DETAILED PUBLIC STATEMENT UNDER REGULATIONS 3, 4 AND 5(1) READ WITH REGULATIONS 13(4) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE EQUITY SHAREHOLDERS OF

ADC INDIA COMMUNICATIONS LIMITED

Regd. No. 485/8A & 8B, 14th Cross, 4th phase, P. B. No. 5812, Peenya Industrial Area, Bangalore, Karnataka - 560 058, India
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Open offer ("Offer") for acquisition of up to 11,96,000 (Eleven lakhs ninety six thousand) fully paid-up equity shares of face value of INR 10 (Indian Rupees ten) each ("Equity Shares"), representing 26% (twenty six percent) of the fully diluted voting equity share capital of ADC India Communications Limited ("Target Company"), as of the 10th working day from date of closure of the tendering period, by CommScope Technologies LLC (formerly known as Andrew LLC) ("Acquirer") along with CommScope, Inc. ("PAC"), in its capacity as the person acting in concert with the Acquirer. Save and except for the PAC, no other person is acting in concert with the Acquirer for the purpose of this Offer.

This detailed public statement ("**DPS**") is being issued by **ICICI SECURITIES LIMITED**, the manager to this Offer (**"Manager to the Offer"** or "**Manager**"), on behalf of the Acquirer and the PAC, in compliance with Regulations 3, 4 and 5(1), read with Regulations 13(4) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**"), pursuant to the public announcement dated February 2, 2015 ("**PA**") in relation to this Offer sent to BSE Limited ("**BSE**") on February 2, 2015, filed with the Securities and Exchange Board of India ("**SEBI**") on February 2, 2015, and sent to the Target Company at its registered office on February 2, 2015.

"**Eligible Shareholders**" shall mean all the public shareholders of the Target Company excluding the persons acting in concert or deemed to be acting in concert with the Acquirer and/or the PAC.

"**Voting Share Capital**" shall mean the fully diluted voting equity share capital of the Target Company as of the 10th (tenth) working day from the date of closure of the tendering period.

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

A. Information about the Acquirer and PAC

A1. Acquirer - CommScope Technologies LLC (formerly known as Andrew LLC)

1. The Acquirer was incorporated on November 21, 1986 under the laws of the State of Delaware (the United States of America) with Corporate File Number 2108411. The registered office of the Acquirer is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA. Its telephone number is +1 828 324 2200 and fax number is +1 828 431 2520.
2. The Acquirer is engaged in the business of the manufacture and sale of telecommunications equipment.
3. CommScope Holding Company, Inc. ("**CommScope Holdings**") indirectly owns 100% of the share capital of the Acquirer, and controls the Acquirer.
4. CommScope Holdings is a global provider of connectivity and essential infrastructure solutions for wireless, business enterprise and residential broadband networks. CommScope Holdings conducts some portion of its telecommunications equipment business through the Acquirer.
5. The equity shares of the Acquirer are not listed on any stock exchange.
6. As of the date of this DPS, neither the Acquirer nor its directors and/or key managerial personnel have any interest in the Target Company, save and except the indirect shareholding and control acquired over the Target Company pursuant to the Primary Transaction (as defined below). As of the date of this DPS, there are no directors representing the Acquirer on the Board of Directors of the Target Company, save and except Mr. J. N. Mylaraiah, who has been the Managing Director on the Board of the Target Company since September 6, 2013, and has been appointed as an employee with TE Connectivity Global Shared Services India Private Limited, which is an indirect subsidiary of the Acquirer with effect from August 28, 2015. Mr. J. N. Mylaraiah shall not participate in any deliberations of the Board of Directors of the Target Company or vote on any matter in relation to the open offer, as required by Regulation 24(4) of the SEBI (SAST) Regulations.
7. As on the date of the DPS, the Acquirer does not directly own any Equity Shares of the Target Company.
8. As on the date of the DPS, the PAC indirectly owns 100% stake in the Acquirer.
9. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or under any of the regulations made under the SEBI Act.
10. The key financial information of the Acquirer, as derived from its consolidated financial statements as at and for the six month period ended June 30, 2015 and the consolidated financial statements as at and for the financial years ended December 31, 2014, December 31, 2013 and December 31, 2012 is as follows:

