Letter of Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a shareholder(s) of ADC India Communications Ltd. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

Tyco Electronics Ltd. (now renamed as "TE Connectivity Ltd.")

Swiss joint stock company incorporated under the laws of Switzerland
(Registered Office: Rheinstrasse 20, Ch-8200 Schaffhausen, Switzerland,
Tel: +41(0) 52 633 66 61, Fax: +41(0) 52 633 66 99)

MAKE A CASH OFFER AT Rs. 137.15/- PER FULLY PAID UP EQUITY SHARE TO ACQUIRE UP TO
920,000 Shares of face value Rs. 10/- each, representing 20 % of the post Offer Share Capital of the Target Company

ADC India Communications Ltd.

a company incorporated under the Companies Act, 1956
(Registered Office: No. 10 (C) II Phase, Peenya Industrial Area, Bangalore – 560 058, Karnataka, India,
Telephone: +91 80 28396101; Fax: +91 80 28396104)

Notes:

- This Offer is being made pursuant to and in accordance with Regulations 10 and 12 of the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof.
- This Offer is not subject to a minimum level of acceptance.
- The Offer is subject to the statutory and regulatory approvals and clearances from RBI to acquire Shares tendered pursuant to this Offer (described in described in detail in paragraph 75).
- If there is any upward revision of the Offer Price by the Acquirer till the last permitted date for revision (May 23, 2011) or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original Public Announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.
- Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Letter of Offer, can withdraw the same up to (3) three working days prior to the closure of the Offer (May 28, 2011).
- **If there is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) as the Offer Price cannot be revised during (7) seven working days prior to the closing date of the offers / 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.**
- **There has been no competitive bid as on date.**
- A copy of the Public Announcement and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in) from the offer opening date, viz. May 13, 2011.
- All future correspondence, if any, should be addressed to the Registrar to the Offer shown below.

Manager to the Offer		Registrar to the Offer
kotak Investment Banking	Kotak Mahindra Capital Company Limited Bakhtawar, 1st Floor, 229, Nariman Point Mumbai 400 021 Tel: +91 22 6634 1100, Fax: +91 22 2840492 Contact Person: Mr. Chandrakant Bhole Email: adcindia.offer@kotak.com	Karvy Computershare Private Limited Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081. Tel: +91 40 2342 0815, Fax: +91 40 2343 1551 Contact Person: Mr. Murali Krishna Email: murali@karvy.com

Activity	Date	Day
Public Announcement	March 4, 2011	Friday
Specified Date	March 11, 2011	Friday
Last date for a competitive bid, if any	March 25, 2011	Friday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	May 9, 2011	Monday
Offer Opens on	May 13, 2011	Friday
Last date for revising the Offer Price	May 23, 2011	Monday
Last date for withdrawing acceptance of the Offer	May 28, 2011	Saturday
Offer Closes on	June 1, 2011	Wednesday
Last date for communicating acceptance (in full or part) and rejection of application by registered post and payment of consideration for application accepted and/or the share certificates for the rejected/ withdrawn Equity Share will be dispatched and/ or credited to the beneficiary account in case of dematerialized Equity Shares.	June 16, 2011	Thursday

Risk Factors

Risks factors (i) relating to the Offer and (ii) involved in associating with the Acquirer and the likely adverse affect of these risk factors on the Shareholders

I. Risks relating to the Offer:

- The Offer is subject to the receipt of certain statutory and regulatory approvals described in detail in Section VII. In the event any of the required statutory approvals are refused or under such circumstances as in the opinion of SEBI merit withdrawal of the Offer, the Offer may be withdrawn in terms of Regulation 27 of the Regulations.
- In the event that either: (a) regulatory approvals are not received in time, (b) there is any litigation leading to a stay/ injunction on the Offer or that restricts/ restrains the Acquirer from performing its obligations hereunder, or (c) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Shares are accepted under the Offer as well as the return of Shares not accepted under the Offer by the Acquirer may get delayed. In case of delay, due to non-receipt of statutory approval(s), then in accordance with Regulation 22(12) of the Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the Shareholders. Further, Shareholders should note that after the last date of withdrawal i.e. May 28, 2011, unless permitted under applicable law, Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed.
- The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period, there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- In the event of oversubscription in the Offer, the acceptance of the Shares tendered will be on a proportionate basis as per Regulation 21(6) of the Regulations and will be contingent on the level of oversubscription. The unaccepted Shares will be returned to the Shareholders in accordance with the schedule of activities for the Offer.
- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer /PA and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) would be doing so at his/her/their own risk.

II. Risks relating to Acquirer

- Acquirers are making this Offer as per Regulations 10 and 12 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations as the Acquirers have acquired indirect control of ADC India Communications Ltd. There is no assurance with respect to the continuation of the past trend in the financial performance of ADC India Communications Ltd.

The indicative risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder in the Offer. The shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

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Key Definitions

ADC	ADC Telecommunications, Inc. a company incorporated under the laws of Minnesota, USA and having its registered office at 13625 Technology Drive, Eden Prairie, Minnesota 55344, USA.
Acquirer	Tyco Electronics Ltd., Switzerland, a Swiss joint stock company incorporated under the laws of Switzerland with its registered office at Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland. The name of the company was changed from Tyco Electronics Ltd. to TE Connectivity Ltd. with effect from March 10, 2011.
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Cash Deposit	The amount of Rs. 12,88,00,000 held in the escrow account with Kotak Mahindra Bank Limited, Mittal Court Branch, Nariman Point, Mumbai – 400021
DP	Depository Participant
Eligible Shareholders	All shareholders/beneficial owners (registered or otherwise) of Shares (other than the Acquirer)
FEMA	Foreign Exchange Management Act, 1999, as amended
Form	Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer
Global Acquisition	On July 12, 2010, TE, a Swiss joint stock company incorporated under the laws of Switzerland and Tyco Minnesota entered into a Merger Agreement with ADC. Pursuant to the Merger Agreement, on July 26, 2010, TE commenced a tender offer, through Tyco Minnesota, to purchase all outstanding shares of common stock, par value of US$0.20 per share of ADC together with the associated preferred stock purchase rights for US$ 12.75 per share in cash. On December 9, 2010, TE announced the completion of the offer through which they acquired 86.80% of the outstanding ADC common shares and the exercise of its option under the Merger Agreement to purchase newly issued shares of ADC at the offer price of US$ 12.75 per share such that total shares acquired represented at least 90% of the outstanding shares of ADC. On December 9, 2010, TE also announced the merger of Tyco Minnesota with and into ADC, with ADC continuing as the surviving corporation and an indirect wholly owned subsidiary of TE
IT Act	(Indian) Income Tax Act, 1961
Letter of Offer	This Letter of Offer dated May 04, 2011
Manager to the Offer / KMCC	Kotak Mahindra Capital Company Limited
Maximum Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is Rs.12,61,78,000 (Rupees Twelve Crores Sixty One Lacs Seventy Eight Thousand only)
Merger Agreement	Agreement and Plan of Merger dated as of July 12, 2010, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of July 24, 2010 entered into by TE and Tyco Minnesota with ADC
NSDL	National Securities Depository Limited
Offer	Offer being made by the Acquirer for acquiring up to 920,000 Shares representing 20.0% of the Share Capital, from the Shareholders at the Offer Price payable in cash

Offer Period	20 day period from the date of the opening of the Offer on May 13, 2011 to the closing of the Offer on June 1, 2011 (both days inclusive)
Offer Price	Price of Rs. 137.15 (One Hundred Thirty Seven Rupees Fifteen Paisa only) per Share payable in cash
Offer Size	920,000 Shares representing 20.0% of the Share Capital
Eligible Person(s)	All Shareholders / beneficial owners (registered or otherwise) of Shares of the Target Company except the Acquirer and Promoters, who own the Shares any time prior to the closure of the Offer
Paid-up Capital	Fully paid-up equity capital of the Target Company of Rs. 4,60,00,000/- comprising of 46,00,000 shares of face value of Rs. 10/- each as on the date of the PA
Promoters / Promoter Group	Existing promoters of the target company comprising ADC, ADC Gmbh and entities owned and controlled by them
Public Announcement /PA	Public announcement of this Offer made on behalf of the Acquirer to the Shareholders, which appeared on March 4, 2011, in all editions of Financial Express and Jansatta, in the Mumbai edition of Mumbai Lakshadeep and in the Bengaluru edition of Hosa Digantha
RBI	Reserve Bank of India
Registrar to the Offer	Karvy Computershare Private Limited
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
Share	Each fully paid up equity share of the Target Company having a face value of Rs.10
Share Capital	The paid-up equity capital comprising of 4,600,000 shares of Rs.10 each as on the date of the Public Announcement as per the information from the Target Company
Shareholders	Shareholders of the Target Company
Specified Date	March 11, 2011 being the date for the purpose of identifying shareholders of the Target Company to whom the Letter of Offer will be sent
Stock Exchange	Bombay Stock Exchange Limited (“BSE”)
Target Company/ ADC India	ADC India Communications Ltd., a public limited company, incorporated in India on July 26, 1988 as “KRONE Communications Private Limited” under the Companies Act, 1956 (Registered Office: No. 10 (C) II Phase, Peenya Industrial Area, Bangalore – 560 058, Karnataka, India). TE is the Acquirer for the purpose of this offer.
TE	Tyco Electronics Ltd., Switzerland, a Swiss joint stock company incorporated under the laws of Switzerland with its registered office at Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland. The name of the company was changed from Tyco Electronics Ltd to TE Connectivity Ltd with effect from March 10, 2011.
Tyco Minnesota	Tyco Electronics Minnesota, Inc., a Minnesota corporation and an indirect wholly owned subsidiary of TE.

Notes:

1. *All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the Regulations.*
2. *Certain financial details contained in this Letter of Offer are denominated in US$ (US Dollar). The Rupee equivalent quoted for the US$ is calculated in accordance with RBI Reference rate as on March 1, 2011, i.e., 1 US$ = Rs 45.12 (source www.rbi..org.in).*

I. Disclaimer Clause

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO THE SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ADC INDIA COMMUNICATIONS LTD TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 17, 2011 TO THE SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. Details of the Offer

Background of the Offer

1 This Offer is being made by the Acquirer in compliance with, among others, Regulations 10 (substantial acquisition) and 12 (control) of the Regulations, pursuant to the Global Acquisition resulting in the indirect acquisition of 67.08% of the Share Capital and control of the Target Company by TE as more particularly mentioned in paragraphs below. This Offer is subject to the receipt of certain approvals as more fully set forth in the section entitled “Statutory Approvals”.

2 On July 12, 2010, the Acquirer and Tyco Minnesota entered into a Merger Agreement with ADC. Pursuant to the Merger Agreement, on July 26, 2010, TE commenced a tender offer, though Tyco Minnesota, to purchase all outstanding shares of common stock, par value of US$0.20 per share of ADC together with the associated preferred stock purchase rights for US$ 12.75 per share in cash. On December 9, 2010 TE announced the completion of the offer through which they acquired 86.80% of the outstanding ADC common shares and its exercise of its option under the Merger Agreement to purchase newly issued shares of ADC at the offer price of US$ 12.75 per share such that total shares acquired represented atleast 90% of the outstanding shares of ADC .On December 9, 2010, TE also announced the merger of Tyco Minnesota with and into ADC, with ADC continuing as the surviving corporation and an indirect wholly owned subsidiary of TE.

ADC directly holds 4,967 fully paid up equity shares of face value of Rs.10/- each in Target Company and indirectly through ADC Gmbh, one of its indirect wholly owned subsidiaries, holds 3,080,824 fully paid-up equity shares of face value of Rs.10/- each in the Target Company representing 67.08%of the voting equity capital in Target Company.

As the Global Acquisition has resulted in the Acquirer indirectly acquiring 67.08% of the Shares and control of the Target Company, this offer is being made pursuant to the relevant provisions of the Regulations

3 The Merger Agreement is part of documents for inspection and is available for inspection by shareholders as per Section IX of this Letter of Offer.

4 The change of control of the Target Company is not through any scheme of arrangement

5 The Acquirer, the Promoters and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992.

6 The Acquirer has inducted three nominees on the Board of Target Company at Target Company’s board meeting held on March 29, 2011 (which was more than 21 days after the date of the PA and the Cash Deposit made by the Acquirer is in excess of 100% of the Maximum Consideration). The Managing Director of the Target Company at the time of PA ceased to be in employment with the Target Company with effect from March 31, 2011.The Board of Directors of the Target Company at its meeting held on March 29, 2011, has approved the appointment of Mr. Sanjay Handu, nominee of the Acquirer, as managing director of Target Company, for five years effective from April 1, 2011. These appointments are subject to approval by the shareholders of the Target Company.

Details of the proposed Offer

7 In accordance with Regulation 14(4) and Regulation 15(1) of the Regulations, the Acquirer issued a public announcement on March 4, 2011, which appeared in all editions of Financial Express and Jansatta, in the Mumbai edition of Mumbai Lakshadeep and in the Bengaluru edition of Hosa Digantha. A copy of the PA is available on SEBI's website (www.sebi.gov.in).

8 Pursuant to this Offer, the Acquirer proposes to acquire 920,000 (Nine Lacs Twenty Thousand only) Shares of the Target Company ("Offer Size") representing 20% of the Share Capital of the Target Company, at a price of Rs. 137.15 (One Hundred Thirty Seven Rupees Fifteen Paisa only) for each Share of the Target Company ("Offer Price"), to be paid in cash in accordance with the Regulations.

9 There are no partly paid-up Shares of the Target Company. This Offer is not subject to any minimum level of acceptance or any differential pricing.

10 Other than the indirect acquisitions described in paragraph 2 above, the Acquirer has not acquired any Shares during the 12-month period prior to the date of the PA and after the date of PA up to the date of this Letter of Offer.

