PUBLIC ANNOUNCEMENT TO SHAREHOLDERS OF MAX INDIA LIMITED

In connection with the public announcement dated May 26, 2004 by DSP Merrill Lynch Limited as Manager to the Offer on behalf of Parkville Holdings Ltd ("Parkville"/the "Acquirer") and Ensley Limited ("Ensley"/the "PAC") as Person Acting in Concert to the shareholders of Max India Limited ("Max") (the "Offer"), pursuant to and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 (the "SEBI Takeover Regulations")

The shareholders of Max are requested to kindly note the following:

1. Following is the revised schedule of activities:

Activity	Earlier Announced Timeline	Revised Timeline
Public Announcement Date	Wednesday, May 26, 2004	Wednesday, May 26, 2004
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer will be posted)	Friday, June 18, 2004	Friday, June 18, 2004
Last date for a competitive bid	Wednesday, June 16, 2004	Wednesday, June 16, 2004
Date by which Letter of Offer will be dispatched to shareholders	Wednesday, July 7, 2004	Wednesday, February 16, 2005
Date of opening of the Offer	Tuesday, July 20, 2004	Monday, February 21, 2005
Last date for revising the Offer Price	Monday, August 9, 2004	Friday, March 11, 2005
Last date for withdrawing acceptance from the Offer	Saturday, August 14, 2004	Friday, March 18, 2005
Date of closure of the Offer	Wednesday, August 18, 2004	Tuesday, March 22, 2005
Date of communicating rejection/ acceptance and payment of consideration for accepted Shares	Friday, September 17, 2004	Thursday, April 21, 2005

2. Key Points of the Shareholders Agreement (SHA):
   (i) Upon completion of the Preferential Issue, the Promoter Allottees Preferential Issue and upon completion of the Open Offer, the Acquirer, in terms of the SHA, shall have the right to nominate such number of directors as is proportionate with its shareholding in Max, provided however that the Promoter Group shall have the right to nominate one director greater than the number of directors nominated by the Acquirer.
   (ii) In terms of the SHA, certain matters (including in relation to mergers, consolidation and divestments, sale of fixed assets outside the business plan, voluntary commencement of winding up proceedings, capital expenditures or acquisition of assets in excess of specified amounts, alteration of the share capital, amendments to the memorandum and articles of association of Max, availing borrowings in excess of specified limits, material change in accounting or tax policies, declaration or payment of dividend) have to be approved by at least one director nominated by the Acquirer and one director nominated by the Promoter Group on the Board of Directors of Max.
   (iii) In terms of the SHA, the Acquirer also has the right to nominate directors on the boards of all the subsidiaries of Max, including Max New York Life Insurance Company Limited, Max Healthcare Institute Limited, Max Telecom Ventures Limited, Max Estates Limited, Malsi Estates Limited, Comsat Max Limited, Max Ateev Limited, Max Asia Pac Limited, Max UK Limited, Max Visions Inc., Neeman Medical International (Asia) Limited, Pharmax Corporation Ltd., CMax Infocom Private Ltd, all of which are unlisted subsidiaries of Max.
3. The Offer to the shareholders of Max is being made pursuant to the signing of the Subscription Agreement by the Acquirer and is being made in accordance with Regulation 10 of the SEBI Takeover Regulations. In terms of the SHA, the Acquirer has certain rights which would be within the meaning of definition of "Control" under the SEBI (SAST) regulations. However, the Acquirer is not in management control of Max and does not intend to acquire management control of Max. The aforesaid rights afforded to the Acquirer are primarily available in order to protect its investment in Max. In the facts and circumstances of the case the acquisition of shares in the target company amounts to change in control in terms of Regulation 2(1)(c) [it may be noted the letter of offer inadvertently reads Regulation 2(1)(c) as Regulation 3(1)(c)] and Regulation 12 of SEBI Takeover Regulations.
4. Payment for shares accepted under the Offer, would include an interest at a rate of 10% per annum for a period from September 17, 2004 till the actual date of payment.
5. The Preferential Issue has been approved by the shareholders of Max in terms of Section 81(1A) of the Companies Act, 1956 and Regulation 23(1)(b) of the SEBI Takeover Regulations on June 21, 2004. The Offer is subject to the receipt of approval from (i) the FIPB, for the Preferential Issue and the acquisition of Shares by the Acquirer under the Offer and (ii) the RBI, under the FEMA for the acquisition of Shares by the Acquirer under the Offer. The application dated June 8, 2004 filed by the Acquirer for the Preferential Issue and the acquisition of Shares by the Acquirer is currently pending with FIPB. Besides the above approvals from the FIPB and the RBI, as on the date of the Public Announcement dated May 26, 2004, 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 are not obtained in terms of Regulation 27 of the SEBI Takeover Regulations, the Acquirer and the PAC will not proceed with the Offer.
6. The term Promoter/Promoter Group used in the Public Announcement dated May 26, 2004 refers to collectively Mr. Analjit Singh, Mrs. Neelu Analjit Singh, Ms. Piya Singh, Mr. Veer Singh, Ms. Tara Singh, Neelu Family Trust, Mohair Investment and Trading Company Pvt Ltd., Liquid Investment and Trading Company, Medicare Investments Limited, Cheminvest Limited, Boom Investments Private Limited, Maxopp Investments Limited, Pen Investments Limited, Pivet Finances Limited, P.V.T. Investment Limited, Maxpak Investment Limited and Dynavest India Private Limited.

The other terms and conditions of the Offer remain unchanged.

The Acquirer and the PAC accept responsibility for the information contained in this Public Announcement and for their obligations under the SEBI Takeover 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 Takeover Regulations.

This Public Announcement would also be available on the SEBI's website www.sebi.gov.in

Issued by the Manager to the Offer

DSP Merrill Lynch

DSP Merrill Lynch Limited
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Contact Person: Ghanashyam Kamath

Place: Mumbai

Date: February 19, 2005

Size: 26x3 sq. cm