PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF MAX INDIA LIMITED

This Public Announcement is being issued by DSP Merrill Lynch Limited ("Manager to the Offer"/"DSPML"), on behalf of Parkville Holdings Ltd ("Parkville") (hereinafter referred to as the "Acquirer") and the PAC (defined below) pursuant to Regulation 10 and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "SEBI (SAST) Regulations").

I. Background to the Offer

The Acquirer has entered into an agreement for the subscription and allotment of shares ("Agreement") with Max India Limited ("Max" or the "Company") and the Promoter Group (as defined in the Agreement) on May 23, 2004 pursuant to which the Acquirer has agreed to subscribe to 10,000,000 equity shares (the "Shares") of the Company on a preferential allotment basis at a price of Rs. 200 (Rupees Two Hundred only) per equity share (the "Preferential Issue"), aggregating to 29.17% of the post-issue paid up equity share capital of the Company for consideration to be paid in cash by the Acquirer in accordance with the terms of the Agreement. The subscription and allotment of the Shares is subject to various conditions precedent being fulfilled, including obtaining the statutory approval of the shareholders of the Company during an extraordinary general meeting. Upon satisfaction of the conditions precedent in accordance with the terms of the Agreement, the Acquirer shall subscribe to the Shares issued by Max.

On completion of the Preferential Issue, the voting equity share capital of the Company will comprise 34,285,160 shares (the "Post Issue Equity Capital").

On May 23, 2004 (the "Board Meeting Date"), the Board of Directors of Max approved the Preferential Issue and, pursuant to Section 81(1A) of the Companies Act, 1956, convened an extraordinary general meeting of its shareholders on June 21, 2004 (the "EGM") to obtain their approval for the Preferential Issue and to authorize the Board of Directors of Max to allot the Shares to the Acquirer. On the Board Meeting Date, the Board of Directors of Max also approved the issuance of 1,150,000 equity shares of the Company on a preferential allotment basis to the Promoter Group at a price of Rs. 200 (Rupees Two Hundred only) per equity share (the "Promoter Preferential Issue"), aggregating to 3.35% of the Post-Issue Equity Capital for consideration to be paid in cash by the Promoter Group. The Promoter Preferential Issue is also subject to the approval of the shareholders of the Company at the EGM.

The Acquirer, the Promoter Group, and the Company have also executed a Shareholders Agreement dated May 23, 2004 (the "SHA"), which will come into effect upon the issuance and the allotment of the Shares by the Company in terms of the Agreement. The SHA sets out the rights and obligations of the Acquirer, the Promoter Group, and the Company, in relation to the management and operations of the Company and its subsidiaries. In terms of the SHA, the Acquirer has the right to appoint its nominees on the Board of Directors of Max and its subsidiaries in accordance with the terms thereof. The Acquirer also has veto rights in relation to certain matters at the board and shareholders meetings. Further, the SHA provides for the rights and obligations of the Parties (as defined in the SHA) in relation to transfer of shares and change of shareholding and other provisions governing inter-se rights and obligations.

II. The Offer

a) Parkville, a company incorporated under the laws of the Republic of Mauritius, along with Ensley Limited (Ensley), a company incorporated under the laws of the Republic of Mauritius, acting as a person acting in concert within the meaning of Regulation 2(1)(e) of SEBI (SAST) Regulations, ("Person Acting in Concert" / "PAC"), are making an offer to the public shareholders of Max to acquire 6,857,032 fully paid-up equity shares of Rs. 10/- each, representing in the aggregate 20% of the Post Issue Equity Capital of Max at a price of Rs. 200 (Rupees Two Hundred only) per equity share (the "Offer Price"), payable in cash and subject to the terms and conditions mentioned hereinafter (the "Offer").

b) No other person (other than the PAC) is acting in concert with the Acquirer for the purpose of the Offer.

c) The Acquirer and the PAC do not hold any shares in Max as of the date of this Public Announcement. The Acquirer and the PAC have not acquired any shares in Max in the twelve-month period prior to the date of this Public Announcement.

d) Parkville will acquire all the shares tendered and accepted under the Offer, subject to certain conditions and other terms and conditions set out in Sections VI, VIII and IX of this Public Announcement and the Letter of Offer to be sent to the shareholders of the company.

e) The Offer is not conditional on any minimum level of acceptance by the shareholders of Max.