Particulars	Six month period ended on		Financial Year ended on					
	30-Jun-15		31-Dec-14		31-Dec-13		31-Dec-12	
	in USD mn	in INR mn	in USD mn	in INR mn	in USD mn	in INR mn	in USD mn	in INR mn
Net Sales	391.1	24,588.46	1,138.0	69,452.14	965.1	56,583.81	761.0	40,705.89
Net Income	179.3	11,272.59	551.8	33,676.35	364.0	21,341.32	344.6	18,432.65
Earnings Per Share (EPS)								
- Basic	1.79	112.54	5.52	336.89	3.64	213.41	3.45	184.54
- Diluted	1.79	112.54	5.52	336.89	3.64	213.41	3.45	184.54
Total Stockholders' Equity	887.1	56,552.63	321.3	20,347.93	(232.6)	(14,397.94)	(596.4)	(32,670.79)

Notes:

1. *The Profit & Loss Statement INR figures namely Net Sales, Net Income and Basic/Diluted EPS have been translated based on the USD figures, using theaverage rate for the respective periods, based on the daily RBI reference rate (Source: Reserve Bank of India website - http://www.rbi.org.in); For the six month period ended on June 30, 2015,1 USD = INR 62.87; For the financial year ended on December 31, 2014, 1 USD = INR 61.03; For the financial year ended on December 31, 2013, 1 USD = INR 58.63; For the financial year ended on December 31, 2012,1 USD = INR 53.49*
2. *The Balance Sheet INR figure namely Total Stockholders' Equity have been translated based on the USD figures, using theRBI reference rate as on that respective date (Source: Reserve Bank of India website - http://www.rbi.org.in); As on June 30, 2015,1 USD = INR 63.75 ; As on December 31, 2014,1 USD = INR 63.33; As on December 31, 2013, 1 USD = INR 61.90; As on December 31, 2012,1 USD = INR54.78*

A2. PAC - CommScope, Inc.

1. The PAC was incorporated on January 28, 1997 under the laws of the State of Delaware (the United States of America) with Corporate File Number 2711643. The registered office of the PAC is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA. Its telephone number is +1 828 324 2200 and fax number is +1 828 431 2520.
2. CommScope Holdings directly owns 100% of the share capital of the PAC, and controls the PAC. The PAC indirectly holds 100% of the share capital of the Acquirer.
3. The equity shares of the PAC are not listed on any stock exchange.
4. As of the date of this DPS, neither the PAC nor its directors and/or key managerial personnel have any interest in the Target Company, save and except the indirect shareholding and control acquired over the Target Company pursuant to the Primary Transaction (as defined below). As of the date of this DPS, there are no directors representing the PAC on the Board of Directors of the Target Company, save and except Mr. J. N. Mylaraiah, who has been the Managing Director on the Board of the Target Company since September 6, 2013, and has been appointed as an employee with TE Connectivity Global Shared Services India Private Limited, which is an indirect subsidiary of the PAC with effect from August 28, 2015. Mr. J. N. Mylaraiah shall not participate in any deliberations of the Board of Directors of the Target Company or vote on any matter in relation to the open offer, as required by Regulation 24(4) of the SEBI (SAST) Regulations.
5. As on the date of the DPS, the PAC does not directly own any Equity Shares of the Target Company.
6. The PAC has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended or under any of the regulations made under the SEBI Act.
7. The key financial information of the PAC, as derived from its consolidated financial statements as at and for the six month period ended June 30, 2015 and consolidated financial statements as at and for the financial years ended December 31, 2014, December 31, 2013, December 31, 2012 is as follows:

Particulars	Six month period ended on		Financial Year ended on					
	30-Jun-15		31-Dec-14		31-Dec-13		31-Dec-12	
	in USD mn	in INR mn	in USD mn	in INR mn	in USD mn	in INR mn	in USD mn	in INR mn
Net Sales	1,692.7	106,420.05	3,829.6	233,720.49	3,480.1	204,038.26	3,321.9	177,688.43
Net Income	85.9	5,400.53	238.4	14,549.55	23.3	1,366.08	5.3	283.50
Earnings Per Share (EPS)								
- Basic	0.09	5.66	0.24	14.65	0.02	1.17	0.01	0.53
- Diluted	0.09	5.66	0.24	14.65	0.02	1.17	0.01	0.53
Total Stockholders' Equity	3,848.3	245,329.13	1,851.8	117,274.49	1,630.6	100,934.14	1,182.3	64,766.39

