Public Announcement under Regulations 3, 4 and 5(1) read with Regulations 13(2)(e) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI (SAST) Regulations")

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ADC INDIA COMMUNICATIONS LIMITED

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 total share capital of ADC India Communications Limited ("Target Company") by Andrew LLC ("Acquirer") along with CommScope, Inc. ("PAC"), in its capacity as the person(s) 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 public announcement ("**Public Announcement**") is being issued by ICICI Securities Limited (the "**Manager to the Offer**") for and on behalf of the Acquirer and the PAC, to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulations 3, 4 and 5(1), and other applicable regulations of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, "Public Shareholders" shall mean all the public shareholders of the Target Company excluding (i) the shareholders forming a part of the promoter / promoter group of the Target Company and (ii) the persons acting in concert or deemed to be acting in concert with the Acquirer.

1. Offer Details

1.1 **Offer Size**: 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 an "**Equity Share**"), representing 26% (Twenty-six percent), of the fully diluted voting equity share capital of the Target Company ("**Voting Share Capital**"), as of the 10th (tenth) working day from the closure of the tendering period.

1.2 **Price / consideration**: INR 241.52 (Indian Rupees Two hundred and forty one, and fifty two paise) per Equity Share ("**Offer Price**") amounting to a total of INR 28,88,57,920 (Indian Rupees Twenty eight crores eighty eight lakhs fifty seven thousand nine hundred and twenty). The Offer Price has been calculated in accordance with Regulation 8(3) of the SEBI (SAST) Regulations.

1.3 **Mode of payment (cash / security)**: The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4 **Type of offer (Triggered offer, voluntary offer/competing offer, etc.)**: The Offer is a mandatory offer made by the Acquirer and the PAC in compliance with Regulations 3, 4 and 5(1) of SEBI (SAST) Regulations. The thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations are not applicable. This Offer is not subject to any minimum level of acceptance.

2. Transaction which has triggered the Offer obligations (Underlying Transaction)

CommScope Holding Company, Inc. ("**Holdings**") is the ultimate parent company of the Acquirer and PAC. Holdings, PAC and TE Connectivity Ltd., a Swiss corporation ("**Seller**"), have entered into a stock and asset purchase agreement (the "**Purchase Agreement**") on January 27, 2015. Pursuant to the Purchase Agreement, the Seller has agreed to sell its telecom, enterprise and wireless businesses, including its managed connectivity business, which Seller refers to as its broadband network solutions business unit ("**Business**") to PAC (or, if directed by PAC, to Holdings or any direct or indirect wholly owned subsidiary of Holdings, including any Subsidiary in which there exists a de minimis shareholder as required by applicable local law). PAC has agreed to purchase the Business from Seller in a combination of stock and asset purchases, subject to the satisfaction of customary conditions as set forth in the Purchase Agreement (the "**Underlying Transaction**").

As on date, the promoter and promoter group of the Target Company consists of three entities with 3,080,824 Equity Shares (66.97% of the total Equity Share capital) held by Tyco Electronics AMP GMBH, 18,569 Equity Shares (0.40% of the total Equity Share capital) held by the Seller and 4,967 Equity Shares (0.11% of the total Equity Share capital) held by ADC Telecommunications, Inc.. Tyco Electronics AMP GMBH and ADC Telecommunications, Inc. are wholly owned indirect subsidiaries of the Seller. In connection with the Underlying Transaction, Seller intends to cause to transfer to ADC Tele Communications, Inc.: (i) the 18,569 Equity Shares held by itself; and (ii) the 3,080,824 Equity Shares held by Tyco Electronics AMP GMBH. Following these transfers within the Seller group, in connection with the Transaction and subject to the conditions set forth in the Purchase Agreement, the Acquirer intends to acquire directly all of the issued and outstanding share capital of ADC Telecommunications, Inc. and in turn, indirectly acquire 3,104,360 Equity Shares or 67.49% of the Voting Share Capital in the Target Company.