f) The shares of Max are listed on The Stock Exchange, Mumbai ("BSE"), National Stock Exchange ("NSE"), Kolkata Stock Exchange ("KSE"), Ludhiana Stock Exchange ("LSE"), and Delhi Stock Exchange ("DSE"). Max has applied for delisting from the KSE, LSE, and DSE, and was delisted from the Ahmedabad Stock Exchange ("ASE") on April 8, 2004. Based on the information available, the shares of Max are frequently traded on BSE and NSE *(Source: Bloomberg)* and infrequently traded on the other stock exchanges within the meaning of explanation (i) to Regulation 20 (5) of SEBI (SAST) Regulations. The Offer Price of Rs. 200 per share is justified in terms of Regulations 20 (4) and 20 (5) of the SEBI (SAST) Regulations in view of the following:

i. The Acquirer has entered into the Agreement with Max on May 23, 2004 to subscribe to an aggregate of 10,000,000 shares at Rs. 200 per share by way of the proposed Preferential Issue.

ii. Except for the proposed acquisition of Shares under the Preferential Issue, neither the Acquirer nor the PAC has acquired any shares of Max through allotment in a public, rights or preferential issue during the 26-week period prior to the date of this Public Announcement.

iii. The Offer is required to be made at the higher of the average of the weekly high and low of closing prices in the 26-weeks, or the average of the daily high and low of the prices of the shares in the 2-weeks, preceding the Board Meeting Date. The share price data of Max on the NSE, where it is most frequently traded, is as under:

The average of the weekly high and low of the closing prices of the shares of Max during the 26-weeks preceding the Board Meeting Date	Rs. 147.11
The average of the daily high and low of the shares of Max during the 2-weeks preceding the Board Meeting Date	Rs. 132.94

The Offer Price of Rs. 200 is the highest of the prices in i, ii and iii above, as required under the SEBI (SAST) Regulations.

iv. The financial parameters based on the audited financials for the financial year ended March 31, 2003 of Max on a stand alone basis are: return on average net worth of negative 11.09%, book value per share of Rs. 196.37, loss per share of Rs. 23.09, P/E multiple not meaningful (based on the current price), and Industry P/E multiple of 14.7x (*source: Capital Market Vol. XIX/05, May 10 – May 23, 2004, Industry: Diversified Medium/Small*).

III. Information on the Acquirer and the Persons Acting in Concert

A. Parkville Holdings Ltd ("Parkville" / "Acquirer")

a) Parkville is a company incorporated under the laws of the Republic of Mauritius with its registered office located at 10 Frere Felix de Valois Street, Port Louis, Mauritius.

b) The shareholders of Parkville as on May 25, 2004 are the following private equity funds:

- Warburg Pincus International Partners L.P. (a Delaware limited partnership) - 47.926%
- Warburg Pincus Netherlands International Partners I, C.V. (a Dutch limited partnership) - 1.2%
- Warburg Pincus Netherlands International Partners II, C.V. (a Dutch limited partnership) - 0.8%
- Warburg Pincus Germany International Partners, K.G. (a German limited partnership) - 0.074%
- Warburg Pincus Private Equity VIII, L.P. (a Delaware limited partnership) – 48.455%
- Warburg Pincus Netherlands Private Equity VIII I, C.V. (a Dutch limited partnership) – 0.825%
- Warburg Pincus Netherlands Private Equity VIII II, C.V. (a Dutch limited partnership) – 0.58%
- Warburg Pincus Germany Private Equity VIII, K.G. (a German limited partnership) – 0.14%

c) Parkville has not earned any revenues since its incorporation.

d) Total loss for Parkville for the financial year ended March 31, 2004 was US$ 5,145 (equivalent to a loss of Rs. 233,377) as compared to a loss of US$ 6,717 (equivalent to a loss of Rs. 304,683) for the period January 2002 to March 2003.

e) The equity share capital as on March 31, 2004 was US$ 20 (equivalent to Rs. 907) as compared to US$ 20 (equivalent to Rs. 907) as on March 31, 2003. On May 7, 2004 Parkville received US$ 34 million ("mn") (equivalent to Rs. 1,542 mn) and allotted 3,400 shares of US$ 10 (equivalent to Rs. 454) each at a premium of US$ 9,990 (equivalent to Rs. 453,146) per share to the aforesaid private equity funds operated by Warburg, Pincus & Co.

f) Earnings per share for the financial year ended March 31, 2004 was a loss of US$ 2,573 (equivalent to a loss of Rs. 116,711), and return on net worth and book value per share were not meaningful.

g) Parkville conducts investment activities in developed and developing economies in Asia and Africa.

h) Parkville has not made any investments since its incorporation in July 2000.