Notes:

1. *The Profit & Loss Statement INR figures namely Net Sales, Net Income and Basic/Diluted EPS have been translated based on the USD figures, using theaverage rate for the respective periods, based on the daily RBI reference rate (Source: Reserve Bank of India website - http://www.rbi.org.in); For the six month period ended on June 30, 2015,1 USD = INR 62.87; For the financial year ended on December 31, 2014, 1 USD = INR 61.03; For the financial year ended on December 31, 2013, 1 USD = INR 58.63; For the financial year ended on December 31, 2012,1 USD = INR 53.49*
2. *The Balance Sheet INR figure namely Total Stockholders' Equity have been translated based on the USD figures, using the RBI reference rate as on that respective date (Source: Reserve Bank of India website - http://www.rbi.org.in); As on June 30, 2015,1 USD = INR 63.75; As on December 31, 2014,1 USD = INR 63.33; As on December 31, 2013, 1 USD = INR 61.90; As on December 31, 2012,1 USD = INR54.78*

B. Details of selling shareholders, if applicable

Details of selling shareholders in this case is not applicable as this Offer is an indirect acquisition being made on account of the Transaction Document (defined below) and not as a result of any direct acquisition of Equity Shares, voting rights or control of the Target Company.

C. Details of the Target Company

1. The Target Company, a public limited company having its registered office at No. 485/8A & 8B, 14th Cross, 4th phase, P. B. No. 5812, Peenya Industrial Area, Bangalore, Karnataka - 560058, India was incorporated on July 26, 1988 under the laws of India. The telephone number of the Target Company is +91 80 2836 6291 and fax number is +91 80 2836 2214. The CIN for the Target Company is L32209KA1988PLC009313.
2. The Target Company has not changed its name in the last 3 years.
3. The Board of Directors of the Target Company comprises of the following directors:

Sr. No.	Name	Designation
1.	Mr. S. Devarajan	Chairman and Independent Director
2.	Mr. J. N. Mylaraiah	Managing Director
3.	Ms. Revathy Ashok	Independent Director
4.	Mr. N. Srinivasan	Independent Director

4. The Equity Shares are currently listed on BSE (Scrip Code: 523411; Scrip ID: ADCINDIA) *(Source: www.bseindia.com.)*
5. The Equity Shares are frequently traded on BSE in terms of Regulation 2(1)(j) of SEBI (SAST) Regulations. (Further details provided in Part IV below *(Offer Price).*)
6. As of the date of this DPS, the total authorised share capital of the Target Company consists of 1,00,00,000 Equity Shares of INR 10 each amounting to INR 10,00,00,000. The total issued, subscribed and paid-up share capital of the Target Company is INR 4,60,00,000 consisting of 46,00,000 Equity Shares. As of the date of this DPS, the Target Company does not have any outstanding partly paid-up shares.
7. The key financial information of the Target Company, as derived from its unaudited limited reviewed financial statements for the three month period ended on June 30, 2015 and the audited financial statements as at and for the financial years ended March 31, 2015, March 31, 2014 and March 31, 2013 is as follows. The said financials have been prepared in accordance with Indian GAAP.

Particulars	For three month period ended on June 30, 2015	For the financial year ended on March 31,		
		2015	2014	2013
Total Revenue (INR mn)	129.7	623.41	508.82	405.82
Net Income (INR mn)	5.2	49.77	33.14	(60.57)
Earnings Per Share (EPS) - Basic & Diluted (INR)	1.12	10.82	7.21	(13.17)
Net worth/Shareholder Fund (INR Mn)	495.76[(1)]	366.06	483.13	463.44

Note: [(1)]Net worth as on June 30, 2015 has been calculated as net worth on March 30, 2015 plus the net profit for the three month period ended on June 30, 2015.

