

PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

FCI OEN CONNECTORS LIMITED

This public announcement (“PA”) is being issued by Kotak Mahindra Capital Company Limited (the “Manager to the Offer”) for and on behalf of Fidi Luxco (BC) S.C.A., a limited partnership company incorporated under the laws of Luxembourg (“Luxco”) and FCI S.A., a company incorporated under the laws of France (“FCI”), (FCI collectively with Luxco, the “Acquirers”) acting in concert with each other, pursuant to and in compliance with, among others, regulation 10 and regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the “Regulations”).

The Offer

1. This open offer (“Offer”) is being made by the Acquirers in compliance with regulations 10 and 12 of the Regulations. This Offer is subject to the receipt of certain approvals as more fully set forth in the section entitled “Statutory Approvals and Other Approvals required for this Offer” (see paragraph 20 below).

2. On November 3, 2005, Luxco acquired, indirectly through its wholly owned subsidiaries, from Société des Participations du Commissariat à l’Energie Atomique (the “Areva Group”), the entire equity capital of FCI, which indirectly through one or more wholly owned subsidiaries holds 4,271,332 fully paid-up equity shares of face value of Rs. 10 each in FCI OEN Connectors Limited (the “Target Company”) representing 67.83% of the voting equity capital of the Target Company. This acquisition by Luxco was part of a global acquisition pursuant to which, Luxco acquired from Areva Group, the equity and assets of several companies and businesses involved in the manufacture, sale and distribution of connectors related products that are located in various countries (the “Global Acquisition”). The consideration paid by Luxco & its subsidiaries pursuant to the Global Acquisition was a composite consideration and no specific consideration was allocated for 67.83% interest in the Target Company during the Global Acquisition.

As the Global Acquisition has resulted in the Acquirers indirectly acquiring 67.83% of the shares of the Target Company, this Offer is being made pursuant to the Regulations.

3. Pursuant to this Offer, the Acquirers propose to acquire 1,259,496 fully paid up shares of the Target Company (each a “Share”) (the “Offer Size”) representing 20% of the voting equity capital of the Target Company at a price of Rs 405 (Rupees four hundred and five only) for each Share of the Target Company (such price, the “Offer Price”), to be paid in cash in accordance with the Regulations.

This Offer is not subject to any minimum level of acceptance.

4. The shares of the Target Company are listed on Bombay Stock Exchange Limited (“BSE”), the National Stock Exchange (“NSE”) and the Cochin Stock Exchange Limited (“CSE”). The shares of the Target Company are frequently traded on the BSE and NSE, and infrequently traded on the CSE in terms of the Regulations.

In the 26 weeks & the 2 weeks preceding the date of this PA, the equity shares of the Target Company are most frequently traded on BSE within the meaning of regulation 20(5) of the Regulations. This Offer is being made at Rs 405 (Rupees four hundred and five only) per Share in terms of the Regulations. This Offer Price is greater than the highest of (a) the average of the weekly high and low of closing prices of the shares of the Target Company on BSE for the last 26 weeks (Rs. 393.02 / share) (b) the average of the daily high and low prices of the shares of the Target Company on BSE for last 2 weeks (Rs. 404.03 / share) (c) the highest price paid by the Acquirer or persons acting in concert with them for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the last 26 weeks (Not applicable) and (d) the negotiated price (Not Applicable). No consideration was specifically allocated for 67.83% interest in the Target Company during the Global Acquisition and the consideration paid by Luxco and its subsidiaries pursuant to Global Acquisition was a composite consideration.

Other than the indirect acquisitions described in paragraph 2 above, the Acquirers have neither acquired nor have been allotted any share of the Target Company in the last 12 months period prior to date of this PA.

5. Luxco did not own any shares of the Target Company prior to the Global Acquisition. As the Global Acquisition has resulted in Luxco indirectly acquiring 67.83% of the voting equity capital of the Target Company, this Offer is being made in compliance with regulations 10 and 12 of the Regulations pursuant to the Regulations. FCI, through its indirectly held wholly owned subsidiary FCI France S.A., holds 67.83% of the voting equity capital of the Target Company.

6. To the extent of the Offer Size, all the Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by FCI, subject to the terms and conditions of the Offer and receipt of approvals, to be sent to the shareholders of the Target Company.