B. Ensley Limited ("Ensley" / "Person Acting in Concert" / "PAC")

a) Ensley is a company incorporated under the laws of the Republic of Mauritius with its registered office located at 10 Frere Felix De Valois Street, Port Louis, Mauritius.

b) The shareholders of Ensley as on May 25, 2004 are the following private equity funds:

- Warburg Pincus Ventures International, L.P. (a Delaware limited partnership) – 50.0%
- Warburg Pincus Equity Partners, L.P. (a Delaware limited partnership) – 47.25%
- Warburg Pincus Netherlands Equity Partners I, C.V. (a Dutch limited partnership) – 1.5%
- Warburg Pincus Netherlands Equity Partners II, C.V. (a Dutch limited partnership) – 1.0%
- Warburg Pincus Netherlands Equity Partners III, C.V. (a Dutch limited partnership) – 0.25%

c) Revenues for Ensley for the financial year ended March 31, 2004 were US$ 79.8 mn (equivalent to Rs. 3,619 mn) as compared to US$ 2.8 mn (equivalent to Rs. 128 mn) for the period January 2002 to March 2003.

d) Total profit for Ensley for the financial year ended March 31, 2004 was US$ 79.7 mn (equivalent to Rs. 3,615 mn) as compared to US$ 2.4 mn (equivalent to Rs. 108 mn) for the period January 2002 to March 2003.

e) Total paid up capital for Ensley as on March 31, 2004 was US$ 4,020 (equivalent to Rs. 182,347) as compared to US$ 38.3 mn (equivalent to Rs. 1,739 mn) as on March 31, 2003. Reserves as on March 31, 2004 were US$ 1.5 mn (equivalent to Rs. 69 mn) as compared to US$ 39.3 mn (equivalent to Rs. 1,785 mn) as on March 31, 2003.

f) Earnings per share (based on average number of shares outstanding of 1,916,702 shares) for the financial year ended March 31, 2004 was US$ 41.58 (equivalent to Rs. 1,886), return on average net worth was 201%, and book value per share was US$ 3,781 (equivalent to Rs. 171,506).

g) Ensley has conducted and may conduct investment activities in developed and developing economies in Asia and Africa.

C. Background of the Acquirer and PAC

The private equity funds mentioned above, who are shareholders of the Acquirer and the PAC, are organized as limited partnerships. The investors in such private equity funds are principally state and private pension funds, financial institutions, foundations and endowments and other institutional investors. These investors (known as limited partners) do not manage the private equity funds. The private equity funds are operated by Warburg Pincus & Co., the general partner for all the above private equity funds. In its role as general partner, Warburg Pincus & Co. makes investment decisions and acts on behalf of the private equity funds. Warburg Pincus & Co. is a New York general partnership, which is majority owned and controlled by the current working partners of Warburg Pincus & Co. Warburg Pincus & Co. has delegated certain management functions to Warburg Pincus LLC, which is a New York limited liability company. None of Warburg Pincus & Co., Warburg Pincus LLC, or the Warburg Pincus private equity funds (who are shareholders of the Acquirer and the PAC) are required to publicly disclose their financial results. As a result, their financial results are not included in this document.

Warburg Pincus & Co. and Warburg Pincus LLC are collectively referred to as Warburg Pincus.

Warburg Pincus, which was founded in 1966, has 55 partners and more than 100 professionals in offices in New York, Menlo Park, London, Munich, Hong Kong, Beijing, Singapore, Seoul, Tokyo and Mumbai.

Warburg Pincus has been a leading private equity investor since 1971. The firm currently has approximately US$14 billion ("bn") (equivalent to Rs. 635 bn) under management, including US$4 bn (equivalent to Rs. 181 bn) available for investment in a range of industries including healthcare and life sciences, financial services and technologies, business services, energy, information and communication technology, media and real estate. Warburg Pincus is an experienced partner to entrepreneurs seeking to create and build durable companies with sustainable value. The firm has an active portfolio of about 125 companies. Throughout its 35-year history in private equity, Warburg Pincus has invested at all stages of a company's life cycle, from founding start-ups and providing growth capital to leading restructurings, recapitalizations and buy-outs.