D. Details of the Offer

1. This Offer is a mandatory offer made under Regulations 3, 4 and 5(1), and other applicable regulations of the SEBI (SAST) Regulations, pursuant to an indirect acquisition of voting rights in and control by the Acquirer over the Target Company in terms of the Transaction Document (defined below). (Further details provided in Part II below *(Background to the Offer)*.)
2. As per the report dated September 3, 2015 prepared by Meghal Jain & Associates, Chartered Accountants, (Registration Number 133824W), the criteria as set out under Regulation 5(2) of the SEBI (SAST) Regulations have been analyzed and it has been concluded that the Primary Transaction (as defined below) cannot be deemed to be a 'direct acquisition' as per the provisions of the SEBI (SAST) Regulations.
3. This Offer for acquisition of up to 11,96,000 (Eleven lakhs ninety six thousand) Equity Shares, representing 26% (Twenty six percent) of the Voting Share Capital ("**Offer Size**"), is being made to the Eligible Shareholders of the Target Company.
4. As of the date of this DPS, there are no (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partly convertible debentures) issued by the Target Company.
5. All the Equity Shares validly tendered by the Eligible Shareholders of the Target Company in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and those which will be set out in the letter of offer to be sent to all public shareholders in relation to this Offer ("**Letter of Offer**"). The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares of the Eligible Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof.
6. This Offer is being made at a price of INR 241.52 (Indian Rupees Two hundred and forty one and fifty two paise) per Equity Share (as disclosed in the PA), enhanced at the rate of 10% per annum for the period between January 27, 2015, being the earlier of the date on which the Primary Transaction (as defined below) is contracted or the date on which the intention or the decision to make the Primary Transaction (as defined below) is announced in the public domain, and the date of this DPS, i.e. September 4, 2015, in terms of Regulation 8(12) of SEBI (SAST) Regulations, being INR 14.56 (Indian Rupees fourteen and fifty six paise), and adjusted for the dividend paid during this period, in excess of fifty per cent higher than the average of dividend per share paid during the three financial years preceding the date of the PA, being INR 27.75 (Indian Rupees twenty seven and seventy five paise), amounting to INR 228.33 (Indian Rupees two hundred and twenty eight rupees and thirty three paise) ("**Offer Price**").
7. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
8. As of the date of this DPS, to the best of the knowledge of the Acquirer and the PAC, there are no statutory approvals other than as indicated in Part VI (Statutory and Other Approvals) required by the Acquirer and/or the PAC to complete this Offer. However, in case any statutory approvals are required by the Acquirer and/or the PAC at a later date before the closure of the tendering period, this Offer shall be subject to such approvals, and the Acquirer and/or the PAC shall make the necessary applications for such approvals. If however such statutory approvals are not obtained within the prescribed time or at all, the Acquirer and/or the PAC shall follow the process as set out under Regulation 23 of the SEBI (SAST) Regulations and withdraw the Offer in the manner prescribed.
9. Non-resident Indian ("**NRI**") and overseas corporate body ("**OCB**") holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, the approval from the Reserve Bank of India ("**RBI**"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and/or the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the Eligible Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) had required any approvals (including from the RBI or the Foreign Investment Promotion Board ("**FIPB**") or any other regulatory body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit such previous approvals that they would have obtained for acquiring/holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and/or the PAC reserves the right to reject such Equity Shares tendered in this Offer.
10. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is a mandatory indirect offer in compliance with Regulations 3, 4 and 5(1) of the SEBI (SAST) Regulations.
11. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
12. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and/or the PAC do not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of the Target Company or any of its subsidiaries in the succeeding 2 (Two) years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by Target Company. The Acquirer and/or the PAC undertake that they will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of the Target Company or any of its subsidiaries other than in the ordinary course of business and other than as already agreed, disclosed and/or publicly announced by the Target Company in the succeeding 2 (Two) years from the completion of this Offer, except with the prior approval of the shareholders of the Target Company through a special resolution, passed by way of postal ballot.
13. If the Equity Shares accepted in the Offer are such that the shareholding of the Acquirer taken together with the PAC pursuant to completion of the Offer results in their collective shareholding exceeding the maximum permissible non-public shareholding, the Acquirer shall be required to bring down the non-public shareholding to the level specified and within the time permitted under Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**").
14. At present, the promoter and promoter group of the Target Company holds 67.49% of the share capital of the Target Company. Post completion of the Offer, the Target Company, the members of the promoter and promoter group of the Target Company, the Acquirer and the PAC undertake to take all steps necessary to comply with the minimum public shareholding requirement in accordance with Clause 40A of the listing agreement read with Rule 19A of the SCRR.
15. In case the shareholding of the members of the promoter and promoter group of the Target Company, the Acquirer and the PAC exceeds the maximum permissible non-public shareholding pursuant to the Offer, none of the promoter and promoter group of the Target Company, the Acquirer or the PAC shall be eligible to make a voluntary delisting offer, unless a period of twelve months has elapsed from the date of the completion of the Offer Period.