7. This is not a competitive bid.

Information about Acquirers

8. Luxco indirectly through wholly owned subsidiaries holds 100% voting equity capital of FCI. FCI indirectly through one or more wholly owned subsidiaries holds 100% voting equity capital of FCI France S.A. FCI France S.A. holds 67.83% of voting equity capital of FCI OEN Connectors Limited. Luxco is a new company set up to function as holding company for the Global Acquisition.

9. The details of Luxco are as follows:

Name	Fidi Luxco (BC) S.C.A.
Address	5, Parc d’Activite Syriddali, L-5365 Munsbach Luxembourg (Tel: +352 (26) 1572 32; Fax: +352 (26) 1572 22)
Listing Status	Unlisted
Group	Luxco is part of the FCI group, that specializes in interconnect systems
Relationship with FCI	Luxco indirectly through wholly owned subsidiaries holds 100% of FCI
Primary Business and Experience	Luxco was incorporated on October 5, 2005 to make investments in subsidiaries

The financial details of Luxco based upon latest consolidated audited financials are as follows:

	Luxco^	
	Period from October 5,2005 (date of incorporation) to October 31,2005	
	Euro	Rs. Lacs
Income	245,662	132
Net income (loss)	(13,582)	(7)
Subscribed Capital	340,453	183
Total shareholders’ investment	2,759,055	1,480
Return on average shareholders’ investment (%)	(0.49%)	
Book Value per share (Euro/Rs)	10.13	543.38
Earnings (loss) per share (Euro/Rs)	(0.05)	(2.67)

^{*Note: Exchange rate used is the RBI reference rate as on December 22,2005 i.e. Rs. 53.64 /Euro (Source: www.rbi.org.in)}

The ultimate majority shareholders of Luxco comprise limited partnership investment funds controlled by the Bain Capital Group. The three largest limited partnerships comprising 90% of the Bain Fund Group are Bain Capital Fund VIII-E, L.P., Bain Capital Fund VIII, L.P. and Bain Capital VIII Coinvestment Fund, L.P. (collectively, the “Main Shareholders”). Financial details for the Main Shareholders are set forth in the table below:-

All figures in Rs. Lacs except per share figures

	Bain Capital Fund VIII-E, L.P.	Bain Capital Fund VIII, L.P.	Bain Capital VIII Coinvestment Fund, L.P.
Capital Data*			
Capital Committed	544,446	1,586,200	339,900
Capital Invested	87,540	725,890	121,684
Capital Available for Investment	456,476	860,310	218,216
Investment Data*			
No of companies in the portfolio	3	9	4
Average size of investment in portfolio companies	29,180	80,670	30,410
Average life of investments	8.5 months	4.3 months	5.8 months

^{*Information as at September 30, 2005}

^{Note: Exchange rate used is the RBI reference rate as on December 22,2005 i.e. Rs. 53.64 / Euro and Rs. 45.32 / USD (Source: www.rbi.org.in)}

Bain Capital Group

Bain Capital is a global private investment firm that manages several pools of capital including private equity, high-yield assets, mezzanine capital, venture capital and public equity with more than 20 billion euros in assets under management. Since its inception in 1984, Bain Capital has made private equity investments and add-on acquisitions in over 230 companies in a variety of industries around the world.

10. The details of FCI are as follows:

Name	FCI S.A.
Address	145 rue Yves le Coz 78035 Versailles Cedex, France (Tel: +33 (0) 1 39 49 21 83; Fax: +33 (0) 1 39 49 20 00)

Listing Status	Unlisted
Group	FCI is part of the FCI group, that specializes in interconnect systems
Relationship with Luxco	Luxco indirectly through wholly owned subsidiaries holds 100% of FCI
Primary Business	Manufacturing and marketing of connectors (automotive, communications, data and consumer, electrical power interconnect, micro connections)
Experience	Incorporated in 1988 and since has been in business mentioned above

The financial details of FCI based upon latest consolidated audited financials are as follows:

	FCI	
	Year ending December 31, 2004	
	Euro mn	Rs. Lacs
Total Sales	1,289	691,655
Net income / (loss) (including minorities)	9	4,903
Net income / (loss) (excluding minorities)	9	4,858
Subscribed capital	2,166	1,162,054
Total Shareholders’ Funds (incl Minorities)	388	207,941
Total Shareholders’ Funds (excl Minorities)	384	205,730
Return on Networth (%)	2.4%	
Book Value per share ^[1] (Euro / Rs.)	2.70	144.73
Earnings (loss) per share ^[2] (Euro / Rs.)	0.06	3.42

^[1] Book Value Per Share calculated as (Total Shareholders’ Fund excluding minorities/Number of shares), Total Shareholders’ Fund includes Consolidated Goodwill of Euro 256 mn (Rs 137,169 Lacs).