11 As on the date of the PA,, the Manager to the Offer, does not hold any Shares of the Target Company. The Manager to the Offer has not dealt in the shares of the Target Company since the date of the PA and shall not deal in the equity shares of the Target Company until the expiry of 15 (fifteen) days from the date of closure of the Offer.

12 There have been no competitive bids till date.

13 To the extent of the Offer Size, all the Shares of the Target Company that are validly accepted in this Offer are proposed to be acquired by the Acquirer, subject to the terms and conditions of the Offer and receipt of approvals.

14 The Shares to be acquired under this Letter of Offer are to be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

15 This Offer is made to all Eligible Persons.

16 The Letter of Offer is being sent to those shareholders of the Target Company (except the Acquirer and Promoters) whose names appeared in the Register of Members of the Target Company at the close of business hours on March 11, 2011, being the Specified Date, as required under the Regulations.

Object of the acquisition / Offer

17 The Offer is being made in accordance with Regulation 10, Regulation 12 and other applicable provisions on account of the Global Acquisition which has resulted in an indirect acquisition of Shares and change in control of Target Company.

18 The Acquirer and the Target Company are in the business of providing products and services to telecommunication service providers and enterprises, and the Acquirer generally considers the strengths of the two organizations to be complementary. The Acquirer considers the Target Company to be an important component of Acquirer's strategy in India. The Acquirer does not believe there will be a substantial change in the market positioning or capacity utilization of the Target Company. However, the Acquirer shall explore the options for integrating the marketing and sales function of the Target Company with the relevant group company of the Acquirer in India which options may include transfer of the sales force of the Target Company to the said group company or a distributorship agreement for the said group company to distribute the products of the Target Company or a combination of the above. The Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the business opportunities and exigencies from time to time.

III. Background of the Acquirer

Tyco Electronics Ltd. (now renamed as "TE Connectivity Ltd.") - Acquirer

19 Tyco Electronics Ltd. was incorporated in Bermuda on February 10, 2000. Effective from June 25, 2009, TE discontinued its existence as a Bermuda company as provided in section 132G of The Companies Act of 1981 of Bermuda, as amended (the "Bermuda Companies Act") and in accordance with article 161 of the Swiss Federal Code on International Private Law, continued its existence as a Swiss corporation under articles 620 et seq. of the Swiss Code of Obligations. The name of the Acquirer was changed from Tyco Electronics Ltd. to TE Connectivity Ltd. with effect from March 10, 2011. The registered office of TE is at Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland Tel:+41 (0)52 633 66 61, Fax: +41 (0) 52 633 66 99

20 Acquirer is a global technology company with fiscal 2010 sales of US$12.1 billion to customers in more than 150 countries. Acquirer designs, manufacture and market products for customers in a broad array of industries

including automotive; data communication systems; consumer electronics; telecommunications; aerospace, defense and marine; medical; energy; and lighting. Acquirer has approximately 7,000 engineers and worldwide manufacturing, sales and customer service capabilities.

The current major areas of operations are:

Transportation Connectivity: This business unit consists of the TE's Automotive and Aerospace, Defense, and Marine businesses

Communications and Industrial Solutions: This business unit contains the TE's Data Communications, Industrial Products, Consumer Devices, Lighting, Alternative Energy, Medical Products, Circuit Protection, and Touch Systems businesses.

Network Solutions: This business unit consists of Subsea Communications, Telecom Service Providers, Enterprise Networks, and Energy businesses. Also, this segment contains the businesses associated with ADC, which was acquired on December 8, 2010.

21 As the Acquirer does not hold any Shares of the Target, the provisions of Chapter II of the Regulations are not applicable

22 The shareholding details of the Acquirer as December 31, 2010 is as follows:

Sl No.	Name of Shareholder/ Shareholder Category	No. of shares held	Percentage shareholding
1.	Institutional Investors	41,73,56,398	94%
2.	Public Shareholders	2,78,13,752	6%
	Total	**44,51,70,150**	**100%**

23 The details of the Board of Directors of the Acquirer as on the date of the PA are as under:

Name of director	Address	Educational Qualifications and Experience	Date of appointment
Frederic M. Poses	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Poses holds a bachelor's degree in business administration from New York University, U.S.A. Mr. Poses joined TE Board of Directors as Chairman in June 2007, immediately following its separation from Tyco International Ltd. ("Tyco International"). Mr. Poses is Chief Executive Officer and Partner of Ascend Performance Materials, a private manufacturer of nylon related chemicals, resins and fibers for commercial and industrial products, since June 2009. He previously was Chairman and Chief Executive Officer of Trane Inc. (formerly American Standard Companies Inc.), a manufacturer and provider of air conditioning systems and services, vehicle control systems and bath and kitchen products, from 1999 until its acquisition by Ingersoll Rand in 2008. From 1998 to 1999, Mr. Poses was President and Chief Operating Officer of AlliedSignal, Inc., where he served in various capacities over his career, beginning in 1969. Mr. Poses is a Director of Raytheon Company.	29-June-2007
Tomas Lynch	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Lynch has a Bachelor of Science in Commerce from Rider University, New Jersey, U.S.A. Mr. Lynch serves on TE Board of Directors and has been Chief Executive Officer of TE since January 2006 and was previously President of Tyco Engineered Products and Services since joining Tyco International in September 2004. Prior to joining Tyco International, Mr. Lynch was at Motorola, where he was Executive Vice President and President and Chief Executive Officer, Personal Communications Sector from August 2002 to September 2004; Executive Vice President and President, Integrated Electronic Systems Sector from January 2001 to August 2002; Senior Vice President and General Manager, Satellite & Broadcast Network Systems, Broadband Communications Sector from February 2000 to January 2001; and Senior Vice President and General Manager, Satellite & Broadcast Network Systems, General Instrument.	29-June-2007

Name of director	Address	Educational Qualifications and Experience	Date of appointment
Pierre R. Brondeau	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Dr. Brondeau received a masters degree from Universite de Montpellier and a Doctorate from Institut National des Sciences appliquees de Toulouse, France. Dr. Brondeau joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Dr. Brondeau has been President, Chief Executive Officer and a Director of FMC Corporation, a specialty chemical and agricultural products manufacturer, since January 1, 2010. Prior to joining FMC Corporation, he was President and Chief Executive Officer of Rohm & Haas Company, a U.S. A.-based manufacturer of specialty materials and a wholly owned subsidiary of the Dow Chemical Company, upon the April 2009 merger of Rohm & Haas Company and Dow Chemical Company until September 2009. From 2006 to 2009, Dr. Brondeau served as Executive Vice President of electronics materials and specialty materials of Rohm & Haas Company. He also has served as Vice-President, Business Group Executive, Electronic Materials, President and Chief Executive Officer, Rohm & Haas Electronic Materials LLC, and Regional Director, Europe, from 2003 to 2006, and previously as Vice-President, Business Group Director, Electronic Materials, President and Chief Executive Officer, Shipley Company, LLC, from 1999 to 2003.	29-June-2007
Ram Charan*	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Dr. Charan received a bachelor's degree from Banaras Hindu University, India and an MBA and a DBA from Harvard Business School, U.S.A. Dr. Charan joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Since 1978, Dr. Charan has served as an advisor to executives and corporate boards and provides expertise in corporate governance, global strategy and succession planning.	29-June-2007
Dr. Juergen W. Gromer	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Dr. Gromer received his undergraduate degree and doctorate in physics from the University of Stuttgart, Germany. Dr. Gromer joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Dr. Gromer was President of TE from April 1999 until he retired from that position on December 31, 2007. From September 2006 until its separation from Tyco International, he also held the position of President of the Electronic Components Business segment of Tyco International. Dr. Gromer held a number of senior executive positions over the previous 10 years with AMP Incorporated, which was acquired by Tyco International in 1999. Dr. Gromer is a Director of WABCO Holdings Inc. and Marvell Technology Group Ltd. He is also Chairman of the Board of the Society for Economic Development of the District Bergstrasse/Hessen, a member of the Advisory Board of Commerzbank, and a Director of the Board and Vice President of the American Chamber of Commerce, Germany.	29-June-2007

Name of director	Address	Educational Qualifications and Experience	Date of appointment
Robert M. Hernandez	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Hernandez received a bachelor's degree from the University of Pittsburgh and an MBA from the Wharton Graduate School of the University of Pennsylvania, U.S.A. Mr. Hernandez joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Mr. Hernandez has served as Chairman of the Board of RTI International Metals, Inc., a producer of titanium mill products and fabricated metal components, from 1990 to the present. From 1994 to 2001, he served as Vice Chairman and Chief Financial Officer of USX Corporation and prior to that served in a variety of positions during his career at USX, beginning in 1968.	29-June-2007
Daniel J. Phelan	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Phelan received bachelor's and law degrees from Rutgers University and a master's degree from Ohio State University, U.S.A. Mr. Phelan joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Mr. Phelan has served as Chief of Staff of GlaxoSmithKline, a manufacturer of pharmaceuticals and consumer health related products, from May 2008 to the present and previously was Senior Vice President, Human Resources from 1994. Mr. Phelan is responsible for information technology, human resources, corporate strategy and development, world wide real estate and facilities, environmental health and safety, and global security.	29-June-2007
Lawrence S. Smith	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Smith has a bachelor's degree from Ithaca College, U.S.A. Mr. Smith joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Mr. Smith was named Executive Vice President in 1995 and Co-Chief Financial Officer in 2002 of Comcast Corporation, a broadband cable provider, from which he retired in March 2007. He served in finance and administration positions at Comcast from 1988 to 1995. Prior to joining Comcast, Mr. Smith was the Chief Financial Officer of Advanta Corporation. He also worked for Arthur Andersen LLP for 18 years, where he was a tax partner. Mr. Smith is a Director of Air Products and Chemicals, Inc. and GSI Commerce Inc.	29-June-2007
Paula A. Sneed	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Ms. Sneed received a bachelor’s degree from Simmons College and an MBA from Harvard Graduate School of Business, U.S.A. Ms. Sneed joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Ms. Sneed is Chair and Chief Executive Officer of Phelps Prescott Group, LLC, a strategy and management consulting firm, since 2008. Previously she was Executive Vice President of Global Marketing Resources and Initiatives for Kraft Foods, Inc. a worldwide producer of branded food and beverage products, until her retirement in December 2006. She served as Group Vice President and President of Electronic Commerce and Marketing Services for Kraft Foods North America, part of Kraft Foods, Inc., from 2000 until 2004, and Senior Vice President, Global Marketing Resources and Initiatives from December 2004 to July 2005. She joined General Foods Corporation (which later merged with Kraft Foods) in 1977 and has held a variety of management positions. Ms. Sneed is a Director of Airgas Inc. and Charles Schwab Corporation.	29-June-2007

Name of director	Address	Educational Qualifications and Experience	Date of appointment
David P. Steiner	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Steiner received a bachelor's degree from Louisiana State University and a law degree from the University of California, Los Angeles, U.S.A. Mr. Steiner joined TE Board of Directors in June 2007, immediately following its separation from Tyco International. Since March 2004, Mr. Steiner has served as Chief Executive Officer and a Director of Waste Management, Inc., a provider of integrated waste management services, and has also been its President since June 2010. His previous positions at Waste Management included Executive Vice President and Chief Financial Officer from 2003 to 2004, Senior Vice President, General Counsel and Corporate Secretary from 2001 to 2003 and Vice President and Deputy General Counsel from 2000 to 2001. Mr. Steiner is a Director of FedEx Corporation.	29-June-2007
John C. Van Scoter	Rheinstrasse 20, CH–8200 Schaffhausen, Switzerland	Mr. Van Scoter holds a bachelor of science degree in mechanical engineering from the University of Vermont, U.S.A. Mr. Van Scoter joined TE Board of Directors on December 1, 2008. Since February 1, 2010, Mr. Van Scoter has been Chief Executive Officer of eSolar, Inc., a producer of modular, scalable concentrating solar thermal power technology. He is also a Director of eSolar, Inc. From 2005 through 2010, he was Senior Vice President of Texas Instruments Incorporated, a global semiconductor company. During his 25 year career at Texas Instruments, he also served as General Manager of the Digital Light Processing (DLP®) Products Division and various Digital Signal Processor business units, manager of application specific integrated circuit (ASIC) product development and engineering, product engineer and technical sales engineer.	1-Dec-2008

**Mr Ram Charan discontinued as director on the board of Acquirer from March 9, 2011 and as of the date of LOF no other director has been appointed in his place*

None of the above directors is a director of the Target Company as of the date of the PA.