II. BACKGROUND TO THE OFFER

1. CommScope Holdings is the ultimate parent company of the Acquirer and the PAC. On August 28, 2015, CommScope Holdings, PAC and TE Connectivity Ltd., a Swiss corporation ("**Seller**"), closed a stock and asset purchase agreement (the "**SAPA**" or "**Transaction Document**") which was entered into on January 27, 2015. Pursuant to the SAPA, the Seller sold its telecom, enterprise and wireless businesses, which the Seller refers to as its broadband network solutions business unit ("**Business**") to CommScope Holdings ("**Primary Transaction**").
2. The Primary Transaction was completed on August 28, 2015 at which time the Acquirer acquired 100% of the share capital of ADC Telecommunications Inc., which in turn holds 67.49% of the Voting Share Capital of the Target Company. This has resulted in an indirect acquisition of the Target Company, thereby triggering a change of control, resulting in the open offer.
3. As per the report dated September 3, 2015 prepared by Meghal Jain & Associates, Chartered Accountants, (Registration Number 133824W), the criteria as set out under Regulation 5(2) of the SEBI (SAST) Regulations have been analyzed and it has been concluded that the Primary Transaction cannot be deemed to be a "direct acquisition" as per the provisions of the SEBI (SAST) Regulations.
4. The Acquirer does not have any specific plans to dispose of or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or otherwise of the Target Company. Further, subject to the requisite approvals, the Acquirer may evaluate options regarding disposal of any surplus assets. The Acquirer reserves the right to streamline/restructure the operations, assets, liabilities and/or businesses of the Target Company through arrangement/reconstruction, restructuring, merger/demerger/sale of assets or undertakings, at a later date. Such decisions will be taken by the Board of Directors of the Target Company, or other competent agency, in accordance with the business requirements and in line with opportunities or changes in the economic scenario, from time to time. The Acquirer will evaluate and consider such proposals, if appropriate.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer and the PAC in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer		PAC	
	No. of Equity Shares held	*Percentage (%)*	*No. of Equity Shares held*	*Percentage (%)*
Shareholding as of the date of the PA	Nil	Nil	Nil	Nil
Equity Shares acquired between the date of the PA and the date of this DPS	Nil	Nil	Nil	Nil
Post Offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period) *(assuming full acceptance)*	11,96,000	26%	Nil	Nil

As of the date of this DPS, save as set out in the table above, neither the Acquirer, nor the PAC, nor their respective directors directly hold any Equity Shares, and have not directly acquired any Equity Shares during the 12 (Twelve) months prior to the date of this DPS.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are listed on the BSE.
2. The trading turnover of the Equity Shares, based on the trading volume in the Equity Shares of the Target Company on the BSE during February 1, 2014 to January 31, 2015 (12 (Twelve) calendar months preceding the month in which the PA was issued), is as follows:

Stock Exchange	Number of Equity Shares traded	Total number of listed Equity Shares	Trading turnover (as a percentage of the total listed Equity Shares)
BSE	9,35,485	46,00,000	20.34%

(Source: BSE website)

3. Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded on BSE.
4. The offer price mentioned in the PA of INR 241.52 (Indian Rupees Two hundred and forty one and fifty two paise) per Equity Share was in terms of Regulations 8(3) of SEBI (SAST) Regulations, in view of the following:

(a)	Highest negotiated price per Equity Share, if any, of the Target Company for any acquisition under the Primary Transaction.	Not Applicable
(b)	Volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 52 (Fifty-two) weeks immediately preceding January 27, 2015 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain).	Not Applicable
(c)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the twenty-six weeks immediately preceding January 27, 2015 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain).	Not Applicable
(d)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, between January 27, 2015 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) and the date of the PA.	Not Applicable
(e)	Volume-weighted average market price of the Equity Shares for a period of 60 (Sixty) trading days immediately preceding January 27, 2015 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) as traded on the BSE.	INR 241.52 per Equity Share
(f)	Per Equity Share value, as required under Regulation 8(5) of SEBI (SAST) Regulations.	Not Applicable

***Note**: In terms of Regulation 8(12) of the SEBI (SAST) Regulations, in case of an indirect acquisition other than indirect acquisition referred in Regulation 5(2) of SEBI (SAST) Regulations, the offer price has been enhanced by an amount equal to 10% per annum for the period between January 27, 2015, being the earlier of the date on which the Primary Transaction is contracted or the date on which the intention or the decision to make the Primary Transaction is announced in the public domain, and the date of the detailed public statement, i.e. September 4, 2015, provided that such period is more than 5 (Five) working days.*

5. The Transaction Document was executed on January 27, 2015 and the first announcement with respect to the Transaction Document was made on February 2, 2015. The Primary Transaction contemplated in the Transaction Document was closed on August 28, 2015. The offer price of INR 241.52, as disclosed in the PA, shall be enhanced at a rate of 10% per annum, calculated for the period from January 27, 2015 to September 4, 2015, being the date of publication of this DPS, which works out to INR 14.56 (Indian Rupees fourteen and fifty six paise) per Equity Share ("**Enhancement Amount**").
6. There have been corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Target Company paid (i) an interim dividend of INR 29 per share, for which the record date was April 7, 2015 and (ii) a final dividend of INR 1 per share, for which the book closure was between June 22, 2015 and June 26, 2015, aggregating to INR 30 per share. Each of the interim and the final dividend was paid between the date of the PA and the date of this DPS. The average dividend paid by the Target Company during the three financial years preceding the date of the PA was INR 1.50 per share, and the value which is 50% higher than this average three year dividend works out to INR 2.25 per share ("**Dividend Threshold**"). Since the post PA aggregate dividend of INR 30 per share is more than the Dividend Threshold, an adjustment of the excess dividend paid over and above the Dividend Threshold which equals to INR 27.75 per share ("**Dividend Adjustment**"), is being applied to the offer price and the Enhancement Amount as specified above, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
7. Considering the offer price of INR 241.52 along with the Enhancement Amount of INR 14.56 and deducting the Dividend Adjustment of INR 27.75, the Offer Price amounts to INR 228.33 per Equity Share (Indian Rupees two hundred and twenty eight and thirty three paise). Therefore, the Offer Price of INR 228.33 per Equity Share has been determined in accordance with the terms of Regulations 8(3), 8(9) and 8(12) of the SEBI (SAST) Regulations.
8. Except for inclusion of the Enhancement Amount and the Dividend Adjustment, there has been no revision in the Offer Price or to the Offer Size as of the date of this DPS. The Offer Price may be further adjusted in the event of any corporate actions like bonus, rights, split, consolidation, dividend, demergers, and reduction etc. where the record date for effecting such corporate actions falls between the date of this DPS up to 3 (three) working days prior to the commencement of tendering period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
9. In the case of the acquisition of the Equity Shares by the Acquirer and/or the PAC during the Offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and/or the PAC shall not acquire any Equity Shares after the 3rd (Third) working day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 (Three) working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and/or the PAC shall: (i) make a public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously with the issue of such announcement, inform the SEBI, BSE and the Target Company at its registered office of such revision.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for this Offer assuming full acceptance of this Offer is INR 27,30,82,680.00 (Indian Rupees twenty seven crore thirty lakh eighty two thousand six hundred and eighty) ("**Maximum Consideration**").
2. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI Takeover Regulations, and the Acquirer is able to implement this Offer. The Equity Shares validly tendered and accepted under the Offer shall be acquired by the Acquirer.
3. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer, Bank of America, N.A. ("**Escrow Agent**"), and the Manager have entered into an escrow agreement on August 31, 2015 ("**Offer Escrow Agreement**"). Pursuant to the Offer Escrow Agreement, the Acquirer has opened a cash escrow account with account number 620573190011 (the "**Offer Escrow Account**") with the Escrow Agent and deposited a sum of INR 77,000,000 (Rupees seven crores seventy lakhs only) in the Offer Escrow Account, which is more than the amount required under Regulation 17(1) of the SEBI (SAST) Regulations (i.e. 25% of the Maximum Consideration). The Manager to the Offer has been authorized by the Acquirer to operate and realize the monies lying to the credit of the Offer Escrow Account in terms of the SEBI (SAST) Regulations.
4. In case of any upward revision in the Offer Price and/or the Offer Size, the cash in the Offer Escrow Account shall be enhanced as per the revised consideration calculated at such revised offer price by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
5. The source of funds to meet the obligations of the Acquirer under the Offer has been met from funds made available by the Acquirer.
6. Meghal Jain & Associates, Chartered Accountants (Registration Number 133824W), has confirmed, by way of a certificate dated September 3, 2015 ("**Chartered Accountants' Certificate**"), that the Acquirer has adequate financial resources through verifiable means available for meeting its payment obligations under the Offer.
7. On the basis of the aforesaid financial arrangements and the Chartered Accountants' Certificate, the Manager is satisfied about the ability of the Acquirer to implement this Offer in accordance with the SEBI (SAST) Regulations and confirms that adequate funds are available with the Acquirer through verifiable means to implement this Offer.