Since 1971, Warburg Pincus has sponsored ten private equity investment funds with committed capital in excess of US $19 bn (equivalent to Rs. 862 bn), as given below:

Fund Name	Size (US$ mn)	Equivalent (Rs mn)	Year
EMW Ventures, Inc.	41	1,860	1971
Warburg Pincus Associates L.P.	101	4,581	1980
Warburg Pincus Capital Partners, L.P.	341	15,468	1983
Warburg Pincus Capital Company, L.P.	1,175	53,298	1986
Warburg Pincus Investors, L.P.	1,775	80,514	1989
Warburg Pincus Ventures, L.P.	2,022	91,718	1994
Warburg Pincus Ventures International, L.P.	800	36,288	1997
Warburg Pincus Equity Partners, L.P.	5,000	226,800	1998
Warburg Pincus International Partners, L.P.	2,500	113,400	2000
Warburg Pincus Private Equity VIII, L.P.	5,300	240,408	2002

These private equity funds have invested more than US$ 17 bn (equivalent to Rs. 771 bn)in approximately 480 companies in 30 countries. In April 2002, Warburg Pincus established its most recent global fund, Warburg Pincus Private Equity VIII, a US$ 5.3 bn (equivalent to Rs. 240 bn) fund that invests in companies within U.S. and outside the U.S. Approximately 51% of the capital committed to Warburg Pincus Private Equity VIII is available for investment at this time. In September 2000, Warburg Pincus also established Warburg Pincus International Partners at US$ 2.5 bn (equivalent to Rs. 113 bn) to co-invest in opportunities outside the U.S. Approximately 40% of the capital committed to Warburg Pincus International Partners is available for investment at this time.

Currently, approximately 70% of Warburg Pincus' investments around the world are invested in North America, 15% in Europe, 5% in Asia (excluding India) and 10% in India. Warburg Pincus currently has approximately US$ 650 mn (equivalent to Rs. 29,484 mn) invested in India and is one of the largest private equity investors in the country. Warburg Pincus' investments in India include Bharti Tele-ventures Limited, Moser Baer India Limited, Gujarat Ambuja Cements Limited and Nicholas Piramal India Limited.

IV. Information about the Target Company

a) Max is a public limited company with its registered office located at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533. It was incorporated as Maxxon India Limited on February 24, 1988. The Company's name was subsequently changed to Max India Limited on July 30, 1993, as evidenced by the fresh certificate of incorporation issued consequent upon change of name.

b) Max is engaged in a number of businesses. It manufactures and markets specialty plastic products, and through its subsidiaries and joint ventures, is involved in the life insurance business, provides healthcare services, information technology related services and conducts clinical research.

c) The shares of Max are listed on BSE, NSE, DSE, LSE and KSE. The company has applied for delisting its shares from the DSE, LSE and KSE. Max was delisted from ASE on April 8, 2004. The closing price of the shares of Max on NSE as on May 25, 2004 was Rs. 174.95.

d) Based on the latest audited annual accounts, total revenues of Max on a stand-alone basis for the financial year ended March 31, 2003 were Rs. 1,622.0 mn as compared to Rs. 1,855.5 mn for the financial year ended March 31, 2002. Based on the latest audited annual accounts, total consolidated revenues of Max and its subsidiaries were Rs. 3,921.3 mn for the financial year ended March 31, 2003 as compared to Rs. 3,440.9 mn for the financial year ended March 31, 2002.

e) On a stand-alone basis, profits/(losses) after tax and exceptional items for the financial year ended March 31, 2003 were Rs. (532.6) mn as compared to Rs. 94.6 mn for the financial year ended March 31, 2002. On a consolidated basis (including Max's subsidiaries), net profits/(losses) attributable to Max's shareholders, after tax and exceptional items for the financial year ended March 31, 2003 were Rs. (798.1) mn as compared to Rs. (154.4) mn for the financial year ended March 31, 2002.

f) The equity share capital as on March 31, 2003 was Rs. 230.6 mn and March 31, 2002 was Rs. 230.6 mn. Reserves and surplus as on March 31, 2003, on a stand-alone basis, were Rs. 4,278.8 mn as compared to Rs. 4,811.4 mn as on March 31, 2002. Reserves and surplus as on March 31, 2003, on a consolidated basis, were Rs. 3,371.0 mn as compared to Rs. 4,190.8 mn as on March 31, 2002. Revaluation reserves included in reserves and surplus, on a consolidated basis, were Rs. 6.8 mn as on March 31, 2003, as compared to Rs. 15.3 mn as on March 31, 2002.

g) Total paid-up equity share capital of Max, as on the date of this Public Announcement, is Rs. 231.35 mn, divided into 23,135,160 fully paid-up shares of Rs. 10/- each. There are neither partly paid-up shares nor outstanding convertible instruments as on the date of this Public Announcement.