24 Shares of the TE are listed on New York Stock Exchange

25 Details of the paid up capital of the Acquirer as on September 24, 2010 is as follows

Total paid-up share capital	US$ 599 million (Rs 270,269 lacs)
Face Value of shares	US$ 1.44 (Rs.64.97)
Market Price of shares (As on March 15, 2011)	US$ 33.63 (Rs. 1,517.38)

26 The financial details of the Acquirer for the last three years as derived from its audited financial statements are as set forth below:

Profit & Loss Statement	**Year ended September 24, 2010**		**Year ended September 25, 2009**		**Year ended September 26, 2008**	
	US$ Mn	**Rs. Lacs**	**US$ Mn**	**Rs. Lacs**	**US$ Mn**	**Rs. Lacs**
Net sales	12,070	5,445,984	10,256	4,627,507	14,373	6,485,098
Other Income	177	79,862	-48	-21,658	486	219,283
Total net sales and other income	12,247	5,525,846	10,208	4,605,850	14,859	6,704,381
Total Expenditure	10,034	4,527,341	13,215	5,962,608	12,171	5,491,555
Profit Before Depreciation and Amortization, Interest and Tax	2,213	998,506	-3,007	-1,356,758	2,688	1,212,826
Depreciation and amortization	520	234,624	515	232,368	539	243,197
Interest Expense (net of interest income)	135	60,912	148	66,778	158	71,290
Profit Before Tax	1,558	702,970	-3,670	-1,655,904	1,991	898,339
Provision for Tax	493	222,442	-567	-255,830	554	249,965
Profit After Tax*	1,103	497,674	-3,265	-1,473,168	1,687	761,174

** Profit After Tax is after adjusting for (a) income (loss) from discontinued operations (net of tax) and (b) net income attributable to non-controlling interest (net of tax)*

Balance Sheet Statement	As on September 24, 2010		As on September 25, 2009		As on September 26, 2008	
	US$ Mn	Rs. Lacs	US$ Mn	Rs. Lacs	US$ Mn	Rs. Lacs
Sources of funds						
Paid up share capital	599	270,269	1,049	473,309	100	45,120
Reserves and Surplus (excluding revaluation reserves)^	6,449	2,909,789	5,947	2,683,286	10,962	4,946,054
Networth	7,048	3,180,058	6,996	3,156,595	11,062	4,991,174
Noncontrolling interest	8	3,610	10	4,512	10	4,512
Secured loans	0	0	0	0	0	0
Unsecured loans @	2,413	1,088,746	2,417	1,090,550	3,181	1,435,267
Other liabilities#	1,722	776,966	1,684	759,821	1,984	895,181
Total	**11,191**	**5,049,379**	**11,107**	**5,011,478**	**16,237**	**7,326,134**
Uses of funds	0	0	0	0	0	0
Net fixed assets**	6,470	2,919,264	6,678	3,013,114	10,545	4,757,904
Investments	51	23,011	57	25,718	58	26,170
Net current assets	3,377	1,523,702	3,065	1,382,928	4,268	1,925,722
Other assets	1,293	583,402	1,307	589,718	1,366	616,339
Total miscellaneous expenditure not written off	0	0	0	0	0	0
Total	**11,191**	**5,049,379**	**11,107**	**5,011,478**	**16,237**	**7,326,134**

^ reserves & surplus includes Treasury shares
@ Current maturities of long term debt has been included in Unsecured Loans instead of Net Current Assets
 # Other Liabilities includes Long-term pension & post retirement liabilities, deferred income tax (net of deferred tax asset), income taxes and other liabilities
*** Net Fixed Assets includes goodwill and intangible assets*

Other Financial Data	Year ended September 24, 2010		Year ended September 25, 2009		Year ended September 26, 2008	
	US$	Rs.	US$	Rs.	US$	Rs.
Dividend (%)(1)	40.0%		28.6%		280.0%	
Earning Per Share(2)	2.4	108.3	-7.1	-320.4	3.5	157.9
Return on Net worth(3)	15.6%		-46.7%		15.3%	
Book Value Per Share(4)	15.9	717.4	15.2	685.8	23.9	1,078.4
Price-Earnings ratio(5)	12.1		-3.2		7.9	

(1) Calculated as Dividend paid / par value of shares
(2) Profit After Tax/ weighted average number of diluted shares outstanding
(3) Profit After Tax/ Closing Networth
(4) Closing Networth / Shares Issued as at end of the period adjusted for shares held in treasury
(5) Closing Share Price at fiscal year-end / Profit After Tax per Diluted Common Share

No adjustments are required to the above financial information pursuant to the provisions of Annexure 1, item 11 of the Standard Letter of Offer of SEBI

The primary reasons for the changes in the net sales and net income (loss) attributable to TE are as follows:

Fiscal 2010 compared to Fiscal 2009

Net sales increased by 17.7%, to US$12,070 million in fiscal 2010 from US$10,256 million in fiscal 2009. The increase primarily resulted from strong growth in TE's electronic components segment and, to a lesser degree, its specialty products segment. The growth is partially offseted by a decline in its subsea communications segment. Further, foreign currency exchange rates positively impacted net sales by US$188 million, or 1.8%. Price erosion adversely affected net sales by US$169 million.

Profit after tax was US$ 1,103 million in fiscal 2010 compared to a negative profit after tax of US$3,265 million in fiscal 2009. Fiscal 2010 results included restructuring and other charges, acquisition and integration costs, and pre-separation litigation income of US$134 million, US$8 million, and US$7 million, respectively.

Fiscal 2009 compared to Fiscal 2008

In fiscal 2009, net sales decreased by 28.6%, to US$10,256 million from US$14,373 million in fiscal 2008. The decrease is primarily as a result of declines in TE's electronic components, specialty products, and network solutions segments. Foreign currency exchange rates, primarily the Euro, negatively impacted net sales by US$474 million, or 3.3%, in fiscal 2009. Price erosion adversely affected net sales by US$187 million.

During fiscal 2009, profit after tax was negative US$ 3,265 million compared to a profit after tax of US$1,687 million in fiscal 2008. Fiscal 2009 results included goodwill impairment charges, restructuring and other charges, and pre-separation litigation charges of $3,547 million, $373 million, and $144 million, respectively. In addition, fiscal 2009 results included a net loss of approximately $50 million primarily associated with economic hedges of certain anticipated future transactions and resulting primarily from the devaluation of certain eastern European currencies.

Fiscal 2008 compared to Fiscal 2007

In fiscal 2008, net sales increased by 14.3%, to US$14,373 million from $12,574 million in fiscal 2007. The increase is primarily as a result of strong growth in its undersea telecommunication segment and sales in international markets. Foreign currency exchange rates, primarily the Euro, favorably impacted net sales by US$823 million, or 6.5%, in fiscal 2008. Price erosion adversely affected net sales by $187 million.

Profit after tax was US$ 1,687 million in fiscal 2008 compared to a negative profit after tax of US$ 567 million in fiscal 2007. Profit is after deducting restructuring and other charges, goodwill impairment charges, a gain on the sale of real estate, and net pre-separation litigation charges of $228 million, $103 million, $36 million and $22 million, respectively.

27 Details of the companies promoted by the Acquirer in India:

Company Name	**Tyco Electronics Systems India Private Limited**		
Date of Incorporation	26-April-1995		
Nature of Business	Manufacture of surge arrestor and insulator		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	1,779	1,779	1,779
Preference Capital	4,044	4,044	4,044
Reserves (excluding revaluation reserve)	-1,813	-1,827	-1,295
Total Income	14,845	8,567	15,065
Profit After Tax	14	-532	439
Earnings Per Share (Rs.)	0.1	-3.0	2.5
Net Asset Value	4,011	3,996	4,528

Company Name	**CII Guardian International Limited**		
Date of Incorporation	21-November-1995		
Nature of Business	Manufacture of Hermetic Sealed Miniature Relays		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	246	246	246
Reserves (excluding revaluation reserve)	791	620	486
Total Income	3,351	3,700	3,027
Profit After Tax	223	177	113
Earnings Per Share (Rs.)	9.1	7.2	4.6
Net Asset Value	1,037	866	732

Company Name	**Tyco Electronics Corporation India Private Limited**		
Date of Incorporation	07-December-1993		
Nature of Business	Manufacturing and Trading of Connectors and Cable assemblies		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	4,474	4,474	4,474
Preference Capital	2,734	2,734	2,734
Reserves (excluding revaluation reserve)	34,061	31,948	38,374
Total Income	63,293	80,195	94,790
Profit After Tax	2,113	4,558	19,681
Earnings Per Share (Rs.)	4.7	10.2	44.0
Net Asset Value	41,269	39,156	45,583

Company Name	TEI Technologies Private Limited		
Date of Incorporation	04-May-2000		
Nature of Business	Manufacture of Remote Controls and cable assemblies		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	763	763	763
Reserves (excluding revaluation reserve)	-862	-522	-190
Total Income	3,059	3,757	5,020
Profit After Tax	-340	-332	-399
Earnings Per Share (Rs.)	-4.5	-4.4	-5.2
Net Asset Value	-99	241	573

Company Name	Raychem RPG Private Limited		
Date of Incorporation	18-August-1984		
Nature of Business	Manufacture of oil heat tracing products, surge arrestors, energy meters, transformers, etc.		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	300	300	300
Reserves (excluding revaluation reserve)	10,174	7,884	6,351
Total Income	46,245	40,993	30,811
Profit After Tax	3,514	2,762	2,991
Earnings Per Share (Rs.)	1,171.4	920.6	996.9
Net Asset Value*	10,474	8,184	6,651

** Net Asset Value is after adjusting revaluation reserve*

Company Name	ADC (India) Communications and Infotech Private Limited		
Date of Incorporation	30-October-2000		
Nature of Business	Business auxiliary, business support and information technology services		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	12	12	12
Reserves (excluding revaluation reserve)	753	647	540
Total Income	2,379	2,349	2,432
Profit After Tax	106	147	218
Earnings Per Share (Rs.)	45.7	63.5	94.0
Net Asset Value	764	659	551

Company Name	ADC Telecommunications India Private Limited		
Date of Incorporation	02-February-2006		
Nature of Business	Not operational, dormant entity		
For the year ending and as on	**March 31, 2010**	**March 31, 2009**	**March 31, 2008**
	Rs. Lacs	**Rs. Lacs**	**Rs. Lacs**
Equity Capital	NA	5	5
Reserves (excluding revaluation reserve)	NA	-3	-2
Total Income	NA	0	0
Profit After Tax	NA	-1	-1
Earnings Per Share (Rs.)	NA	NA	NA
Net Asset Value	NA	2	3

None of the companies stated above is a sick industrial company

28 **Disclosure in terms of Regulation 16(ix) of the Regulations**

a. As of date of this Letter of Offer, the Acquirer does not have any specific plans to dispose off or otherwise encumber any assets of the Target Company in the next 2 (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 operations, assets, investments, liabilities or otherwise of the Target Company and except to the extent already contracted by the Target Company. Provided however that the Acquirer shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company as may be required under applicable laws.

b. The Acquirer shall explore the options for integrating the marketing and sales function of the Target Company with the relevant group company of the Acquirer in India which options may include transfer of the sales force of the Target Company to the said group company or a distributorship agreement for the said group company to distribute the products of the Target Company or a combination of the above

c. Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company, except with the prior approval of the shareholders of the Target Company.

IV. Continuous Listing

29 The Acquirer intends to launch an offer to delist the Target Company in compliance with the applicable regulations in the next 3 years.

V. Background of the Target Company

30 The Target Company was originally incorporated in India on July 26, 1988 as “KRONE Communications Private Limited” under the Companies Act, 1956, as amended from time to time. Its name was changed to “KRONE Communications Limited” with effect from August 4, 1989 and a new certificate of incorporation was issued on January 10, 1990. The name of the Target was changed from KRONE Communications Limited to ADC India Communications Limited with effect from February 18, 2010. The registered and corporate office of the Target Company is No. 10(C), II Phase, Peenya Industrial Area, Bangalore – 560 058, Karnataka, India. Tel: +91-80-2839 6101; Fax: +91-80-28396104

31 The shares of the Target Company are listed on the BSE.

32 The Target Company is engaged in the business of manufacturing / trading of Telecommunications and Networking equipment with manufacturing facility at Peenya, Bangalore and regional office at Mumbai, Delhi, Hyderabad, Pune and Chennai.

33 As of December 31, 2010, the total paid up share capital of the Target Company was Rs. 46,000,000/- consisting of 4,600,000 fully paid-up equity shares of face value of Rs. 10 each. There are no partly paid up shares in the Target Company. The share capital structure of the Target Company as on the date of the PA is as under:

	Number of Shares / voting rights	**% of Shares / voting rights**
Fully paid up equity shares	4,600,000	100
Partly paid up equity shares	-	-
Total paid up equity shares	4,600,000	100
Total voting rights in the Target Company	4,600,000	100

34 Build-up of the current capital structure of the Target Company since inception till the date of the PA is as under:

Date of Allotment	**No. of Shares issued**	**% of the post-issue paid up capital**	**Cumulative Paid-up Capital (Rs.)**	**Mode of Allotment**	**Identity of allottees (Promoters / Ex-promoters/ Others)**	**Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable**
22-Aug-1998	5	~0%	50	Subscribers to the Memorandum	Promoters and others	Complied

Date of Allotment	No. of Shares issued	% of the post-issue paid up capital	Cumulative Paid-up Capital (Rs.)	Mode of Allotment	Identity of allottees (Promoters / Ex-promoters/ Others)	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable
27-Jul-1989	4	~0%	90	Issued to the nominee of the promoters on the Target Company becoming public	Others	Complied
1-Jul-1991	4,599,991	~ 100%	46,000,000	Allotment pursuant to Initial Public Offer	Promoters and others	Complied

35 The Shares of the Target Company are listed only on BSE. The Shares of the Target Company have been voluntarily delisted from Bangalore stock exchange ("BgSE") and Delhi stock exchange ("DSE") with effect from June 15, 2004 and September 2, 2004, respectively. The Target Company has complied with the listing requirements and no penal / punitive actions have been taken by the Stock Exchanges.

36 There has not been any non-listing of any Shares of the Target Company at the stock exchanges.

37 There are no outstanding convertible instruments (warrants/FCDs/PCDs) etc. in the Target Company as of the date of PA. There are no partly paid up Shares of the Target Company.

