

MAX FINANCIAL SERVICES LIMITED (formerly known as Max India Limited)

POLICY ON DOCUMENT PRESERVATION, ARCHIVAL, DISPOSAL AND DESTRUCTION OF RECORDS

I. PREAMBLE

At Max Financial Services Limited (formerly Max India Limited) (the “**Company**”), we are committed to ensure preservation and protection of Company Documents in accordance with Applicable Laws.

The Board of Directors of the Company has adopted this Policy on Document Preservation, Archival, Disposal and Destruction of Records (the “**Policy**”) to establish the framework needed for effective preservation and maintenance of Company Documents and their disposal and destruction in accordance with Applicable Laws, including without limitation, the SEBI Disclosure Regulations.

II. DEFINITIONS

“**Applicable Laws**” shall mean the (i) SEBI Disclosure Regulations, (ii) Other SEBI Laws, (iii) Companies Act, 2013 to the extent notified and enforced, (iv) Companies Act, 1956 to the extent applicable, (v) Secretarial Standards (vi) Securities Contracts (Regulation) Act, 1956, (vii) Depositories Act, 1996, along with relevant rules, regulations and amendments thereto issued from time to time.

“**Board**” shall mean the Board of Directors of the Company.

“**Company Documents**” shall mean all business records of the Company in any medium, written, printed and recorded matter and electronic forms of records and includes summons, notices, requisitions, orders, declarations, returns, forms and registers, whether issued, sent, filed or kept in pursuance of the Applicable Laws maintained on paper or in electronic form.

“**Company IT Systems**” shall mean the IT systems of the Company maintained by the IT Department of the Company.

“**Company Transactions**” shall mean all business transactions of the Company in the course of its business, and shall include all proposed, potential or concluded transactions or projects.

“**Department**” or “**Function**” shall mean a department or function of the Company, and a “**Department Head**” or a “**Function Head**” shall mean the head of a Department or a Function respectively.

“**Director**” shall mean a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.

“**Electronic Communications**” or “**Electronic Records**” shall mean the software electronic records, including electronic e-mails, stored or transmitted on the Company IT Systems and Personnel e-mail accounts communications and storage systems, e-mails in respect of any Company Transaction being received, transmitted, stored on the Company IT Systems in respect of any Transaction Documents or in the ordinary course of business of the Company.

“**Employees**” or “**Personnel**” shall mean the employees and office-bearers of the Company, including KMPs and whole time Directors.

“IPR Documents” shall mean the Intellectual Property Rights related documents, agreements, licenses, contracts and development documents subject to intellectual property protection in their final form (e.g., patents and copyrights), and including those that are designated and required to be maintained as a trade secret information, whether or not, the Company derives any independent economic value from the secrecy of the information; or the Company has taken affirmative steps to keep the information confidential.

“Key Managerial Personnel” or **“KMP”** shall mean such officers of the Company as have been defined as KMP in the Companies Act, 2013.

“Labour Laws” shall mean any employment and labour related laws as may be applicable to the Company and its personnel, along with rules, regulations issued thereunder and any amendments thereto.

“Prescribed Duration” shall mean the duration prescribed under Applicable Laws for preservation of Company Documents during and after completion of the Relevant Company Transaction.

“Press Releases” shall mean press disclosures as per applicable Laws, including documents filed with Stock Exchanges, Registrar of Companies and other regulatory authorities, as applicable.

“SEBI Disclosure Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, along with rules, regulations, amendments, circulars, notifications etc. in furtherance to the same.

“Relevant Company Transaction” shall mean a relevant Company Transaction.

“SEBI Laws” shall mean the SEBI Act, 1992 and rules and regulations, issued thereunder.

“Secretarial Standards” means standards issued by the Institute of Company Secretaries of India under section 118 (10) of the Companies Act.

“Stock Exchange or Exchanges” shall mean BSE Limited and National Stock Exchange of India Limited.

“Tax Laws” shall mean the Income Tax Act, 1961 and any rules, regulations, and amendments thereto, and any other tax related laws as shall be applicable to the Company.

“Transaction Documents” shall mean the transaction documents of the Company Transactions.

Any other term not defined herein shall have the same meaning as defined in the SEBI Disclosure Regulations, Companies Act, or any other Applicable Law.

III. OBJECTIVE

Pursuant to Applicable Laws, the Company is required to frame a policy for classification and preservation of Company Documents. The Company Documents are required to be either preserved permanently or for a specified period of time. Failure to record and preserve Company Documents may subject the Company, its Directors and Employees to penalties, fines, cause loss of rights, adversely affect potential evidence and/or obstruct justice.

