded on the exchanges as well. From ICICI Prudential AMC, we have Anish, who is the Co-CIO at ICICI Prudential AMC, along with other fund managers. From MFSL Perspective, the Independent Directors are there on the call. In addition to the Independent Directors, we also have, Mr. Mitsuru Yasuda, who is the representative director of MSI.

As a background, ICICI Prudential AMC, had written to the company on September 26, 2024, requesting to the Board to work towards the simplification of MFSL structure which would be value accretive to the shareholders. The same letter was to be shared with the Board, which we also did, consequently to the request which came. ICICI Prudential AMC also requested a call with Independent Directors for them to be able to communicate their viewpoint, and hence I will request the ICICI Prudential AMC team to take this discussion forward.

Anish Tawakley (ICICI Prudential AMC): So, thank you very much for taking the time for the call which we appreciate. This is not what you're normally required to do, so we are particularly grateful for taking out the time. I think we asked for this because as you're aware we are one of the significant shareholders of MFSL and as significant shareholders, we also under SEBI regulations have stewardship responsibility, which is to look after the interests of our unit holders.

And in that context, right? We do think like that the underlying entity, the insurance operating business is a very, very good asset and I think you have done a very good job. I must compliment you for getting a strong relationship with Axis Bank going, which over time should be very fruitful for the company. But we also think that at the listed level at MFSL, the market is significantly undervaluing the strength of the operating entity, which is the life insurance entity. So, we are concerned that this valuation discount, should narrow down and that's why we had written the letter to you, seeking that one of the 3 things to be done which we have proposed, which is either the 2 entities be merged either through a direct or reverse merger, whichever way it's merged. But the entities are merged.

We understand that there's a regulatory change that's required, and hopefully that comes through. But supposing, if that were not to happen right, we would really urge you to consider the 3rd option, which is to distribute the underlying shares of the life insurance entity to the shareholders of the holding company, i.e., MFSL, and that way there will be no loss of value to the MFSL shareholders. The underlying value of the entity will also accrue to the shareholders of MFSL. Any other solution would result in a loss of value. And if, particularly if there are any separate new activities that are taken up by the holding company that would not really be good. You know every holding company,

whether you look at Grasim Industries or any other holding company, trades at a significant discount. Any activities undertaken at the holding company level would only lead to an increase in the discount. So, we would strongly, want to table our suggestion that if a merger is not possible, then the underlying entities shares should be distributed to the MFSL shareholders. So that is what we wanted to communicate.

Mr. Dinesh Mittal (MFSL Audit Committee Chairman): So, let me say, on behalf of independent directors, that we are really seized of the issue, what you are saying. So, we are really thankful to you for that. We also recognize the key role being played by ICICI Prudential AMC as a significant shareholder in MFSL. So, trust us that we are very heavily seized of this issue, and we would find a way out. Now, what is the way out possible that we can't comment now. But there will be a way out, and we need to find a way out on that. You be assured on that count that we will find a way out which will be in the best interest of the MFSL shareholders.

Anish Tawakley (ICICI Prudential AMC): Thank you so much. Then we'll leave it there, because we understand that you're not at liberty to communicate anything that is confidential, and we respect that we don't want to be privy to any information that is not in the public domain. But we did want to table our concern. Thank you very much for taking out the time for this call. Really appreciate.

Mr. Dinesh Mittal (MFSL Audit Committee Chairman): Let me reassure you that this is one of the items discussed in each meeting formally/informally with management to find a way out, and whatever little guidance and help we can do, we always do that. So, we again reassure you that this is a top item on our agenda as independent directors of the company.

Anish Tawakley (ICICI Prudential AMC): So, Mr Mittal, if it is under consideration, then you could make it a public disclosure that these are the options being considered, and one of these will be done. We don't want the disclosure here, but if you have a roadmap, and if you have a set of options that are under consideration, if you could make those public that would be very reassuring for the markets, because then the market will have certainty that some of the other options which might lead to value destruction are ruled out.

Mr. Dinesh Mittal (MFSL Audit Committee Chairman): So, I respect your suggestion. Let us discuss internally. But if you, if you are aware of the transactions contemplated with Axis bank, this is already there. But anyway, what point you have made, we'll discuss among ourselves along with management and try to see what we can do on that.

Anish Tawakley (ICICI Prudential AMC): Okay, we'll leave it there.

Mr. Dinesh Mittal (MFSL Audit Committee Chairman): Yes.

Anish Tawakley (ICICI Prudential AMC): Okay. Thank you.

Amrit Singh: Thank you for your time.