38 The Target Company and the Promoters have complied with Chapter II of the Regulations, except as under:

(i) **By Target Company:**

- Delay of 133 days in filing by the target company as per Regulation 6(2) of SAST in 30-Sep-1997, for the due date of 20-May-1997
- Delay of 2,456 days in filing by the target company as per Regulation 6(4) of SAST in 9-Feb-2004, for the due date of 20-May-1997. Further, the filing made on 09/02/2004 to the BSE did not include the shareholding and name of one of its promoter, namely, Karnataka State Electronics Development Corporation Limited
- Delay of 2,111 days in filing by the target company as per Regulation 8(3) of SAST in 9-Feb-2004, for the due date of 30-April-1998
- Delay of 153 days in filing by the target company as per Regulation 8(3) of SAST in 30-Sep-1999, for the due date of 30-April-1999
- Delay of 1,380 days in filing by the target company as per Regulation 8(3) of SAST in 9-Feb-2004, for the due date of 30-April-2000
- Delay of 1,015 days in filing by the target company as per Regulation 8(3) of SAST in 9-Feb-2004, for the due date of 30-April-2001
- Delay of 285 days in filing by the target company as per Regulation 8(3) of SAST in 9-Feb-2004, for the due date of 30-April-2003
- Filings made under 8(3) by Target Company for the financial years 1998, 1999, 2000, 2001, 2002, 2003, 2004 did not disclose the shareholding and name of one of its promoter, namely, Karnataka State Electronics Development Corporation Limited
- Filings made under 8(3) by the Target Company for the financial years 2005, 2006, 2007, 2008, 2009 and 2010 does not include 4,967 shares held by ADC
- In the filing made under Regulation 8(3) on April 12, 2010 for financial year ended March 31, 2010, total shares held by ADC Gmbh were shown as 29,50,890 (i.e 64.15% of the outstanding shares of the Company) whereas actual shares held by ADC Gmbh as on March 31, 2010 were 30,80,824 (i.e 66.97% of the outstanding shares of the Company) . As per the Target Company, the filing was done with lower number based on the number of shares lying to the credit of ADC Gmbh as on 31st March 2010 as per their Registrar & Transfer Agent, M/s. Karvy Computershare Limited and that 129,934 shares acquired during the month of February 2010 got credited to account of ADC subsequent to March 31, 2010

(ii) **Promoters , sellers and other major shareholders of target company:**

Karnataka State Electronics Development Corporation Limited ("KEONICS")

- Delay of 78 days in filing by KEONICS as per Regulation 6(1) of SAST in 7-July-1997, for the due date of 20-April-1997
- Delay of 78 days in filing by KEONICS as per Regulation 6(3) of SAST in 7-July-1997, for the due date of 20-April-1997

ADC GmbH

- For interse promoter transfer of shares between ADC Gmbh and KEONICS in April 2007 while filings have been made under Regulation 3(3), the Promoters have note been able to provide for verification, copy of report filed under Regulation 3(4)
- No filings made for the transaction on 15-Dec-2009 by ADC GmbH as per Regulation 7(1A) the due date for filing 17-Dec- 2009
- No filings made for the transaction on 16-Feb- 2010 by ADC GmbH as per Regulation 7(1A) the due date for filing 18-Feb- 2010

ADC Telecommunications Inc

- No intimation given by ADC Telecommunications Inc to Target Company under Regulation 8(2) for the financial years 2005, 2006, 2007, 2008, 2009 and 2010 for 4,967 shares held by it

The Target Company has on its own behalf and on behalf of ADC Gmbh and ADC Telecommunications Inc filed a consent application with SEBI on April 21, 2011 and also submitted clarification/rectification of the consent application with SEBI on May 3, 2011 for regularization of the non-compliances under Chapter II and with regard to inter-se promoter transfer in April 2007

39 The Target Company has complied with the listing requirements of the Stock Exchange. No penal / punitive actions have been taken by the Stock Exchange.

40 The Board of Directors of the Target Company, as of the date of the PA, is as under:

Name	Date of Appointment	Work Experience	Residential Address	DIN	Designation
Mr. K Bala Chandran (ceased to be Chairman & Managing director from March 31, 2011)	28-Jun-2000	Given below	`Srishti' No. 186, IST Cross, IV Main, AECS Layout, Sanjaynagar, Bangalore 560 094	00030879	Chairman and Managing Director
Mr. Patrick O'Brien (ceased to be director from March 29, 2011)	30-Aug-2007	Given below	#5012, Aldrich Avenue South, Minneapolis, Minnesota 55419-1208, USA	01847288	Nominee Director – ADC
Mr. James Mathews (ceased to be director from March 29, 2011)	30-Aug-2007	Given below	# 8893 Springwood Drive, Woodbury, Minnesota 55125, USA	01656298	Nominee Director - ADC
Mr. Arun Thiagarajan	20-Oct-2003	Given below	Grace Home. # 37, Kanakapura Road, Bangalore 560- 004	00292757	Independent Director
Mr. Bhaskar Bodapati	12-Dec-2008	Given below	NO.606, II Block Krishna Apartment, No.13, Ali Asker Road, Vasanthnagar PO, Bangalore 560052	02210156	Independent Director
Mr C.P. Rangachar	22-Jan-2010	Given below	Padmam, B-4, Epsilon Villas, Yemlur Home Owners Association, Yemlur Village Road, Yemlur Post, Bangalore Karnataka 560037	00310893	Independent Director
Mr. Sanjay Handu	29- Mar- 2011	Given below	Mantri Splendor, Flat No - A PH 2, 46/2, Geddalahalli, Hennur Main Road, Bangalore 560077	02242665	Nominee Director – Tyco & Managing Director
Mr. S. Viswanath	29- Mar- 2011	Given below	No. 401, The Good Earth, No. 1, Cambridge II Cross Road, (Near Frank Anthony Public School), Ulsoor 51st Division, Bangalore 560 008	01758140	Nominee Director – Tyco
Mr. Tony Gatt	01-Apr-2011	Given below	Hobbingfoot, 48 High Street, Graveley, Hertfordshire, United Kingdom, SG47LA	01861075	Nominee Director – Tyco

The Acquirer has inducted three nominees of the Acquirer on the Board of Target Company at the Target Company's board meeting held on March 29, 2011. The names of the nominees are as follows:

1) Mr. Sanjay Handu, Global Director (International Purchasing Offices), Tyco Electronics Ltd.
2) Mr. S. Viswanath, Financial Controller, Tyco Electronics Corporation India Private Limited
3) Mr. Tony Gatt, Vice President (Energy Division), Tyco Electronics Ltd.

The Board of Directors of the Target Company has approved the appointment of Mr. Sanjay Handu as Managing Director of Target Company for five years effective from April 1, 2011. These appointments are subject to approval by the shareholders of the Target Company.

Details of the experience of the Board of Directors of the Target Company is as under:

Mr. K Bala Chandran, is a graduate in Physics from the Loyola College (Madras University) and Diploma in Business and Industrial Management. He has completed courses in Finance Management, Advanced Sales Management and Quality Management. He started his career with Lawrence & Mayo (I) Private Limited and subsequently served with the S&J Group. He took charge as the Chief Executive Officer in December 1997 and became the Managing Director in October 2000 after joining KRONE Communications Limited in 1991. He has led the Target Company's forays into the new LAN networking segment with the Enterprise cabling solutions.

Mr.Patrick O'Brien was named President of ADC's Copper and Fiber Connectivity Business Unit in October 2002. He joined ADC in 1993 as a product manager for the company's industry-leading DSX products. During the following eight years, he held a variety of positions of increasing responsibility in the product management area. Most recently, O'Brien served as vice president and general manager of copper and fiber connectivity products. Previously, Mr. O'Brien spent six years with Contel Telephone (now GTE) in a network planning capacity. He holds a Bachelor of Science degree in Electrical Engineering from Iowa State University and is completing an MBA at the University of St. Thomas, St. Paul, Minnesota.

Mr. James Mathews was named Vice President, Chief Financial Officer in April 2007. Mr. Mathews joined ADC in 2005 as Vice President and Controller. Prior to joining ADC, Mr. Mathews served as Vice President-Finance and Chief Accounting Officer for Northwest Airlines from 2000 to 2005. Prior to joining Northwest Airlines, Mr. Mathews was Chief Financial and Administrative Officer at CARE-USA, the world's largest private relief and development agency. Mr. Mathews also held a variety of positions at Delta Air Lines, including service as Delta's Corporate Controller and Corporate Treasurer.

Mr. Arun Thiagarajan completed a Masters degree in Engineering from Royal Institute of Technology, Stockholm, Sweden in 1968, a graduation degree in Business Administration & Information Systems from Uppsala University, Sweden and an Advanced Management Program of the Harvard Business School. He has worked with Wipro and Hewlett-Packard India Private Limited earlier. He is presently an advisor and /or a member of the board at ING Vysya Bank Limited, PSI Data Systems Limited, Alstom Projects Limited and WEP Peripherals Limited.

Mr. Bhaskar Bodapati started his career as a Management Trainee at Hindustan Aeronautics Limited (HAL). The highlight of his association with HAL was a 3-year stint at the Indian High Commission in London to oversee the European operations of the company. Thereafter, he worked with Kirby Building Systems Ltd., Microland Ltd. and Opto Circuits (India) Limited in varied functions as Project Management, Manufacturing, Engineering, Information Technology and Research & Development. Currently, he is the Director Finance with Bengaluru International Airport Limited.

Mr. C.P. Rangachar is an accomplished manufacturing expert. A BITS Pilani Engineer, he has, for over 10 years engaged in plastics business with trainings in Europe, US & Japan executing several transfer of technologies, before he promoted Yuken India Ltd., which is a publicly listed Indo-Japanese JV in the field of hydraulics. He has also served as the Chairman of the Regional CII council and is a very active member in the Indian Machine Tool industry, besides serving on the Governing Council of CMTI.

Mr. Sanjay Handu serves as the global Director of the International Purchasing Offices at Tyco Electronics. Mr. Handu holds a bachelor's degree in engineering and additional diplomas in business administration, finance management and international trade. He has also held leadership and office bearer positions in several industrial associations like – CII, MAIT and ELCINA. Mr. Handu has worked for large MNC and Indian organizations in various positions for over 25 years

Mr. S. Viswanath is the financial controller of Tyco Electronics India and Middle East Region. Mr. Viswanath, holds a bachelors degree in Physics and is a cost accountant by profession and has been with TE for the past 15 years. Mr. Viswanth has worked with ICI's Pharma/ Agro division , Voltas, Arvind Mills and AMP before joining TE group

Mr. Tony Gatt serves as vice president energy division part of the network solutions segment of TE. Mr. Gatt is MBA from the International Management Centre, Buckingham UK. Mr. Gatt joined TE in 1987 from STC Components, UK, and before that he was with British Aerospace

41 The Target Company was not involved in any merger/demerger/spin offs during the last 3 years. The history of name changes for the Target Company is as under:

- The Target Company was originally incorporated in India on July 26, 1988 as "KRONE Communications Private Limited" under the Companies Act, 1956, as amended from time to time.
- Its name was changed to "KRONE Communications Limited" with effect from August 4, 1989 and a new certificate of incorporation was issued on January 10, 1990.

- The name of the Target was changed from KRONE Communications Limited to ADC India Communications Limited with effect from February 18, 2010.

42 The audited financials of the Target Company are as under:

Profit & Loss Statement	For financial year ended September 30, 2010 Rs. Lacs	For period of eleven months ended September 30, 2009 Rs. Lacs	For financial year ended October 31, 2008 Rs. Lacs
Income from operations	7,355	6,378	9,815
Other Income	333	400	341
Total Income	**7,688**	**6,778**	**10,155**
Total Expenditure	7,194	6,440	9,117
Profit Before Depreciation, Interest and Tax	**494**	**338**	**1,038**
Depreciation	160	152	155
Interest	7	12	10
Profit Before Tax	**327**	**173**	**873**
Provision for Tax	115	65	312
Profit After Tax	**212**	**108**	**561**

Balance Sheet Statement	As on September 30, 2010 Rs. Lacs	As on September 30, 2009 Rs. Lacs	As on October 31, 2008 Rs. Lacs
Sources of funds			
Paid up share capital	460	460	460
Reserves and Surplus (excluding revaluation reserves)	4,640	4,508	4,481
Networth	**5,100**	**4,968**	**4,941**
Secured loans	47	60	57
Unsecured loans	0	0	0
Deferred Tax Liability	0	2	0
Total	**5,147**	**5,030**	**4,998**
Uses of funds			
Net fixed assets (including CWIP)	797	921	1,018
Investments	0	0	0
Deferred Tax Assets (Net)	4,343	4,110	3,973
Net current assets	8	0	7
Total miscellaneous expenditure not written off	0	0	0
Total	**5,147**	**5,030**	**4,998**

Other Financial Data	For financial year ended September 30, 2010	For period of eleven months ended September 30, 2009	For financial year ended October 31, 2008
Dividend (%)[1]	15.0%	15.0%	25.0%
Earning per share[2] (Rs.)	4.6	2.4	12.2
Return on Networth[3] (%)	4.2%	2.2%	11.3%
Book Value per share[4] (Rs.)	110.9	108.0	107.4

[1] *Dividend % is computed as Dividend paid / face value of shares.*
[2] *Earning per share calculated as Profit After Tax / Number of outstanding shares as at the end of the year.*
[3] *Return on Networth calculated as Profit after Tax / closing Networth at the end of the year.*
[4] *Book Value per Share calculated as the Networth / Number of outstanding Shares as at end of the year.*

43 The reasons for the rise and fall of net sales and profit after tax of the Target Company are as follows:

FY 2010

During the year, the Target Company changed the financial ending from October to financial ending on September to fall in line with the accounting period of the parent. Hence, the financial results for 2009 are for eleven months period from November 2008 to September 2009. Hence, FY 2010 results (12 months) are not comparable with the result of FY 2009 (11 months). Notwithstanding this, the Company posted a marginal revenue growth of 2.7% on an annualized basis. Further the Company registered growth in profit after tax in comparison to the previous year on an annualized basis. The enterprise business witnessed robust growth due to recovery in the technology sector and key wins in the IT/ITES segment.