VI. STATUTORY AND OTHER APPROVALS

1. In order to complete this Offer, the Acquirer was required to obtain an approval from the Competition Commission of India ("**CCI**"). The Acquirer vide its letter dated May 18, 2015 had applied to the CCI for this approval. CCI vide its letter dated July 27, 2015 has granted its approval to the Acquirer.
2. As of the date of this DPS, to the best knowledge of the Acquirer and/or the PAC, except the approval specified in point 1 above, there are no statutory approvals required by the Acquirer and/or the PAC to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such approvals.
3. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
4. In case of a delay in the receipt of any statutory approvals which may be required by the Acquirer and/or the PAC at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and/or the PAC agreeing to pay interest to the Eligible Shareholders of the Target Company for delay beyond 10 (Ten) working days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer and/or the PAC will have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
5. The Acquirer and/or the PAC will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals indicated above are refused. In the event of withdrawal of this Offer, a public announcement will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which this DPS is published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Nature of the Activity	Day and Date
Issue of PA	Monday, February 02, 2015
Publication of this DPS in newspapers	Friday, September 04, 2015
Filing of Draft Letter of Offer with SEBI	Friday, September 11, 2015
Last date for public announcement of a competing offer	Tuesday, September 29, 2015
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager)	Wednesday, October 07, 2015
Identified Date*	Friday, October 09, 2015
Last date for dispatch of the Letter of Offer to the Eligible Shareholders	Friday, October 16, 2015
Last date for upward revision of the Offer Price and/or the Offer Size	Tuesday, October 20, 2015
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Eligible Shareholders of the Target Company for this Offer	Wednesday, October 21, 2015
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where this DPS was published and notification to the SEBI, BSE and the Target Company at its registered office	Thursday, October 22, 2015
Commencement of tendering period	Monday, October 26, 2015
Closure of tendering period	Friday, November 06, 2015
Last date for payment to Eligible Shareholders	Tuesday, November 24, 2015
Issue of post-offer advertisement	Wednesday, December 02, 2015
Last date for filing of final report with SEBI	Wednesday, December 02, 2015

**Date falling on the 10th (Tenth) working day prior to commencement of the tendering period, for the purposes of determining the Eligible Shareholders of the Target Company to whom the Letter of Offer shall be sent. It is clarified that all owners (registered or unregistered) of Equity Shares (except the Acquirer, PAC, parties to the Transaction Document and persons deemed to be acting in concert with each of them) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.*

VIII. PROCEDURE OF TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. All Eligible Shareholders holding Equity Shares, whether holding the Equity Shares in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.

Contd...