^[2] Earnings (Loss) per share after minorities

^{Note: Exchange rate used is the RBI reference rate as on December 22,2005 i.e. Rs. 53.64 (Source: www.rbi.org.in)}

Information about the Target Company

1. The Target Company was originally incorporated in India on June 2, 1981 under the name OEN Connectors Limited, the name was changed to Framatone Connectors OEN Limited and then to its current name FCI OEN Connectors Limited. The registered office of the Target Company is located at XXIX/2089 Tripunithura Road, Thykoodam Vyttila PB No 1958, Kochi - 682019.

12. As of September 30, 2005, the total paid up share capital of the Target Company was Rs. 630 lacs consisting of 62,97,477 fully paid up shares. There are no partly paid up shares in the Target Company.

13. The Target Company has been producing a variety of connectors which caters to the requirements of Telecom, Data, Automotive, Industrial, Electrical and Aero Space Sectors. FCI OEN Connectors has market leadership in the entire range of DIN and 2 mm high density connectors exclusively used in new generation equipments. It has manufacturing facilities at Mulanthuruthy near Cochin and at Bangalore.

14. The shares of the Target Company are listed on BSE, NSE and CSE.

15. The financial highlights of the Target Company are as follows:

All figures in Rs. Lacs except per share figures

	2004 (Audited)	2003 (Audited)	2002 (Audited)
	12 months ended December 31	12 months ended December 31	12 months ended December 31
Total Income	12,327	8,427	7,932
Profit After Tax	1,179	1,173	1,018
Equity Share Capital	630	546	546
Reserves and Surplus (Excluding Revaluation Reserves)	9,486	7,283	6,248
Earning Per Share (Rs.)	19.17	21.49	18.7
Book Value Per Share (Rs.)	160.6	143.4	124.5

Source : Annual Reports of the Target Company,www.nseindia.com, Capital Line, www.fcioen.com

Reasons for the Acquisition and Future plan about Target Company

16. As stated in paragraphs 2 and 3 (see above), on November 3, 2005 pursuant to the Global Acquisition, Luxco acquired from Areva Group the entire equity capital of FCI, which indirectly holds 1,259,496 Shares in the Target Company representing 67.83% of the voting equity capital of the Target Company. No shares of the Target Company were directly purchased in the Global Acquisition. Hence, this Offer is pursuant to the Global Acquisition resulting in an indirect acquisition, in compliance with regulations 10 and 12 of the Regulations.

17. As of date of this PA, the Acquirers do not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company. Notwithstanding the immediately preceding sentence, 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 opportunities from time to time.

18. Other than in the ordinary course of business, the Acquirers undertake that they 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.

19. The Acquirers have not effected any change in the Board of Directors of the Target Company post the Global Acquisition.

Statutory Approvals and Other Approvals required for this Offer

20. This Offer is subject to the Acquirers’ obtaining the approval of the Foreign Investment Promotion Board / Secretariat of Industrial Assistance (“FIPB”) and the Reserve Bank of India (the “RBI”) under the Foreign Exchange Management Act, 1999, as amended from time to time, for the acquisition/ transfer of Shares tendered pursuant to this Offer. The Acquirers and the Target Company will make the requisite application to the FIPB and the RBI to obtain their approvals for the acquisition / transfer of Shares validly tendered pursuant to this Offer. As of the date of this PA, to the best of the knowledge of the Acquirers, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer.

21. It may be noted that in case of non-receipt of statutory approvals within time, SEBI has a power to grant an extension of time to the Acquirers for payment of consideration to shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations.

22. There are no approvals required from financial institutions or banks for the offer.

Options to Acquire in terms of Regulation 21(3)

23. If consequent to this Offer, the public shareholding falls to a level below the limit specified in the listing agreement with the stock exchange for the purpose of listing on continuous basis, the Acquirers undertake to raise the level of public shareholding, in terms of the provisions of regulation 21(3), to the levels specified for continuous listing specified in the listing agreement with the stock exchange, within a period of twelve months from the date of closure of this Offer.