FY 2009

During the year Target Company changed the financial ending from October to financial ending on September to fall in line with the accounting period of the parent. Hence, the financial results for 2009 are for eleven months period from November 2008 to September 2009. Hence, FY 2009 results (11 months) are not comparable with the result of FY 2008 (12 months). The global economic recession has affected the technology sector in India and hence, the Company's business has been severely impacted across both carrier and enterprise business. The Enterprise segment was more directly impacted by the economic scenario in the USA. Several expansions within the IT/ITES sector were delayed and new projects were postponed.

FY 2008

Fiscal 2008 saw a dip in Carrier revenue by 6% and a growth in enterprise revenue by 20%.The Target Company expanded its customer base with some new clients. A key strategic initiative was launched during the year to gain an entry to the carrier market through fiber termination products. Within the enterprise business, an initiative was launched to differentiate from competition through dedicated technical support capabilities and product management. During the latter half of 2008, the US dollar-Indian rupee exchange rate was volatile resulting in substantial foreign exchange loss. Across both carrier and enterprise business, margins continued to decline.

44 Pre and post Offer shareholding pattern of the Target Company as on March 4, 2011, is as follows:

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and offer as on March 4, 2011 (A)		Shares /voting rights agreed to be acquired which triggered the Offer under the Regulations (B)		Shares/voting rights to be acquired in open offer (Assuming full acceptances) (C)		Share holding / voting rights after the acquisition and offer. i.e. (A)+(B)+(C) = (D)	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%****
(1) Promoter Group								
(a) Parties to the agreement, if any								
(b) Promoters other than (a) above:								
- ADC Gmbh	3,080,824	66.97%					3,080,824	66.97%
- ADC Tele Communications Inc	4,967	0.11%					4,967	0.11%
Total 1 (a+b)	**3,085,791**	**67.08%**					**3,085,791**	**67.08%**
(2) Acquirers @							-	
(a) Acquirer	0	-			920,000	20.0%	920,000	20.0%
(b) PAC	0	-			-	-	0	-
Total 2 (a+b)	**0**	**-**	**-**	**-**	**920,000**	**20.0%**	**920,000**	**20.0%**
Total (1+2)	**3,085,791**	**67.08%**			**920,000**	**20.0%**	**4,005,791**	**87.08%**
(3) Parties to the agreement other than (1)(a) and (2) above	**0**	**-**	**-**	**-**	**-**	**-**	**0**	**-**
(4) Public (other than parties to the Transaction, Acquirer & PACs)								
(a) Financial Institutions/ Banks	380	0.01%					This will depend on response from and within each category of (4)	
(b) Mutual Funds/ UTI	700	0.02%						
(c) Bodies Corporate	100,951	2.19%						
(d) Non Resident Indians	35,845	0.78%						
(d) Others	1,376,333	29.92%						
Total (4)	**1,514,209**	**32.92%**					**594,209**	**12.92%**
GRAND TOTAL (1+2+3+4)	**4,600,000**	**100.0%**			**920,000**	**20.0%**	**4,600,000**	**100.0%**

@ The Acquirer has not acquired any Shares since the date of the PA and up to the date of the Letter of Offer.

As on March 4, 2011, there were 6,030 public shareholders holding 1,514,209 Shares of the Target Company.

45 Change in the shareholding of the Promoters in the Target Company is as under:

Name of the promoter /promoter group entity	Date of transaction (allotment / purchase / transfer)	Opening Balance - Promoter group	Opening Capital	Opening % holding -promoter group	Name of promoter	No of shares Acquired	Mode of Acquisition	No of shares sold	Closing Capital	Closing holding - promoter group	Closing % holding - promoter group	Increase / Decrease in percentage holding - Promoter Group (+/- %)	Applicable regulations of SEBI(SAST) Regulations	Compliance status with SEBI(SAST) Regulations and other applicable regulations
ADC Telecommunication Inc / ADC GmbH	18-May-04	-	4,600,000	-	ADC GmbH*	2,346,000	Indirect acquisition on account of global Transaction*		4,600,000	2,346,000	51.00%	51.00%	Regulation 10 and 12	ADC Telecommunications made an open offer as required under the regulations
	Mar-05	2,346,000	4,600,000	51.00%	ADC Telecommunications Inc	4,967**	acquired during open offer**	0	4,600,000	2,350,967	51.11%	0.11%	Regulation 10 and 12	Complied
	26-Apr-07	2,350,967	4,600,000	51.11%	ADC GmbH	506,000	acquired from KEONICS - interse-promoter transfer	0	4,600,000	2,856,967	62.11%	11.00%	3(3), 3(4), 7(1)	7(1) filing made on 27-Apr-07 3(3) filing made on 6-Mar-07 Copy of 3(4) filing could not be produced by ADC Gmbh
	14-Sep-09	2,856,967	4,600,000	62.11%	ADC GmbH	8,000	Acquired from secondary market***	0	4,600,000	2,864,967	62.28%	0.17%		7(1) filing on 16-Sep-09
	15-Sep-09	2,864,967	4,600,000	62.28%	-do -	5,000	-do -	0	4,600,000	2,869,967	62.39%	0.11%		7(1) filing on 16-Sep-09
	16-Sep-09	2,869,967	4,600,000	62.39%	-do -	4,705	- do -	0	4,600,000	2,874,672	62.49%	0.10%		7(1) filing on 18-Sep-09
	17-Sep-09	2,874,672	4,600,000	62.49%	-do -	5,600	-do -	0	4,600,000	2,880,272	62.61%	0.12%		7(1) filing on 18-Sep-09
	18-Sep-09	2,880,272	4,600,000	62.61%	-do -	3,400	-do -	0	4,600,000	2,883,672	62.69%	0.07%		7(1) filing on 21-Sep-09
	18-Nov-09	2,883,672	4,600,000	62.69%	-do -	6,200	-do -	0	4,600,000	2,889,872	62.82%	0.13%		7(1) filing on 21-Nov-09
	19-Nov-09	2,889,872	4,600,000	62.82%	-do -	3,600	-do -	0	4,600,000	2,893,472	62.90%	0.08%		7(1) filing on 21-Nov-09
	20-Nov-09	2,893,472	4,600,000	62.90%	-do -	7,500	-do -	0	4,600,000	2,900,972	63.06%	0.16%		7(1) filing on 25-Nov-09
	23-Nov-09	2,900,972	4,600,000	63.06%	-do -	6,200	-do -	0	4,600,000	2,907,172	63.20%	0.13%		7(1) filing on 25-Nov-09
	24-Nov-09	2,907,172	4,600,000	63.20%	-do -	2,800	-do -	0	4,600,000	2,909,972	63.26%	0.06%		7(1) filing on 25-Nov-09
	25-Nov-09	2,909,972	4,600,000	63.26%	-do -	3,000	-do -	0	4,600,000	2,912,972	63.33%	0.07%		7(1) filing on 26-Nov-09
	26-Nov-09	2,912,972	4,600,000	63.33%	-do -	4,300	-do -	0	4,600,000	2,917,272	63.42%	0.09%		7(1) filing on 27-Nov-09
	27-Nov-09	2,917,272	4,600,000	63.42%	-do -	9,200	-do -	0	4,600,000	2,926,472	63.62%	0.20%		7(1) filing on 28-Nov-09
	30-Nov-09	2,926,472	4,600,000	63.62%	-do -	2,330	-do -	0	4,600,000	2,928,802	63.67%	0.05%		7(1) filing on 1-Dec-09
	1-Dec-09	2,928,802	4,600,000	63.67%	-do -	5,035	-do -	0	4,600,000	2,933,837	63.78%	0.11%		7(1) filing on 2-Dec-09
	2-Dec-09	2,933,837	4,600,000	63.78%	-do -	2,800	-do -	0	4,600,000	2,936,637	63.84%	0.06%		7(1) filing on 3-Dec-09
	3-Dec-09	2,936,637	4,600,000	63.84%	-do -	43	-do -	0	4,600,000	2,936,680	63.84%	0.00%		7(1) filing on 4-Dec-09
	4-Dec-09	2,936,680	4,600,000	63.84%	-do -	2,300	-do -	0	4,600,000	2,938,980	63.89%	0.05%		7(1) filing on 5-Dec-09
	7-Dec-09	2,938,980	4,600,000	63.89%	-do -	800	-do -	0	4,600,000	2,939,780	63.91%	0.02%		7(1) filing on 8-Dec-09
	8-Dec-09	2,939,780	4,600,000	63.91%	-do -	1,484	-do -	0	4,600,000	2,941,264	63.94%	0.03%		7(1) filing on 9-Dec-09
	9-Dec-09	2,941,264	4,600,000	63.94%	-do -	3,431	-do -	0	4,600,000	2,944,695	64.02%	0.07%		7(1) filing on 10-Dec-09
	10-Dec-09	2,944,695	4,600,000	64.02%	-do -	1,601	-do -	0	4,600,000	2,946,296	64.05%	0.03%		7(1) filing on 11-Dec-09
	11-Dec-09	2,946,296	4,600,000	64.05%	-do -	59	-do -	0	4,600,000	2,946,355	64.05%	0.00%		7(1) filing on 12-Dec-09
	15-Dec-09	2,946,355	4,600,000	64.05%	-do -	3,300	-do -	0	4,600,000	2,949,655	64.12%	0.07%	7(1A)***	7(1) filing on 16-Dec-09.

Name of the promoter /promoter group entity	Date of transaction (allotment / purchase / transfer)	Opening Balance - Promoter group	Opening Capital	Opening % holding -promoter group	Name of promoter	No of shares Acquired	Mode of Acquisition	No of shares sold	Closing Capital	Closing holding - promoter group	Closing % holding - promoter group	Increase / Decrease in percentage holding - Promoter Group (+/- %)	Applicable regulations of SEBI(SAST) Regulations	Compliance status with SEBI(SAST) Regulations and other applicable regulations
														Filing under 7(1A) not made
	16-Dec-09	2,949,655	4,600,000	64.12%	-do -	5,163	-do -	0	4,600,000	2,954,818	64.24%	0.11%		7(1) filing on 17-Dec-09
	17-Dec-09	2,954,818	4,600,000	64.24%	-do -	939	-do -	0	4,600,000	2,955,757	64.26%	0.02%		7(1) filing on 18-Dec-09
	18-Dec-09	2,955,757	4,600,000	64.26%	-do -	100	-do -	0	4,600,000	2,955,857	64.26%	0.00%		7(1) filing on 19-Dec-09
	1-Feb-10	2,955,857	4,600,000	64.26%	-do -	6,359	-do -	0	4,600,000	2,962,216	64.40%	0.14%		7(1) filing on 2-Feb-10
	2-Feb-10	2,962,216	4,600,000	64.40%	-do -	9,000	-do -	0	4,600,000	2,971,216	64.59%	0.20%		7(1) filing on 2-Feb-10
	3-Feb-10	2,971,216	4,600,000	64.59%	-do -	10,000	-do -	0	4,600,000	2,981,216	64.81%	0.22%		7(1) filing on 4-Feb-10
	4-Feb-10	2,981,216	4,600,000	64.81%	-do -	10,000	-do -	0	4,600,000	2,991,216	65.03%	0.22%		7(1) filing on 5-Feb-10
	5-Feb-10	2,991,216	4,600,000	65.03%	-do -	10,000	-do -	0	4,600,000	3,001,216	65.24%	0.22%		7(1) filing on 8-Feb-10
	9-Feb-10	3,001,216	4,600,000	65.24%	-do -	10,000	-do -	0	4,600,000	3,011,216	65.46%	0.22%		7(1) filing on 10-Feb-10
	10-Feb-10	3,011,216	4,600,000	65.46%	-do -	10,000	-do -	0	4,600,000	3,021,216	65.68%	0.22%		7(1) filing on 11-Feb-10
	11-Feb-10	3,021,216	4,600,000	65.68%	-do -	10,000	-do -	0	4,600,000	3,031,216	65.90%	0.22%		7(1) filing on 12-Feb-10
	15-Feb-10	3,031,216	4,600,000	65.90%	-do -	6,200	-do -	0	4,600,000	3,037,416	66.03%	0.13%		7(1) filing on 16-Feb-10
	16-Feb-10	3,037,416	4,600,000	66.03%	-do -	4,254	-do -	0	4,600,000	3,041,670	66.12%	0.09%	7(1A)***	7(1) filing on 17-Feb-10. Filing under 7(1A) not made
	17-Feb-10	3,041,670	4,600,000	66.12%	-do -	4,857	-do -	0	4,600,000	3,046,527	66.23%	0.11%		7(1) filing on 18-Feb-10
	18-Feb-10	3,046,527	4,600,000	66.23%	-do -	6,670	-do -	0	4,600,000	3,053,197	66.37%	0.14%		7(1) filing on 19-Feb-10
	19-Feb-10	3,053,197	4,600,000	66.37%	-do -	8,225	-do -	0	4,600,000	3,061,422	66.55%	0.18%		7(1) filing on 22-Feb-10
	23-Feb-10	3,061,422	4,600,000	66.55%	-do -	8,590	-do -	0	4,600,000	3,070,012	66.74%	0.19%		7(1) filing on 24-Feb-10
	24-Feb-10	3,070,012	4,600,000	66.74%	-do -	10,000	-do -	0	4,600,000	3,080,012	66.96%	0.22%		7(1) filing on 25-Feb-10
	25-Feb-10	3,080,012	4,600,000	66.96%	-do -	5,779	-do -	0	4,600,000	3,085,791	67.08%	0.13%		7(1) filing on 27-Feb-10

* On May 18, 2004, ADC Telecommunication Inc. indirectly acquired from GenTek Holding Corporation the entire equity capital of KRONE GmbH which was holding 2,346,000 fully paid-up equity shares of face value of Rs. 10 in KRONE Communications Limited (now ADC India Communications Ltd.). Following the closing of the Global Acquisition, KRONE GmbH was reorganized.