V. Object of the Offer and Future Plans

a) The Acquirer is making an investment in the Company through the Preferential Issue, which is subject to the receipt of the statutory approval from the shareholders of the Company and subject to other conditions precedent in the Agreement. The Preferential Issue will result in the substantial acquisition of shares or voting rights without a change in control or management of the Company.

b) The Offer to the shareholders of Max is being made pursuant to the signing of the Agreement between the Acquirer and Max and is being made in accordance with Regulation 10 of the SEBI (SAST) Regulations.

c) The Acquirer and the PAC do not have any plans to dispose of or otherwise encumber any assets of Max in the next 2 (two) years, except in the ordinary course of business of Max and except to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or otherwise of Max.

d) Other than in the ordinary course of business, the Acquirer and the PAC undertake that they shall not sell, dispose of or otherwise encumber any substantial asset of Max except with the prior approval of Max's shareholders.

VI. Statutory Approvals Required for the Offer

a) The Offer is subject to the receipt of approval from (i) the shareholders of the Company in terms of Section 81(1A) of the Companies Act, 1956, (ii) the Foreign Investment Promotion Board ("FIPB"), for the acquisition of shares by the Acquirer from resident persons under the Offer and (iii) the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA").

Besides the above approvals, as on the date of this Public Announcement, no other statutory approvals are required to acquire the shares tendered pursuant to this Offer. In the event that any of the statutory approvals that are required (including, without limitation, from the FIPB, RBI and the shareholders of the Company in respect of the Section 81(1A) of the Companies Act, 1956) are not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations, the Acquirer and the PAC will not proceed with the Offer.

b) In case of delay in receipt of any statutory approval(s), SEBI has a power to grant an extension of time to the Acquirer and the PAC for payment of consideration to the tendering shareholders, subject to the Acquirer and the PAC agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer and the PAC in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.

VII. Financial Arrangements

a) The total fund requirement for the acquisition of 6,857,032 shares held by public shareholders in Max at Rs. 200 per share is Rs. 1,371,406,400 (Rupees One Thousand Three Hundred Seventy One Million Four Hundred Six Thousand Four Hundred only). Ernst & Young, the Auditors of Parkville, has vide letter dated May 7, 2004 certified that: (i) Parkville has received US$ 34 mn (equivalent to Rs. 1,542 mn) on May 7, 2004, (ii) the Board of Directors of Parkville allotted 3,400 equity shares of US$ 10 (equivalent to Rs. 454) at a premium of US$ 9,990 (equivalent to Rs. 453,146) per share to private equity funds (mentioned above) managed by Warburg Pincus. Furthermore, Parkville has confirmed that the aforesaid monies will be used to fund validly tendered shares in the Open Offer. Parkville therefore has adequate financial resources to meet the obligations under Regulation 29 of SEBI (SAST) Regulations for the Offer. The Manager to the Offer is satisfied that the Acquirer along with the PAC, is able to implement the Offer in accordance with the SEBI (SAST) Regulations as the Acquirer has adequate resources to meet the financial requirement of the Offer in terms of Regulation 16(xiv) of the SEBI (SAST) Regulations, and that firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

b) In accordance with Regulation 28 of the SEBI (SAST) Regulations, Parkville has made a cash deposit of US$ 7.5 mn (equivalent to Rs. 340 mn) in a bank account with HSBC Mauritius Offshore Banking Unit (the "Escrow Account"). At an exchange rate of Rs. 45.36 per US$ (calculated in accordance with Section IX (g) below), the amount placed in Escrow Account is in excess of Rs. 287,140,640 (the "Funds"), which is the amount required under Regulation 28(2) of the SEBI (SAST) Regulations, i.e., 25% for the first Rs. 100 crores of consideration payable under the Offer (assuming full acceptance) and 10% thereafter on the balance of the consideration payable under the Offer.

The Manager to the Offer has been duly authorized to realize the value of the Escrow Account. The Funds will be transferred from the aforesaid bank account to a scheduled commercial bank in India after the requisite approval has been obtained from RBI for opening and operating an escrow account in India.