Financial Arrangements

24. The total financial resources required for this Offer, assuming full acceptance will be Rs 510,095,880 (Rupees five hundred and ten million ninety five thousand eight hundred and eighty only) (“Maximum Consideration”). The Acquirers, being companies incorporated outside India, would use foreign funds for the Offer. The Acquirers propose to fund the offer from internal resources and a payment undertaking given by Bank of America, Paris, 43/47 Avenue de la Grande Armée, 75782 Paris Cedex 16 (the “Bank”) for an amount which is more than the Maximum Consideration, and the Acquirers can draw down from this for the purposes of the this Offer. Mr. Anish Shah membership no. 42649 of V. C. Shah & Co. (Rajiv Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opposite Old Custom House, Mumbai-400 001) (“Accountants”), have confirmed vide their letter dated December 22,2005 that the Acquirers have adequate financial resources available for meeting their obligations under the Regulations for a value up to the Maximum Consideration.

25. By way of security for performance of its obligations under the Regulations, the Acquirers have made an escrow arrangement for the Offer comprising a bank guarantee, issued by Bank of America, N.A. Mumbai branch, Express Towers, Nariman Point, Mumbai - 400 021 (the “Guarantor Bank”) in favour of the Manager to the Offer for Rs. 150,000,000 (Rupees one hundred and fifty million only) which exceeds 25% of the Maximum Consideration, valid till September 22, 2006, in accordance with the Regulations. In addition, the Acquirers have deposited in an account with Bank of America, Paris, 43/47 Avenue de la Grande Armée, 75782 Paris Cedex 16 (“Deposit Bank”), an amount of Euro 110,000 (Euros one hundred and ten thousand only) in cash (the “Cash Deposit”). The Cash Deposit represents more than 1% of the Maximum Consideration in accordance with the Regulations (based on the exchange rate of Rs. 53.64/ Euro as of December 22, 2005; Source: www.rbi.org.in). The Acquirers have undertaken that the Cash Deposit shall be more than

1% of the Maximum Consideration at all times, irrespective of the foreign exchange fluctuations and have also undertaken to move the Cash Deposit to a bank in India, after receipt of requisite regulatory approvals. The Manager to the Offer is empowered to instruct the Guarantor Bank and Deposit Bank to issue bankers cheques or demand drafts for amounts as provided in the Regulations.

26. On the basis of the aforesaid financial arrangements & based on the confirmations received from the Bank, the Deposit Bank and the certificate received from the Accountants, the Manager to the Offer confirms that adequate funds are available with the Acquirers through verifiable means to implement this Offer in full.

Other terms of this Offer

27. This Offer is made to all shareholders of the Target Company and also to persons who acquire shares before or during the Offer and tender these shares into the offer so as to credit those shares to the account designated for the Offer on or before March 6, 2006 except the Acquirers and to parties to the agreement for the Global Acquisition.

28. A letter of offer (the “Letter of Offer”) specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement (the “Form of Acceptance”) and Form of Withdrawal will be mailed to all the shareholders, except the Acquirers and to parties to the agreement for the Global Acquisition of the Target Company, whose names appear on the Register of Members of the Target Company at the close of business hours on December 27, 2005 (the “Specified Date”). A copy of the Letter of Offer (including Form of Acceptance) is expected to be available on SEBI’s website (<http://www.sebi.gov.in>) during the period the Offer is open and may also be downloaded from the site.

29. The Offer Programme is as under:

Activity	Date	Day
Specified Date ^[1]	27-Dec-05	Tuesday
Last date for dispatch of Letter of Offer to the shareholders of the Target Company	3-Feb-06	Friday
Offer Opens on	15-Feb-06	Wednesday
Offer Closes on	6-Mar-06	Monday
Last date for a competitive bid, if any	16-Jan-06	Monday
Last date for revising the Offer Price / Offer Size	23-Feb-06	Thursday
Last date for withdrawing acceptance of the Offer	1-Mar-06	Wednesday
Last date for communicating acceptance (in full or part) and rejection of applications and payment of consideration for applications accepted	21-Mar-06	Tuesday

^[1]Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of the Target Company (Except the Acquirers and the parties to the agreement for the Global Acquisition) are eligible to participate in the Offer anytime before the closure of this Offer

30. The shareholders of the Target Company who wish to tender their Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their share certificate(s), transfer deed or a photocopy of the delivery instruction to the Depository Participant and such other documents as may be specified in the Letter of Offer and the Form of Acceptance to the Registrar to the Offer (as defined in paragraph 32 below) in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. In case of non-receipt of the Letter of Offer, shareholder may download the same from the SEBI website as mentioned in paragraph 28 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 said Shares.