- In a first step, KRONE GmbH acquired all shares in a company called aptus50. GmbH. All assets and liabilities of KRONE GmbH including the shares of the KRONE Communications Limited (now ADC India Communications Ltd.) were transferred to aptus50. GmbH by way of spin-off pursuant to Sec. 123 (3) German Conversion Act. The spin off became effective on October 6, 2004.
- At the same time, the name KRONE GmbH was changed to KRONE Beteiligungsgesellschaft mbH (KRONE BmbH) and the name of aptus50. GmbH was changed to KRONE GmbH.
- Subsequently, in April 2005, the name of KRONE GmbH was changed to ADC GmbH

** In the subsequent open offer triggered due to above mentioned global acquisition, ADC Telecommunication Inc. acquired 4,967 fully paid-up equity shares in KRONE Communications Limited (now ADC India Communications Ltd.)

*** No filings were made under Regulation 7(1A) on purchases aggregating 2% or more of the share capital of Company on 2 instances - Dec 15, 2009 and Feb 16, 2010

46 The Target Company has confirmed that it is in compliance with the Corporate Governance provisions of Clause 49 of the Listing Agreement with the Stock Exchanges.

47 There are no pending litigations against the Target Company, except as disclosed as part of contingent liabilities as on September 30, 2010 which have been detailed below:

Sr. No	Nature of Contingent Liability	Rs.
1	Letter of Credit	267,336
2	Financial guarantees issued to customers of the Company	121,181,984
3	Sales tax notice towards alleged sales tax dues for the year 1994-1995 to 2001-2002.	11,223,615
4	Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	227,230
5	Excise duty payable on finished goods lying in the factory and included in the valuation of finished goods	1,766,310
6	Unclaimed dividends for the period 2003 to 2009	1,783,302

With regard to the item no. 3, the Target Company has been advised that the tax demanded is not sustainable and has suitably responded to the department. Since then the Target Company has not received any communication from the department on this matter.

48 Name and details of compliance officer:

Mr. R. Ganesh
ADC India Communications Limited
No.10 ©, II Phase, Peenya Industrial Area
Bangalore 560 058
Ph: +91 80 28396101 / 28396291
Fax: +91 80 28396104
Email:ganesh.r@adc.com

VI. Offer Price and Financial Arrangements

Justification of Offer Price

49 The Shares of the Target Company are listed on BSE. The Shares of the Company are frequently traded on the BSE. The Shares of the Target Company have been voluntarily delisted from BgSE and DSE with effect from June 15, 2004 and September 2, 2004 respectively.

50 The annualized trading turnover during the period September 2010 to February 2011, 6 calendar months prior to March (the month in which PA was made), was as follows:

Name of the Stock Exchange	Total number of Shares traded during the preceding 6 calendar months prior to the month of the PA (September 2010 to February 2011)	Total number of listed Shares	Annualised trading turnover (as % of total number of listed Shares)
BSE	2,65,703	46,00,000	11.6%

Source: www.bseindia.com

51 Pricing with respect to date of Global Acquisition: The Global Acquisition was announced on July 13, 2010. The annualized trading turnover during the period January 2010 to June 2010, the six calendar months prior to the month in which the Global Acquisition was announced was entered into, is as follows:

Name of the Stock Exchange	Total number of Shares traded during the preceding 6 calendar months prior to the date of the Global Acquisition (six months ending June 30, 2010)	Total number of listed Shares	Annualised trading turnover (as % of total number of listed Shares)
BSE	3,88,475	46,00,000	16.9%

Source: www.bseindia.com

52 Based on the above information, the Shares of the Target Company are deemed to be frequently traded on BSE as the annualized trading turnover based on the trading during 6 (six) calendar months i.e. January 2010 to June 2010 and September 2010 to February 2011 is more than 5% of the total number of listed Shares in terms of Explanation (i) to Regulation 20(5) of the Regulations.

53 The details of closing prices and volume on BSE for the 26-week period prior to the date of the PA are as under:

Week Number	Week-ended	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
Week 1	9-Sep-10	150.95	146.45	148.70	12,413
Week 2	16-Sep-10	148.90	147.35	148.13	11,847
Week 3	23-Sep-10	151.80	144.15	147.98	20,472
Week 4	30-Sep-10	146.90	142.75	144.83	11,833
Week 5	7-Oct-10	148.35	146.00	147.18	15,727
Week 6	14-Oct-10	178.70	152.00	165.35	38,603
Week 7	21-Oct-10	162.40	156.25	159.33	6,743
Week 8	28-Oct-10	155.05	152.55	153.80	8,188
Week 9	4-Nov-10	152.70	149.95	151.33	7,661
Week 10	11-Nov-10	151.25	150.10	150.68	5,373
Week 11	18-Nov-10	152.00	141.15	146.58	9,086
Week 12	25-Nov-10	138.60	127.55	133.08	6,860
Week 13	2-Dec-10	132.60	119.95	126.28	9,769
Week 14	9-Dec-10	129.55	114.00	121.78	9,089
Week 15	16-Dec-10	139.90	125.50	132.70	16,677
Week 16	23-Dec-10	138.70	134.00	136.35	2,330
Week 17	30-Dec-10	132.10	127.95	130.03	4,864
Week 18	6-Jan-11	135.40	133.45	134.43	4,102
Week 19	13-Jan-11	133.50	126.50	130.00	4,245
Week 20	20-Jan-11	123.25	117.50	120.38	4,946
Week 21	27-Jan-11	121.50	118.20	119.85	5,756
Week 22	3-Feb-11	126.40	114.05	120.23	8,006
Week 23	10-Feb-11	124.00	119.05	121.53	8,186
Week 24	17-Feb-11	120.65	118.00	119.33	21,720
Week 25	24-Feb-11	120.00	117.05	118.53	3,510
Week 26	3-Mar-11	122.00	119.90	120.95	8,904
Average				**136. 51**	

Source: www.bseindia.com

The Target Company announced dividend of Rs. 1.50 per Share on November 18, 2010. Record date for the purpose of payment of the dividend was January 31, 2011. Hence in compliance with regulation 20(11), cum-dividend quotations from November 18, 2010 to January 31, 2011 have been adjusted for dividend amount of Rs. 1.50 per Share. The 26 week period price without dividend adjustment is Rs.137.14

The details of intra-day high and low prices and volume on BSE for the 2-week period prior to the date of the PA are as under:

Day Number	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	18-Feb-11	120.00	120.00	120.00	230
2	21-Feb-11	120.00	117.60	118.80	1,448
3	22-Feb-11	120.00	116.10	118.05	432
4	23-Feb-11	120.25	117.05	118.65	870
5	24-Feb-11	118.90	117.05	117.98	530
6	25-Feb-11	120.00	116.00	118.00	1,961
7	28-Feb-11	123.00	122.00	122.50	1,501
8	1-Mar-11	125.00	118.00	121.50	1,538
9	3-Mar-11	122.50	121.00	121.75	3,904
Average				**119.69**	

Source: www.bseindia.com

The details of closing prices and volume on BSE for the 26-week period prior to the date of announcement of Global Acquisition are as under:

Week Number	Week-ended	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
Week 1	18-Jan-10	130.00	118.00	124.00	28,407
Week 2	25-Jan-10	127.75	115.30	121.53	14,610
Week 3	1-Feb-10	123.70	101.65	112.68	32,948
Week 4	8-Feb-10	135.65	126.15	130.90	72,536
Week 5	15-Feb-10	153.80	138.55	146.18	46,099
Week 6	22-Feb-10	155.35	147.30	151.33	30,953
Week 7	26-Feb-10	160.75	152.75	156.75	29,767
Week 8	8-Mar-10	145.70	136.05	140.88	6,163
Week 9	15-Mar-10	137.00	132.50	134.75	6,309
Week 10	22-Mar-10	138.00	131.35	134.68	2,525
Week 11	29-Mar-10	132.65	129.50	131.08	13,011
Week 12	5-Apr-10	132.00	130.00	131.00	2,143
Week 13	12-Apr-10	133.70	130.55	132.13	2,749
Week 14	19-Apr-10	132.00	129.05	130.53	1,540
Week 15	26-Apr-10	135.35	130.00	132.68	3,516
Week 16	3-May-10	135.30	130.35	132.83	12,637
Week 17	10-May-10	137.35	133.05	135.20	12,964
Week 18	17-May-10	135.70	133.05	134.38	6,985
Week 19	24-May-10	132.35	129.75	131.05	3,131
Week 20	31-May-10	125.85	123.50	124.68	3,328
Week 21	7-Jun-10	125.10	121.55	123.33	8,984
Week 22	14-Jun-10	129.20	121.40	125.30	5,655
Week 23	21-Jun-10	130.45	124.85	127.65	5,073
Week 24	28-Jun-10	126.00	122.80	124.40	7,773
Week 25	5-Jul-10	131.00	125.00	128.00	6,156
Week 26	12-Jul-10	142.95	125.25	134.10	15,114
Average				**132.00**	

Source: www.bseindia.com

The details of intra-day high and low prices and volume on BSE for the 2-week period to the date of announcement of Global Acquisition are as under:

Day Number	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	29-Jun-10	126.90	124.30	125.60	505
2	30-Jun-10	127.00	123.15	125.08	2,167
3	1-Jul-10	126.75	125.00	125.88	480
4	2-Jul-10	130.60	126.50	128.55	1,465
5	5-Jul-10	135.00	130.00	132.50	1,539
6	6-Jul-10	129.00	125.10	127.05	2,289
7	7-Jul-10	133.20	125.10	129.15	2,131
8	8-Jul-10	138.85	133.05	135.95	6,283
9	9-Jul-10	145.00	141.90	143.45	3,181
10	12-Jul-10	144.00	141.80	142.90	1,230
Average				**131.61**	

Source: www.bseindia.com

54 The Offer Price of Rs. 137.15 per Share is justified in terms of Regulations 20 (4), 20 (5) and 20 (12) of the SEBI (SAST) Regulations, in view of the following:

a)	The average of the weekly high and low of the closing prices for Shares of the Target Company on BSE for the 26 weeks:	
	- before the date of the PA - before the announcement of Global Acquisition	Rs. 136.51/ Share Rs. 132.00/ Share
b)	The average of the daily high and low of the Shares of the Target Company on BSE for the two week period:	
	- before the date of the PA - before the announcement of Global Acquisition	Rs. 119.69/ Share Rs. 131.61/ Share
c)	The negotiated price during the Global Acquisition	Not Applicable*
d)	The highest price paid by the Acquirer for the acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26 weeks before the date of the PA	Not Applicable

* The consideration paid by the Acquirer pursuant to the Global Acquisition was a composite consideration and no specific consideration was allocated for interest in the Target Company. ADC's share of Total Income of Target Company constitutes only 0.99% of consolidated sales of ADC and ADC's share of PAT of Target Company constitutes 0.51% of consolidated PAT (after adjusting for minority interest) of ADC.

55 There was no non-compete fee paid by the Acquirer for the Global Acquisition.

56 The Offer Price of Rs. 137.15 (One Hundred Thirty Seven Rupees Fifteen Paisa only) being higher than above is justified in terms of Regulation 20(4) of the Regulations.

57 The Acquirer is permitted to revise the Offer Price upward up to 7 (seven) working days prior to the date of closure of the Offer. In the event of such a revision, an announcement would be made in the same newspapers in which the PA had appeared and the revised Offer Price would be paid for all Shares accepted under the Offer.

Financial Arrangements

58 The Maximum Consideration payable under this Offer, assuming full acceptance, is Rs.12,61,78,000 (Rupees Twelve Crores Sixty One Lacs Seventy Eight Thousand only).

59 As the Acquirer is a foreign entity, the funds for the acquisition would be remitted from outside India. The Acquirer proposes to finance the Offer through internal accruals and/ or corporate borrowings.

60 By way of security for performance of its obligations under the Regulations, the Acquirer has made an escrow arrangement for the Offer comprising of cash deposit of an amount of Rs. 12,88,00,000(Rupees Twelve Crores Eighty Eight Lacs Only) in cash, which is more than the amount of Maximum Consideration. The Acquirer has made the Cash Deposit with Kotak Mahindra Bank Limited, Mittal Court Branch, Nariman Point, Mumbai - 400021. This has been confirmed vide a confirmation letter dated March 3, 2011 issued by Kotak Mahindra Bank Limited. The Manager to the Offer is empowered to realize the value of the Cash Deposit in terms of the Regulations.

61 M/s. M Krishna & Co, having its office at Vanaraveera Sankirna, No. 10-1 (old 210/1), 5th Cross, 9th 'A' main, Jayanagar 2nd block, Bangalore- 560 011; Tel. No. +91 80 2656 6210; Fax: +91 80 2657 6210; Membership Number: 028567 ("Accountants") have confirmed vide their certificate dated March 3, 2011 that the Acquirer has adequate financial resources available for meeting its obligations under the Regulations for a value up to the Maximum Consideration.

62 On the basis of the aforesaid financial arrangements and the Accountants' certificate, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to implement this Offer in full.

VII. Terms and Conditions of the Offer

63 This Letter of Offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement and Form of Withdrawal will be mailed to all the shareholders, except the Acquirer and the Promoters, whose names appear on the Register of Members of the Target Company at the close of business hours on March 11, 2011 being the Specified Date. Accidental omission to dispatch this Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way.