Details of underlying transaction						
Type of Transaction (direct / indirect)	**Mode of Transaction (Agreement / Allotment / market purchase)**	**Shares / Voting rights acquired / proposed to be acquired**		**Total Consideration for shares / Voting Rights Acquired (Rs.)**	**Mode of payment (Cash / securities)**	**Regulation which has triggered**
		Number	**% vis a vis total equity / voting capital**			
Indirect Acquisition	Stock and asset purchase agreement dated January 27, 2015 executed by and among the Seller, Holdings and PAC for acquisition of the Seller's telecom, enterprise and wireless businesses, including its managed connectivity business, which Seller refers to as its broadband network solutions business unit, which will result in an indirect acquisition of 67.49% of the Voting Share Capital of the Target Company.	The Acquirer proposes to acquire 100% of the share capital of ADC Telecommunications, Inc. from the Seller. ADC Telecommunications, Inc. shall hold 3,104,360 Equity Shares representing 67.49% of the Voting Share Capital of the Target Company pursuant to the completion of the Underlying Transaction.	The Acquirer proposes to acquire 100% of the share capital of ADC Telecommunications, Inc. from the Seller. ADC Telecommunications, Inc. shall hold 3,104,360 Equity Shares representing 67.49% of the Voting Share Capital of the Target Company pursuant to the completion of the Underlying Transaction.	Not applicable as this is an indirect acquisition.	Not applicable as this is an indirect acquisitio n.	Regulations 3, Regulation 4 read with 5(1) of the SEBI (SAST) Regulations.

3. **Acquirer / PAC**

Details	Acquirer	PAC	Total
Name of the Acquirer / PAC(s)	Andrew LLC	CommScope, Inc.	2
Address	1100 CommScope Place, SE Hickory, North Carolina 28602, USA	1100 CommScope Place, SE Hickory, North Carolina 28602, USA	Not applicable
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	CommScope Holding Company, Inc. indirectly owns 100% of the share capital of the Acquirer, and controls the Acquirer	CommScope Holding Company, Inc. directly owns 100% of the share capital of the PAC, and controls the PAC	Not applicable
Name of the Group, if any, to which the Acquirer/PAC belongs to	CommScope Holding Company, Inc.	CommScope Holding Company, Inc.	Not applicable
Pre-Transaction shareholding %	Nil	Nil	Nil
Pre-Transaction Shareholding Number	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Offer (not taking into account the Equity Shares validly accepted in the Offer, if any)	The Acquirer will hold 100% of the share capital of ADC Telecommunications, Inc., which will in turn hold 3,104,360 Equity Shares representing 67.49% of the Voting Share Capital of the Target Company pursuant to the completion of the Underlying Transaction.	Nil	The Acquirer will hold 100% of the share capital of ADC Telecommunications, Inc., which will in turn hold 3,104,360 Equity Shares representing 67.49% of the Voting Share Capital of the Target Company pursuant to the completion of the Underlying Transaction.
Any other interest in the Target Company	Nil	Nil	Not applicable

Note: In accordance with the explanation to the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, the Offer to the Public Shareholders is subject to the completion of the Underlying Transaction.

4. **Details of selling shareholders, if applicable**: Not applicable, as the Offer is being made as a result of an indirect acquisition of control over the Target Company; and not as a result of any direct acquisition of Equity Shares, voting rights in or control over the Target Company.

5. **Target Company**

Name: ADC India Communications Limited

Registered Office: No. 485/8A&8B, 14th Cross, 4th phase, P. B. No. 5812, Peenya Industrial Area, Bangalore, Karnataka - 560058
Exchanges where listed: BSE Limited (Scrip Code: 523411; Scrip ID: ADCINDIA)
ISIN Code: INE833A01016

6. <u>Other Details</u>

6.1 The detailed public statement pursuant to this public announcement, which will contain all other information about the Offer, including the reasons and background to the Offer, detailed information on the Offer Price, details of the Transaction Document for the Primary Transaction including the conditions precedent thereunder and detailed information on the Acquirer, PAC and the Target Company and statutory approvals, if any, for the Offer, shall be published not later than five working days of the completion of the Primary Transaction, in accordance with the proviso to Regulation 13(4) of the SEBI (SAST) Regulations.

6.2 The Acquirer and the PAC undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources for meeting the Offer obligations under the SEBI (SAST) Regulations.

6.3 This public announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.4 This Public Announcement is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of the SEBI (SAST) Regulations.

6.5 Completion of the Offer is subject to receipt of statutory approvals required, if any.

6.6 In this public announcement, all references to “INR” are references to the Indian Rupee.

6.7 All information in relation to the Target Company contained in the public announcement is based on publically available information.

Issued by the Manager to the Offer:

ICICI Securities

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For and on behalf of the Acquirer and PAC

For Andrew LLC (Acquirer)	For CommScope, Inc. (PAC)
Sd/- **Name:** Mark A. Olson **Designation:** Executive VP and Chief Financial Officer	**Sd/-** **Name:** Mark A. Olson **Designation:** Executive VP and Chief Financial Officer

Place: Mumbai
Date: February 02, 2015