31. In case the shareholders of the Target Company hold the Shares in dematerialized form, those desirous of participating in this Offer may send their application to the Registrar to the Offer (as defined in paragraph 32 below), such that the applications are received by the Registrar to the Offer, on or before the closing date of this Offer, stating the name, address, number of Shares held, number of Shares offered, Depository Participant (“DP”) name, DP ID number, beneficiary account number along with a photocopy of the Delivery instruction in “off-market” mode, duly acknowledged by the DP, in favour, “Kavya Escrow a/c - FCI OEN Connectors Limited” filed in as per instructions given under:

Depository Name	National Securities Depository Limited
DP Name	Karvy Stock Broking Limited
DP ID Number	IN302470
Beneficiary Account Number	40214809
ISIN	INE669B01012
Market	Off-Market
Execution Date	On or before March 6,2006

Shareholders should ensure credit of their shares in favour of the depository account above, before the closure of the Offer.

32. Persons who have acquired shares of the Target Company (irrespective of the date of purchase) but whose names do not appear in the Register of Members of the Target Company on the Specified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their agreement to participate in this Offer as per the terms and conditions of this Offer. This is to be sent to Karvy Computershare Private Limited, acting as the Registrar to the Offer (“Registrar to the Offer”) together with the relevant share certificate(s) and transfer deeds if the Shares are held in physical form, photocopy of the DP Instruction slip duly acknowledged by the DP in case of shares held in dematerialized form, the original contract note issued by a registered share broker of a recognized stock exchange through whom such shares were acquired and/ or such other documents as may be specified. No indemnity would be required from unregistered shareholders.

33. If the Shares tendered in this Offer by the shareholders of the Target Company are more than the Shares to be acquired under this Offer, the acquisition of Shares from each shareholder will be on a proportionate basis as per provisions of the regulation 21(6) of the Regulations such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.

34. The Registrar will hold in trust the Acceptance Form, Shares, share certificates, transfer deed(s) and/or other documents on behalf of the shareholders of the Target Company who have accepted this Offer, till the cheques/drafts for the consideration are despatched and unaccepted share certificates/ Shares, if any are despatched/returned to the relevant shareholders.

35. The payment of consideration for accepted applications will be made by the Acquirers in cash through account payee cheques, drafts, warrants, etc. sent by registered post for amount exceeding Rs. 1,500 and otherwise by UPC in accordance with the Regulations.

36. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the shareholders’ sole risk. Unaccepted 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 received from their depository participant.

General

37. Shareholders who have accepted this Offer by tendering the requisite documents, in terms of the PA / Letter of Offer, can withdraw the same up to 3 (three) working days prior to the date of the closure of this Offer.

38. As per the Regulations, the Acquirers can revise the Offer Price upwards up to 7 working days prior to the closure of this Offer and the revision, if any, in the Offer Price would be announced in the same newspapers where this PA has appeared and the revised price would be paid to all shareholders who tender their Shares in this Offer.

39. If there is competitive bid:

(i) The public offers under all the subsisting bids shall close on the same date.

(ii) As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.

40. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.

41. This PA is expected to be available on the SEBI website at <http://www.sebi.gov.in/>.

42. Pursuant to regulation 13 of the Regulations, the Acquirers have appointed Kotak Mahindra Capital Company Limited as the Manager to the Offer. The Acquirers have appointed Karvy Computershare Private Limited as the Registrar to the Offer (Address: Karvy House, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500 034; Ph.No. 040-23312454/ 23320751; Fax No. 23311968; email: murali@karvy.com; Contact Person Mr. Murali Krishna; Contact 040-2343 1553).

43. The Boards of Directors of the Acquirers accept full responsibility for the information (except that which pertains to the Target Company and has been compiled from publicly available sources) contained in this PA and also accept responsibility for the obligations of acquirers laid down in the Regulations.

Issued by the Manager to the Offer

For and on behalf of the Acquirers



Kotak Mahindra Capital Company Limited
Bakhtawar 3rd Floor, 229 Nariman Point, Mumbai – 400 021
Tel. No. : +91-22-56341100, Email: fcioen.offer@kotak.com
Contact Person: Mr. Ajay Vaidya
Vice President (Compliance) and Company Secretary

Dated: December 26, 2005
Place: Mumbai