64 Locked in shares: There are no locked in shares in the Target.

65 The Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus, etc.

66 This Offer is made to all shareholders (other than the Acquirer) of the Target Company as on the Specified Date and also to persons who acquire Shares before the closure of the Offer and tender these Shares into the Offer in accordance with the PA on or before June 1, 2011; save and except for the Acquirer, the Promoters and any person deemed to be acting in concert.

67 Subject to the terms and conditions of the Offer and receipt of necessary statutory/ regulatory approval, the Acquirer proposes to acquire, to the extent of the Offer Size, all Shares that are validly tendered under the Offer.

68 The Regulations provide for an upward revision of the Offer Price and the number of Shares to be acquired, at any time up to 7 (seven) working days prior to the closure of the Offer viz. up to May 23, 2011 and allows withdrawal of the Offer under certain circumstances. Any such revision / withdrawal would be informed by way of an announcement in the same newspapers where the PA appeared. In case of revision, the revised price will be payable by the Acquirer for all the Shares that are validly tendered pursuant to the Offer.

69 Each shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in the Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

70 Eligible Shareholders who hold shares in **physical form** and who wish to tender their shares will be required to send the Form, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in section VIII of this Letter of Offer entitled “Procedure for Acceptance and Settlement”, to the Registrar to the Offer at any of its collection centers, mentioned under paragraph 80 of this Letter of Offer, either by hand delivery during Business Hours or by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at address mentioned in paragraph 81 so that the same are received on or before the closing date i.e. June 1, 2011.

71 In respect of **dematerialised shares,** the credit for the shares tendered must be received in the special account (as specified in paragraph 83) on or before 3.00 p.m. Indian Standard Time on June 1, 2011. If the Shareholders hold their shares through CDSL, their depository participant instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their shares in favour of the special depository account with NSDL as mentioned in paragraph 83 below.

72 The Acquirer will not be responsible in any manner for any loss of share certificate(s) and/or Offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected.

73 **In case of non-receipt of this Letter of Offer**, the eligible shareholder may send his participation, to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, distinctive numbers, folio number, number of shares offered, along with the necessary documents (as mentioned in paragraph 83) so as to reach the Registrar to the Offer on or before the closure of the Offer.

74 The instructions, authorizations and provisions contained in the Form constitute part of the terms of this Letter of Offer.

Statutory Approvals

75 This Offer is subject to the Acquirer’s obtaining all necessary approvals including approval of the RBI under FEMA, for the acquisition / transfer of the Shares tendered pursuant to this Offer, as required. The Acquirer has filed an application dated April 26, 2011 with RBI for such approval.

76 As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals required for the Acquirer to acquire the Shares that are validly tendered pursuant to this Offer.

77 To the best of the knowledge of the Acquirer, no approvals are required from financial institutions or banks for the Offer.

78 Notwithstanding paragraphs 75, 76 and 77 above, if any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer will apply for such approval at the appropriate stage. The Acquirer will not proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of Regulation 27 of the Regulations.

79 It may be noted that in case of non-receipt of statutory approvals within time, SEBI has power to grant an extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under Regulation 22(12) of the Regulations. Further, if the delay occurs due to

willful default of the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable.

VIII. Procedure for Acceptance and Settlement

80 Eligible Persons, who wish to avail of and accept this Offer, should deliver the requisite documents mentioned below as soon as possible by registered post or courier with acknowledgement due at address mentioned in paragraph 81 or in person, to the Registrar's Collection Centers at the addresses mentioned below before 3:00 p.m. Indian Standard Time on June 1, 2011. Eligible Persons are advised to ensure that the Form and other documents are complete in all respects; otherwise the same is liable to be rejected. In the case of dematerialized shares, Shareholders are advised to ensure that their shares are credited in favour of the special depository account, before the close of the Offer. The Form of such dematerialised shares not credited in favour of the special depository account before the close of the Offer is liable to be rejected. The Form along with all the relevant documents may be submitted at any of the collection centers below.

S.No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1	Mumbai	Karvy Computershare. Pvt Ltd. 24,Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms.Nutan Shirke	022-66381747-50 & 66382666	022-66331135	Hand Delivery
2	New Delhi	Karvy Computershare. Pvt Ltd. 305, New Delhi House,27, Barakhamba Road, Connaught Place, New Delhi -110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011-43681700/ 1798	011-41036370	Hand Delivery
3	Ahmedabad	Karvy Computershare. Pvt Ltd. 201-203,Shail,Opp: Madhusudhan House Behind Girish Cold Drinks Off C G Road Ahmedabad ~ 380 006	Mr.Aditya Gupta/ Robert Joeboy	079-66614772/ 9374491873	079-26565551	Hand Delivery
4	Bengaluru	Karvy Computershare. Pvt Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy /Mrs. V Sudha	080- 26621192	080-26621169	Hand Delivery
5	Kolkata	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkatta 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:00 PM, Saturday 10:00 AM to 1:00 PM, Holidays: Sunday & Bank Holidays

NO SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRER / THE TARGET COMPANY OR THE MANAGER TO THE OFFER

81 Applicants who cannot hand deliver their documents at the collection center referred to above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at its address, Karvy Computershare Private Ltd, Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, Ph.No.: +91 40 2342 0815; Fax No.: +91 40 2343 1551; email: murali@karvy.com; Contact Person: Murali Krishna.

82 In case of non-receipt of this Letter of Offer, the Eligible Shareholders may obtain a copy of this Letter of Offer from the SEBI website "www.sebi.gov.in", or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the Shares. Alternatively, those desirous of tendering their Shares to the Acquirer may participate in the Offer as follows:

(a) In case Shares are held in the dematerialized form by sending their consent in writing on a plain paper to the Registrar to the Offer, such that it is received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time on June 1, 2011, stating the name, address, no. of Shares held, no. of Shares offered, DP name, DP ID, beneficiary account number along with a photocopy of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of " Karvy - Escrow A/C- ADC India Open Offer" filled as specified in paragraph 83. No indemnity would be required from unregistered Shareholders as regards the title of the Shares.

(b) In case of Shares held in the physical mode by sending their consent in writing to the Registrar to the Offer, on a plain paper stating the name, address, no. of Shares held, no. of Shares offered, distinctive nos., folio no., the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, along with the original share certificate(s) and transfer deed(s) duly signed (as specified in paragraph 83), either by hand delivery or by Registered Post or courier, such that these are received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time, on June 1, 2011.

83 Documents to be delivered by all shareholders:

(a) For Shares held in the DEMATERIALIZED FORM

(i) Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the DP.

(ii) Photocopy of the Delivery Instruction in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP. The details of the special depository account are as follows:

Depository Name	National Securities Depository Ltd. (NSDL)
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Account Name	Karvy - Escrow A/C- ADC India Open Offer
Beneficiary Account Number	20003197
ISIN	INE833A01016
Market	Off-Market
Date of Credit	June 1, 2011

Shareholders should ensure that the Shares are credited in the aforementioned account on or before 3.00 p.m. Indian Standard Time on June 1, 2011.

Please note the following:

(i) For each delivery instruction, the beneficial owner should submit a separate Form.

(ii) The Registrar to the Offer is not bound to accept those acceptances, for which corresponding Shares have not been credited to the above special account or for shares that are credited in the above special account but the corresponding Form has not been received as on the date of closure of the Offer.

(b) In case of Shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:

(i) Form duly completed and signed in accordance with the instructions contained therein, by all shareholders. In case of Shares held in joint names, names should be filled up in the same order in which they hold Shares in the Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;

(ii) Original equity share certificate(s); and

(iii) Valid equity share transfer form(s) duly signed by transferor (by all the equity shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

(c) In case of Shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

(i) Form duly completed and signed in accordance with the instructions contained therein;

(ii) Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and

(iii) Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the Shares being tendered in this case.

(iv) In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).

(v) No indemnity regarding title is required from persons not registered as Shareholders.

84 Non-resident Shareholders should, in addition to the above, enclose copy(ies) of permission(s), received from RBI or any other regulatory authority to acquire shares, held by them in the Target Company. Overseas Corporate Bodies ("OCBs" as defined under FEMA) are requested to seek a specific approval of the RBI and a copy of such approval must be provided along with other requisite documents in the event that any OCB shareholder tenders its shares in the Open Offer. In case, the previous approvals from the RBI are not submitted, the Acquirer reserves the right to reject such Shares tendered.

85 Shareholders who have sent their physical Shares for dematerialization may participate in the Offer by submitting the Form along with a copy of the dematerialization request form duly acknowledged by the DP. Shareholders who have sent their physical 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 duly instructed by the shareholder should be received on or before 3.00 p.m. Indian Standard Time on June 1, 2011; else the application will be rejected.

86 Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected, if the directions / orders regarding these Shares are not received together with the Shares tendered under the Offer. This Letter of Offer, in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

87 All Eligible Persons should provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney, if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

88 In case, the number of Shares validly tendered in the Offer by the Shareholders of the Target Company are more than the Shares to be acquired under the Offer, the acquisition of Shares from each shareholder will be, as per the provisions of Regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE, the minimum marketable lot for the Shares is 1 (one).

89 Subject to the statutory approvals, the Acquirer intends to complete all formalities, including the payment of consideration within a period of fifteen (15) days from the closure of the Offer, (i.e., June 16, 2011) and for the purpose open a special account as provided under Regulation 29, provided that where the Acquirer is unable to make the payment to the Shareholders who have accepted the Offer before the said period of fifteen (15) days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond fifteen (15) days, as may be specified by SEBI from time to time.

90 The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares, to the extent unaccepted, held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details furnished in the Form.

91 The Registrar to the Offer will hold in trust the share certificates, credit of dematerialized Shares, form of acceptance duly filled in and the transfer deed(s) on behalf of the Shareholders of the Target Company who have accepted the Offer, till such time as the Acquirer completes the obligations under the Offer.

92 The payment of consideration for accepted applications will be made by the Acquirer in cash through Electronic Clearing Services ("ECS") (subject to availability of all information for crediting the funds), account payee cheques, drafts, warrants, etc. sent by Registered Post in accordance with the Regulations, and the same will be drawn in the name of the first named person in case of joint Shareholders.

In order to avail the ECS facility, Eligible Persons holding Shares in physical mode are requested to submit the enclosed ECS mandate form duly filled in and signed while submitting the Form, if the same has not been submitted earlier to the Target Company/ Registrar. Eligible Persons holding shares in dematerialised mode are requested to instruct their respective DP regarding bank accounts in which they wish to receive the consideration before the close of the Offer. Acquirer/ Registrar will not act on any direct request received from Eligible Persons holding Shares in dematerialised form for change/ deletion of such bank details.

93 A copy of this Letter of Offer (including the Form) is expected to be available on SEBI's web-site (www.sebi.gov.in) during the period the Offer is open. Eligible Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer.

94 In terms of the Regulations, shareholders desirous of withdrawing their acceptances tendered in the offer can do so up to May 28, 2011, being 3 (three) working days prior to the close of the Offer. The withdrawal option can only be exercised by submitting the Form of Withdrawal as per the instructions below so as to reach the Registrar to the Offer

at its address Karvy Computershare Private Ltd, Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, Ph.No.: +91 40 2342 0815; Fax No.: +91 40 2343 1551; email id: murali@karvy.com; Contact Person: Murali Krishna.

95 In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with details as mentioned in paragraph 82 above.

Tax related Provisions

96 While tendering the Shares under the Offer, NRIs/ 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 the Target Company. In case, the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered.

97 While tendering their Shares under the Offer, NRIs, OCBs and other non-resident shareholders (excluding FIIs) will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate ("TCC") or Certificate for Deduction of Tax at Lower Rate from income tax authorities under the IT Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or TCC or Certificate for Deduction of Tax at lower rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

98 As per the provisions of Section 196D (2) of the IT Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the IT Act, payable to a Foreign Institutional Investor ('FII') as defined in section 115AD of the IT Act. However, the interest payment for delay in payment of consideration, if any, will not be governed by this provision. For interest payments, if any, NRIs / OCBs / other non-resident shareholders will be required to submit a NOC or TCC or Certificate for Deduction of Tax at lower rate from the income tax authorities under the IT Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the IT Act on the entire interest payable to such shareholder. In case of resident shareholders, tax will be deducted on interest component exceeding Rs. 5,000 at the applicable current prevailing rates. If the resident shareholder requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such shareholders will be required to submit a NOC or TCC or Certificate of Deduction of tax at lower rate from income tax authorities under the IT Act indicating the amount of tax to be deducted by the Acquirer or self declaration in form 15G or 15H as may be applicable.

99 Securities transaction tax will not be applicable to the shares accepted in the Offer.

100 No tax will be deducted at source on payment made to resident share holders for purchase price of shares acquired under the Offer and as per the prevailing laws.

101 Shareholders eligible to receive any payment which is subject to tax deduction at source will be required to submit their permanent account number, failing which the tax will be deducted at the applicable rate or 20% (plus surcharge plus education cess, where applicable), whichever is higher.

102 Shareholders are advised to clearly indicate in the Form whether the income arising to them is in the nature of short term capital gains or long term capital gains or business income, failing which the Acquirer shall categorize the said income as that which attracts the highest rate of tax and shall deduct tax at source accordingly.

103 All Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Eligible Shareholders at the office of the Manager to the Offer at 1st floor, Bakhtawar, 229 Nariman Point, Mumbai 400 021 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer up to the closure of this Offer.

- Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of the Acquirer.
- Certified true copy of Merger Agreement.
- Audited Annual reports/ financial statements of the Acquirer and the Target Company for the last 3 (three) years, as applicable.