VIII. Other Terms of The Offer

a) The Letter of Offer, together with the form of acceptance cum acknowledgement (the "Form of Acceptance cum Acknowledgement"), will be mailed to the public shareholders of Max (excluding the Acquirer, the PAC and Parties to the Agreement), whose names appear on the register of members of Max and to the beneficial owners of the shares of Max, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on June 18, 2004 ("Specified Date").

b) Holders of shares in physical form who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement, original share certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer – Karvy Computershare Private Limited, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500 034 Telephone number: (040) 2331 2454, Fax number: (040) 2331 1968, either by hand delivery on weekdays or by Registered Post, on or before the closure of the Offer, i.e., no later than August 18, 2004, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

c) The Registrar to the Offer, M/s Karvy Computershare Private Limited has opened a special depository account with DSP Merrill Lynch Ltd. at the National Securities Depositary Limited ("NSDL") called, "Escrow Account - Max Offer". The DPID is IN 302638 and Client ID is 10007023. Shareholders of Max having their beneficiary account with the Central Depositary Services (India) Limited ("CDSL") must use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

d) Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instruction in "Off-market" mode, or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of the special depository account to the Registrar to the Offer – Karvy Computershare Private Limited, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500 034 Telephone number: (040) 2331 2454, Fax number: (040) 2331 1968, either by hand delivery on weekdays or by Registered Post, on or before the closure of the Offer, i.e., no later than August 18, 2004, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before closure of the Offer, i.e., no later than August 18, 2004.

e) In addition to the above-mentioned address, the equity shareholders of Max who wish to avail of and accept the Offer can also deliver the Acceptance cum Acknowledgement Form along with all the relevant documents at any of the collection centres below in accordance with the procedure as set out in the Letter of Offer. All the centres mentioned herein below would be open as follows:

(Monday to Saturday: 10.00 a.m. to 7.00 p.m.)

Address	Contact Person	Mode of Delivery	Phone No.	Fax
1622, Bake House, Maharashtra Chamber of Commerce Lane, Opp. MSC Bank, Fort, Mumbai – 400 023	Ms. Hema R	Hand Delivery	(022) 56382666	(022) 5631 1135
7, Andheri Industrial Estate Off. Veera Desai Road, Andheri (W), Mumbai 400 053	Ms. Vishakha TS	Hand Delivery	(022) 2673 0799 / 2673 0153 / 2673 0292	(022) 2673 0152
T K N Complex, No. 51/2, Vanivilas Road, Opp National College, Basavanagudi, Bangalore 560 004	Ms. Shashi	Hand Delivery	(080) 2662 1184 / 2662 1192	(080) 2662 1169
201-203 "Shail" Opp: Madhusudhan House, New Navrangpura Tel Exchange, Off CG Road, Ahmedabad 380 006	Mr. Edward	Hand Delivery	(079) 2642 0422 / 2640 0527 / 2640 0528	(079) 2656 5551
G1, Swathi Court, 22, Vijay Raghava Road, T Nagar, Chennai 600 017	Mr. Alex Cherian	Hand Delivery	(044) 2815 3445 / 2815 1034 / 2815 3658	(044) 2815 3181
46, Avenue 4, Street No 1, Banjara Hills, Hyderabad – 500 034.	Ms. Anitha	Hand Delivery / Registered Post	(040) 23312454 / 23388769	(040) 23311968
49, Jatin Das Road, Near Deshpriya Park, Kolkata –700 029	Mr. Sujit Kundu	Hand Delivery	(033) 2464 7231 / 2464 4891 / 2463 4788 / 2463 4789 / 2463 5432	(033) 2464 4866 / 2463 4787
105-108, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110 001	Mr. Jha	Hand Delivery	(011) 2332 4401 / 2335 3835 / 2335 3981	(011) 2332 4621

f) All owners (registered or unregistered) of shares of Max (except the Acquirer, the PAC and Parties to the Agreement) are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of shares held, number of shares offered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

g) In case of non-receipt of the Letter of Offer, eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating their name, address, number of shares held, distinctive numbers, folio number and number of shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e., no later than August 18, 2004, or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e., no later than August 18, 2004.

h) In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the acceptance tendered by them in the Offer may do so up to 3 (three) working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before August 13, 2004.