2. The Letter of Offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance-cum-Acknowledgement ("**Form of Acceptance**") will be mailed to all the Eligible Shareholders whose names appear on the register of members of the Target Company at the close of business hours, being registered equity shareholders as per the records of National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), and registered Equity Shareholders holding Equity Shares in physical form as per the records of the Target Company, as on October 9, 2015, being the Identified Date. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the Letter of Offer would be dispatched to each of the Eligible Shareholders of the Target Company is October 16, 2015.

3. Eligible Shareholders who wish to tender their Equity Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer to Karvy Computershare Private Limited, acting as the registrar to the offer ("**Registrar to the Offer**") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. Eligible Shareholders who cannot hand deliver their documents at the collection centers, as will be mentioned in the Letter of Offer, may send such documents by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at its addresses mentioned in the Letter of Offer.

4. In case of non-receipt of Letter of Offer, the Eligible Shareholders holding Equity Shares in physical form, may send his/her/their consent on plain paper stating the name, address, number of equity shares held, distinctive numbers, certificate numbers, and the number of Equity Shares offered along with the share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before closure of this Offer.

5. In case of non-receipt of the Letter of Offer, the eligible person(s), holding Equity Shares in dematerialized form may send his/her/their applications to the Registrar to the Offer, on a plain paper, stating the name, address, number of shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in "Off-market", 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 closure of this Offer.

6. Eligible Shareholders who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date (October 9, 2015) or unregistered owners, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such Eligible Shareholders may apply in the Form of Acceptance in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (http://www.sebi.gov.in/) or the Registrar to the Offer.

7. The application is to be sent to the Registrar to the Offer at any of the collection centers that shall be mentioned in the Letter of Offer, so as to reach the Registrar to the Offer during business hours on or before November 6, 2015 (i.e. the date of closing of the tendering period), together with:

   (a) In the case of the Equity Shares held in physical form, the name, address, number of the Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

   (b) In the case of the Equity Shares held in dematerialized form, the depository participant ("**DP**") name, DP ID, account number together with a photocopy or counterfoil of the delivery instruction slip in "**off-market**" mode duly acknowledged by the DP for transferring the Equity Shares, as per the instructions given below:

Depository Participant Name	Karvy Stock Broking Limited
DP ID	IN300394
Client ID	19159100
Account Name	KCPL-ADC INDIA OPEN OFFER ESCROW DEMAT ACCOUNT
Depository	NSDL

   (c) The Eligible Shareholders of the Target Company may also download (i) the Letter of Offer from the SEBI website (http://www.sebi.gov.in/); or (ii) obtain a copy of Letter of Offer by writing to the Registrar to the Offer superscribing the envelope as "ADC INDIA COMMUNICATIONS OPEN OFFER" with suitable documentary evidence of ownership of the Equity Shares.

8. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

IX. OTHER INFORMATION

1. The Acquirer, the PAC and the Acquirer's directors accept full responsibility for the information contained in this DPS.

2. The Acquirer, the PAC and the Acquirer's directors shall be responsible for fulfillment of applicable obligations under the SEBI (SAST) Regulations.

3. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer and the PAC have appointed ICICI Securities Limited as the Manager.

4. Karvy Computershare Private Limited has been appointed as the Registrar to the Offer, whose details are set out below:

Address	Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India
Toll Free No.	1-800-3454001
Telephone	+91 40 6716 2222
Fax	+91 40 2343 1551
Email	murali.m@karvy.com
Contact Person	Mr. M Murali Krishna
SEBI Registration No.	INR000000221

5. This DPS and the PA is expected to be available on the SEBI website (http://www.sebi.gov.in/).

6. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

7. In this DPS, all references to "INR" or "₹" are references to the Indian Rupee. At some places "USD" or "$" has been used, which represent the Dollar, the currency of the United States of America. All the data presented in USD/$ in this DPS have been converted into INR for purpose of convenience translation. The conversion has been assumed at the rate as identified along with such financial information in this DPS.

ISSUED BY THE MANAGER TO THE OFFER FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC

ICICI Securities

ICICI SECURITIES LIMITED

ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai - 400 020, India

Tel.: (+91 22) 2288 2460; **Fax:** (+91 22) 2282 6580

Email: project.river@icicisecurities.com; **Website:** www.icicisecurities.com

Contact Person: Mr. Vishal Kanjani

SEBI Registration Number: INM000011179

Place : Mumbai

Date : September 4, 2015