- Certificate from Mr. M Krishna Murthy (Membership No.: 028567), Proprietor of M/s M Krishna & Co, dated March 3, 2011 certifying the adequacy of financial resources with Acquirer to fulfill the Offer obligations.
- Escrow agreement between the Acquirer, Kotak Mahindra Bank Limited and the Manager to the Offer dated February 28, 2011
- Copy of the agreement between the Acquirer, the Registrar to the Offer and the Depository Participant for opening the special depository account for the purpose of the Offer.
- Letter from Kotak Mahindra Bank Limited dated March 3, 2011, confirming the deposit of Rs. 12,88,00,000 (Rupees Twelve Crores Eighty Eight Lacs Only) in the escrow account and that a lien has been marked in favour of the Manager to the Offer for the escrow account
- Copy of the application made to RBI dated April 26, 2011 and the approval from RBI (in case the approval from RBI is received prior to the offer closing date).
- Published copy of the Public Announcement dated March 4, 2011.
- SEBI's observation letter dated April 29, 2011

X. DECLARATION BY THE ACQUIRER

For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirer and the directors of the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Board of Directors of the Acquirer accepts full responsibility for the information contained in this Letter of Offer. The Acquirer shall be responsible for ensuring compliance with the SEBI (Substantial Acquisition of Shares and Takeover) Regulations.

Signed by

Sd-

For the Board of Directors of Tyco Electronics Ltd.

Name	: Mr. S. Viswanath
Designation	: Authorized Signatory
Date	: May 04, 2011
Place	: Bangalore

Attached:

1. Form of Acceptance-cum-Acknowledgement
2. Form of Withdrawal
3. ESC Mandate form (for physical shares)
4. Share Transfer Deed (for physical shares)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

ADC India Communications Ltd. Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to any of the Collection Centres as mentioned in the Letter of Offer)

OFFER OPENS ON	May 13, 2011
LAST DATE OF WITHDRAWAL	May 28, 2011
OFFER CLOSES ON	June 1, 2011

From
Folio No./DP ID No./Client ID No.:

To
The Acquirer:
Tyco Electronics Ltd. – ADC India Communications Ltd. Open Offer
C/ o Karvy Computershare Private Limited,
Plot No 17 to 24, Vittalrao Nagar,
Madhapur,
Hyderabad - 500 081.

Dear Sir,

Sub: **Open Offer to acquire 9,20,000 fully paid up equity shares of face value of Rs. 10/- each, representing 20.00% of the Share Capital of ADC India Communications Ltd. ("Target Company") by Tyco Electronics Ltd. ("Acquirer") (at a price of Rs. 137.15 per fully paid up equity share)**

I/We refer to the Public Announcement dated March 4, 2011 and the Letter of Offer for acquiring the equity shares held by me/us in ADC India Communications Ltd.

I/We, the undersigned, have read the Public Announcement and Letter of Offer and understood their contents including the terms and conditions mentioned therein.

☐ **SHARES IN DEMATERIALIZED FORM**

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my Shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We have executed an off-market transaction for crediting the Shares to the special depository account as per the details below

☐ via a delivery instruction from my account with NSDL

☐ via an inter-depository delivery instruction from my account with CDSL

Depository Name	National Securities Depository Ltd. (NSDL)
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Account Name	Karvy - Escrow A/C- ADC India Open Offer
Beneficiary Account Number	20003197
ISIN	INE833A01016
Market	Off-Market
Date of Credit	June 1, 2011

Shareholders should ensure that the Shares are credited in the aforementioned account before the close of business hours on June 1, 2011.

I/We note and understand that the Shares would lie in the special depository account until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

--**Tear along this line** ---

Acknowledgement Slip

ADC India Communications Ltd. Open Offer

Received from Mr./Ms._ ____________________________________ a Form of Acceptance cum Acknowledgement for ________ Shares along with:

☐ copy of depository instruction slip from DP ID ___________ Client ID _____________

☐ ___________ Share certificate(s) ______________ transfer deed(s) under folio number(s) ____________

for accepting the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

☐ **SHARES IN PHYSICAL FORM**

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
(In case the space provided is inadequate, please attach a separate sheet with details.) **Total No. of Equity Shares**					

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

For all shareholders

I / We, confirm that our residential status for the purposes of tax is:

☐ Resident but ordinarily resident
☐ Resident
☐ Non-resident
☐ Non-resident Indian
☐ Foreign Company

I / We, confirm that our status is:

☐ Individual
☐ Firm
☐ Company
☐ Association of Person / Body of Individual
☐ Trust
☐ Any other - please specify _____________________

I / We, confirm that the shares tendered by me/us are held on (*select whichever is applicable*):

☐ Capital / investment account
☐ Trade account

Where the shares are held on Capital / investment account, I / we, confirm that the shares tendered by me/ us are on (*select whichever is applicable)*:

☐ Long-term capital assets as defined under the Income Tax Act, 1961, purchased on _____________
☐ Short-term capital assets under the Income Tax Act, 1961, purchased on _____________

In case shares tendered comprise both long term capital assets and short term capital assets, then please provide a break up of the same.

Non Residents including NRIs/OCBs/FIIs/Foreign Shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961
☐ Tax residency certificate if the shareholder intends to avail the beneficial provisions under a Tax Treaty
☐ Banker certificate certifying inward remittance
☐ SEBI Registration Certificate for FIIs.
☐ RBI approvals for acquiring Shares of ADC India Communications Ltd hereby tendered in the Offer.
☐ In case of NRIs, a declaration that the Shares were acquired while he/she was a resident of India ___________________
☐ Others please specify _______________

For Resident shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961
☐ Self declaration form in Form 15G / Form 15H, if applicable
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities (applicable only for interest payment, if any)
☐ For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)

--**Tear along this line** --

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Karvy Computershare Private Limited
Plot No 17 to 24, Vittalrao Nagar. Madhapur, Hyderabad 500 081
Tel: +91 40 2342 0815, Fax: +91 40 2343 1551
Contact Person: Mr. Murali Krishna
Email: murali@karvy.com

For FIIs:

Foreign Institutional Investors enjoy exemption from tax deduction at source on capital gains under Section 196D(2) of the Income-tax Act, 1961 and hence no tax shall be deducted on amount payable to FIIs subject to receipt of an undertaking from them stating their residential status and that it does not have a permanent establishment in India, the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.

FIIs to confirm if the above is true ☐ Yes ☐ No

I/We confirm that the equity shares of ADC India Communications Ltd, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, share certificate(s)/Shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I have tendered my Shares in dematerialized form, I authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in demat form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the warrants will be issued with the said Bank particulars, and not any details provided herein.

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	

Yours faithfully,
Signed and Delivered

	Full Name(s) of the Shareholders	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Place:

Date:

The details of the collection centres are as follows:

S.No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1	Mumbai	Karvy Computershare. Pvt Ltd. 24,Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms.Nutan Shirke	022-66381747 -50 & 66382666	022-66331135	Hand Delivery
2	New Delhi	Karvy Computershare. Pvt Ltd. 305, New Delhi House,27, Barakhamba Road, Connaught Place, New Delhi - 110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011- 43681700/ 1798	011-41036370	Hand Delivery
3	Ahmedabad	Karvy Computershare. Pvt Ltd. 201-203,Shail,Opp: Madhusudhan House Behind Girish Cold Drinks Off C G Road Ahmedabad ~ 380 006	Mr.Aditya Gupta/ Robert Joeboy	079-66614772/ 9374491873	079-26565551	Hand Delivery
4	Bengaluru	Karvy Computershare. Pvt Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy /Mrs. V Sudha	080- 26621192	080-26621169	Hand Delivery
5	Kolkata	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkatta 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:00 PM, Saturday 10:00 AM to 1:00 PM, Holidays: Sunday & Bank Holidays

INSTRUCTIONS:

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

(1) **All queries** pertaining to the Offer may be directed to the Registrar to the Offer.

(2) **Shareholders holding registered physical Shares** should submit the Form duly completed and signed in accordance, by the holders of the Shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(3) **Shareholders holding Shares in dematerialised form** should submit the Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").

(4) **In case of shares held in joint names**, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(5) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(6) **Persons who own physical Shares (as on the Specified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar at their offices as mentioned above.

The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to print the said details in the cheques after the name of the payee.

In order to avail Electronic Clearing Service ("ECS") for receipt of consideration, the attached ECS mandate form needs to be duly filled in and signed by the Sole/First Shareholder and submitted with the Form before the closure of the Offer.

(7) **Non-resident Shareholders** should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company. OCBs (as defined under FEMA) are requested to seek a specific approval of the Reserve Bank of India for tendering their shares and a copy of such approval must be provided along with other requisite documents.

(8) **Non-resident Shareholders** are advised to refer to the clause on taxation in Section VIII of the Letter of Offer regarding important disclosures regarding the taxation of the consideration to be received by them.

(9) NRIs, OCBs and foreign shareholders are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of shares of the Target Company.

(10) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(11) **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).

(c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

FORM OF WITHDRAWAL

ADC India Communications Ltd. Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

OFFER OPENS ON	May 13, 2011
LAST DATE OF WITHDRAWAL	May 28, 2011
OFFER CLOSES ON	June 1, 2011

From
Folio No./DP ID No./Client ID No.:

To
The Acquirer:
The Acquirer:
Tyco Electronics Ltd. – ADC India Communications Ltd. Open Offer
C/ o Karvy Computershare Private Limited,
Plot No 17 to 24, Vittalrao Nagar,
Madhapur,
Hyderabad - 500 081.

Dear Sir,

Sub: Open Offer to acquire 9,20,000 fully paid up equity shares of face value of Rs. 10/- each, representing 20.00% of the Share Capital of ADC India Communications Ltd. ("Target Company") by Tyco Electronics Ltd. ("Acquirer") (at a price of Rs. 137.15 per fully paid up equity share).

I/We refer to the Public Announcement dated March 4, 2011 and the Letter of Offer for acquiring the equity shares held by me/us in ADC India Communications Ltd.

I / We, the undersigned have read the aforementioned Public Announcement and the Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

I / We hereby consent unconditionally and irrevocably to withdraw my / our Shares from the Offer and I / we further authorize the Acquirer to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.

I / We note that upon withdrawal of my / our Shares from the Offer, no claim or liability shall lie against the Acquirer/ Manager to the Offer / Registrar to the Offer.

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. May 28, 2011 before 3:00 p.m.

I / We note the Acquirer / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the Shares held in physical form and also for the non-receipt of Shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars/ instructions.

I / We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) / Shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for non receipt of shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
(In case the space provided is inadequate, please attach a separate sheet with details.) **Total No. of Equity Shares**					

--**Tear along this line** -----------------------------------

Acknowledgement Slip

ADC India Communications Ltd. Open Offer

Received from Mr./Ms._ ____________________ residing at ____ a Form of Withdrawal for ________ Shares along with:

☐ copy of depository instruction slip from DP ID ___________ Client ID _____________

☐ copy of acknowledgement slip issued when depositing dematerialized Shares

☐ copy of acknowledgement slip issued when depositing physical Shares

for withdrawing from the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

I / We hold the following Shares in dematerialized form and had executed an off-market transaction for crediting the Shares to the “Karvy - Escrow A/C- ADC India Open Offer”. Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our Shares have been tendered are as follows:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I / We note that the Shares will be credited back only to that depository account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

I / We confirm that the particulars given above are true and correct.

In case of dematerialized Shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,
Signed and Delivered

	Full Name(s) of the Shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Phone: ____ Email: _____________________________________

Place: ____

Date:____

INSTRUCTIONS

(1) **Shareholders desirous of withdrawing their acceptances tendered in the Offer can do up to May 28, 2011, being 3 (three) working days prior to the Closing of the Offer.**

(2) The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed along with the copy of the acknowledgment slip issued at the time of submission of the Form of Acceptance-cum-Acknowledgment.

(3) **All queries** pertaining to the Offer may be directed to the Registrar to the Offer.

(4) **In case of Shares held in joint names,** names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.

(5) **In case where the signature is subscribed by thumb impression,** the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(6) **In case of bodies corporate,** certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(7) **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):
  (a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
  (b) Duly attested power of attorney if any person apart from the shareholder has signed withdrawal form or transfer deed(s).

--**Tear along this line** ---

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Karvy Computershare Private Limited
Plot No 17 to 24, Vittalrao Nagar. Madhapur, Hyderabad 500 081
Tel: +91 40 2342 0815, Fax: +91 40 2343 1551
Contact Person: Mr. Murali Krishna
Email: murali@karvy.com

MANDATE FORM
ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

Tyco Electronics Ltd
Rheinstrasse 20, CH-8200 Schaffhausen,
Switzerland

Dear Sirs:

I am pleased to participate in the Electronic Clearing Services (ECS) introduced by Reserve Bank of India (RBI). The particulars of my Bank Account to which the payment of Offer consideration may be electronically credited are as follows:

1. Name of Sole/First Holder of shares ______________________________

2. Folio No. ______________________________

3. Name of the Bank ______________________________
____

4. Branch address of Bank to which consideration Amount to be credited ______________________________
____
____

5. 9-digit Code Number of the Bank and Branch appearing on the MICR cheque issued by your Bank. This is mentioned on the MICR band next to the cheque number.
(Please attach blank “cancelled” cheque or a Xerox copy thereof).

6. Account Type (tick one) Savings Current Cash Credit

7. Ledger Folio of your Bank Account
(If any, appearing on your cheque book) --

8. Account No. (as appearing on your cheque book) ---

I hereby declare that the particulars given above are correct and complete. If the payment of Offer consideration is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

Date:

…………………………………
Signature of Sole/First Holder

In case the shareholder is not in a position to give blank “cancelled” cheque or a Xerox copy thereof, a certificate of the shareholder’s Bank may be furnished as under:

Certificate of the Shareholder’s Bank
(To be submitted only if blank “cancelled” cheque or a Xerox copy thereof is not enclosed)

Certified that the particulars furnished above are correct as per our records.

Bank’s Stamp: ---

Date: Signature of the Authorized Official of the Bank

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