i. The withdrawal option can be exercised by submitting the form of withdrawal, enclosed with the Letter of Offer.

ii. In case of non-receipt of form of withdrawal, the withdrawal option can be exercised by making a plain paper application to the Registrar to the Offer along with the following details:

- In case of physical shares: name, address, distinctive numbers, folio number, and number of shares tendered; and
- In case of dematerialised shares: name, address, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

i) The Registrar to the Offer will hold in trust the shares/share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of Max who have accepted the Offer, till the cheques/drafts for the consideration and/or the unaccepted shares/share certificates are dispatched/returned.

j) If the aggregate of the valid responses to the Offer exceeds the Offer size of 6,857,032 fully paid-up equity shares of Max (representing 20% of the Post Issue Equity Capital of Max), then the Acquirer and the PAC shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The shares of Max are compulsorily traded in dematerialized form and hence minimum acceptance will be one share.

k) Unaccepted share certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Unaccepted shares held in demat form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

l) Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of closure of the Offer, i.e., no later than August 18, 2004, else their application would be rejected.

m) While tendering the shares under the Offer, Non Resident Indians ("NRIs")/Overseas Corporate Bodies ("OCBs")/foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of Max. ***In case the previous RBI approvals are not submitted, the Acquirer and the PAC reserve the right to reject such shares tendered.***

While tendering shares under the Offer, NRI/OCBs/foreign shareholders will be required to submit a tax clearance certificate (the "Tax Clearance Certificate") from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer and the PAC under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer and the PAC will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such NRI/OCB/foreign shareholder.

n) A schedule of the activities pertaining to the Offer is given below:

Activity	Day & Date
Specified Date *	Friday: June 18, 2004
Last date for a competitive bid	Wednesday: June 16, 2004
Date by which Letter of Offer to be dispatched to shareholders	Wednesday: July 7, 2004
Date of opening of the Offer	Tuesday: July 20, 2004
Last date for revising the Offer Price	Monday: August 9, 2004
Last date for withdrawing acceptance from the Offer	Friday: August 13, 2004
Closure of the Offer	Wednesday: August 18, 2004
Last date of communicating rejection/ acceptance and payment of consideration for accepted tenders	Friday: September 17, 2004

** Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of Max (except the Acquirer, the PAC and parties to Agreement) are eligible to participate in the Offer any time before the closure of the Offer.*

IX. General

a) ***Shareholders who have accepted the Offer by tendering the requisite documents, in terms of this Public Announcement / Letter of Offer shall have the option to withdraw acceptance tendered by them up to 3 (three) working days prior to the date of closure of the Offer, in terms of Regulations 22 (5A) of the SEBI (SAST) Regulations.***

b) If there is any upward revision in the Offer Price by the Acquirer and the PAC till the last date of revision viz. August 9, 2004, or if the Offer is withdrawn, the same would be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared. The Acquirer and the PAC would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

c) ***If there is a competitive bid:***

- ***The public offers under all the subsisting bids shall close on the same date.***
- ***As the Offer Price can not be revised during 7 (seven) working days prior to the closure of the Offer / bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.***

d) Neither the Acquirer nor the PAC have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations made under the SEBI Act, 1992.

e) Pursuant to Regulation 13 of the SEBI (SAST) Regulations, the Acquirer and the PAC have appointed DSP Merrill Lynch Limited as Manager to the Offer.

f) The Acquirer and the PAC accept responsibility for the information contained in this Public Announcement and for their obligations under the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirer and the PAC are jointly and severally responsible for each of their obligations in terms of the SEBI (SAST) Regulations.

g) Certain financial details contained in this Public Announcement quoted in Rupees are denominated in US$. The Rupee equivalent quoted in each case is calculated in accordance with the RBI Reference rates as on May 25, 2004, namely 1 US$ = Rs. 45.36. *(Source: www.rbi.org.in)*

This Public Announcement would also be available on the SEBI's website (*www.sebi.gov.in*). Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at (*www.sebi.gov.in*) from the Offer Opening Date, i.e. July 20, 2004.

Issued by:
Manager to the Offer

DSP Merrill Lynch

DSP Merrill Lynch Limited
10th Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021
Tel No:- 5632 8000; Fax No:- 2204 8518; Email:- max_openoffer@ml.com
Contact Person: - Ghanashyam Kamath

On behalf of
The Acquirer and the PAC

Place: Mumbai Date: May 26, 2004

Size: 44x33 sq. cm