Accordingly, in order to minimize potential threat as above stated, the Company mandates and expects its Personnel to adhere to the terms of this Policy.

IV. OBLIGATIONS OF THE COMPANY AND ITS PERSONNEL

It shall be mandatory for the Personnel to adhere to the provisions of this Policy, subject to the exception provided in Clause VI(iv) of this Policy.

Non-adherence to these may render Personnel to be subject to disciplinary action as per Company's policies. The Function Heads, Legal Department and the Company Secretary shall be jointly responsible for overseeing the implementation of the Policy, and shall be responsible to maintain a schedule of temporary and retained records.

V. WHAT IS THE CLASSIFICATION OF THE COMPANY DOCUMENTS?

- (i) **Temporary Records:** These shall include all Company Documents which are temporary by its nature, as those are documents in work, or have not been finalized or, are intended to be used for a limited period only. These may include drafts, reminders, to-do lists, correspondence during the ordinary course of business of the Company, or, during a Company Transaction which is intended as discussion only, and have not been finalized.
- (ii) **Retained Documents.** These shall include all Transaction documents that have been duly finalized, and are intended to be binding in nature:
 - a) **Mandatory Company Documents:** These shall be Company Documents which are required to be mandatorily preserved under Applicable Laws during and after a Relevant Company Transaction; and
 - b) **Non-Mandatory Company Documents:** These shall be Company Documents which are not required to be maintained and preserved under any Applicable Laws during and/or after a Relevant Company Transaction, but retained for purpose of future reference.
- (iii) **Electronic Records:** All Electronic Records are the sole property of the Company. The Personnel shall not be entitled to claim privacy in connection with such electronic communications. The Personnel shall adhere to all Company policies in respect of usage of these. Access to the Electronic Communications Systems shall be to the Authorized Company Personnel only.

VI. WHAT IS THE PRESCRIBED DURATION?

All Company Documents shall be preserved for such time and period as may be provided herein. Any change in the Applicable Laws affecting the change in period of preservation of documents shall prevail over this Policy.

- (i) **Mandatory Company Documents** Such documents shall be required to be preserved for at least eight years, or more, after completion of the Relevant Company Transaction, as per the SEBI Disclosure Regulations, or for which a minimum period of time has been stipulated under Applicable Laws.
- (ii) **Non-Mandatory Company Documents** shall be retained after completion of the Relevant Company Transaction, for such period as may be required for purpose of future reference, but not more than eight (8) years.
- (iii) **Temporary Records:** Temporary Records are not required to be stored. Upon completion of a Transaction or closure of business proceedings, the relevant Function Heads shall organize all Temporary Records, and ascertain whether a record is a Temporary Record, or is a Retained Document. Function Heads may at their discretion, destroy and/or permanently delete these post completion of a Transaction or closure of business proceedings.

- (iv) **Extension of Prescribed Duration by Legal Department and/or Function Head:** The Company, however, authorizes the Legal Department and/or a Function Head to extend the duration of preservation of any Company Document beyond the Prescribed Duration, in furtherance of any pending or impending litigation, or otherwise. Violation of these obligations, imposed by the Legal Department and/or a Function Head, may subject the Company and its Personnel to civil and criminal penalties, fines, loss of legal rights, diminution of monetary privileges and other business rights.

VII. CLASSIFICATION OF RETAINED COMPANY DOCUMENTS

The following Company Documents shall be retained in the manner provided herein:

- (i) **Company Operations:** All the documents including the Memorandum/ Articles of Association, Certificate of Incorporation, Certificate of commencement of business, licenses certificates, approvals and other such documents issued by Central/State Government and any other statutory and/or regulatory body, should be retained on a permanent basis.
- (ii) **Employment and Personnel records:** shall mean the recruitment, employment and personnel information, files, correspondence, memoranda that reflect performance reviews, if any, any complaints brought against the Company or individual Employees, and any action taken by or against its Personnel under applicable employment and labour laws. These shall be preserved for a minimum period of eight (8) years, irrespective of whether such Personnel continues to be employed with the Company or not. Individual Personnel files shall be maintained as long as the concerned individual remains a Personnel of the Company and for a period of eight (8) years thereafter or such period of time as prescribed under Applicable Laws whichever is later.
- (iii) **Financial & Accounting Records:** shall include books of accounts, vouchers, balance sheets along with statutory registers pertaining to financial & accounting records as prescribed under Applicable Laws. These shall be preserved for at least ten (10) years or such period of time as prescribed under Applicable Laws, whichever is later.
- (iv) **Tax Records:** Tax records include, but are not limited to documents concerning tax assessment, tax filings, tax returns, proof of deductions, appeal(s) preferred against any claim made by the relevant tax authorities, documents concerning payroll, expenses, business costs, accounting procedures, and other documents concerning the Company's revenues and expenses including capital expenditure, under Applicable Laws. Tax records shall be retained for at least eighteen (18) years or such period of time as prescribed under Tax Laws, whichever is later.
- (v) **Secretarial Records:** The minutes of meetings of the Board of Directors, Committees thereof and members of the Company, along with statutory registers as prescribed under Applicable Laws, shall be retained permanently. The copies of filings made with ROC, Stock exchanges etc shall be preserved for a period of eight (8) years. The proof of dispatch of notices, agenda for meetings of the Board of Directors / Committees / Members etc shall be retained for a minimum period of three (3) years.
- (vi) **Press Releases/Public Filings.** The Company should retain copies of all Press Releases and public filings on a permanent basis.
- (vii) **Legal Documents and Contracts:** Legal Documents shall include, but shall not be limited to contracts, legal opinions, pleadings, orders passed by any court or tribunal, judgments, interim orders, documents relating to cases pending in any court or tribunal or any other authority empowered to give a decision on any matter, awards, documents relating to property matters. However, this will exclude Tax Records of the Company, which will be governed by Clause (iv) above.

A contract shall be retained for a period of ten (10) years after the expiry of the term of the contract. Provided that certain material contracts such as shareholders agreement, joint venture agreement shall be maintained in perpetuity.

Documents relating to any property owned by the Company shall be retained perpetually. Other property documents like leases, Leave & License agreements and other agreements etc. shall be retained for a period of ten (10) years, after the rights in such property ceases to exist.

Orders passed by any Court or Tribunal or any Authority or Judgment which are final in nature and cannot be superseded shall be retained permanently. Interim Orders shall be retained till a Final Order is received and for a period of 4 years after the receipt of the Final Order. Pleadings shall be retained till the matter has been disposed off and for a period of 4 years after such disposal.

- (viii) **IPR Documents:** The Company should keep all IPR Documents for at least the life of the IPR or eight (8) years, whichever is later.
- (ix) **Returns under Various Applicable Laws:** The Company shall retain and preserve governmental and statutory filings under various Applicable Laws as may be specified therein or for period of eight (8) years, whichever is later.
- (x) **Electronic Records including E-Mails for any of the Above:** All Electronic Records shall be preserved as follows:
 - a) Printed in hard copy and kept in the appropriate file; and/or
 - b) Downloaded to a computer file and kept electronically or on disk as a separate file so as to ensure its timely retrieval; and/or
 - c) Archived periodically. E-mails shall be archived in accordance with the provisions of this Clause, and as per this Policy
- (xi) **Information on Company Website** The Company shall ensure that all the information disclosed on the Company's website shall be maintained live and in archive for a period of eight (8) years or such higher period of time prescribed under Applicable Laws whichever is later.

VIII. PLACE OF PRESERVATION AND RIGHT TO ACCESS

The Company shall preserve/ maintain the Company Documents either at the registered office of the Company or at the corporate office of the Company, or at the relevant Company locations specified under Applicable Law.

All documents shall be under the custody of respective Function Heads. All Electronic Records shall be maintained by the Company's IT Systems in conjunction with the Function Heads and the Legal Department.

The Secretarial Records may only be accessed by the Company Secretary. All other Company Documents may be accessed under the supervision of the Function Heads.

IX. DESTRUCTION AND DISPOSAL OF DOCUMENTS

- a. All the physical documents are to be disposed of after the expiry of the retention period of the document as prescribed by this policy.
- b. In case of possibility of any litigation, which is either bought by the Company or against the Company, in that case the documents related to the matter are to be preserved until the proceedings are over.
- c. The physical records are to be disposed of by using a shredder machine, so as to make it impossible to retrieve those documents and maintain the secrecy of the documents.
- d. In case of the electronic documents, it should be permanently deleted / destroyed by the IT department after the expiry of the retention period.

- e. A proper register of the documents disposed/destroyed should be maintained by the Administration Department and the details about the documents, date of disposal, mode of disposal and person disposing those documents should be maintained in that register.

X. AMENDMENTS TO THE POLICY

This Policy may be amended by the Board, as and when deemed fit, or, in accordance with Applicable Laws.

XI. QUERIES AND CLARIFICATIONS

Any queries or clarifications in relation to this Policy may be addressed to the Company Secretary of the Company.
