PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

KRONE Communications Limited

This public announcement (this "PA") is being issued by Kotak Mahindra Capital Company Limited (the "Manager to the Offer") for and on behalf of ADC Telecommunications, Inc., a company incorporated under the laws of the State of Minnesota, USA ("ADC"), and KRONE Holding GmbH, a company incorporated under the laws of Germany ("KRONE Holding" and, collectively with ADC, the "Acquirers") acting in concert with each other pursuant to and in compliance with, among others, Regulations 12, and to the extent applicable, Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time (the "Regulations") issued by the Securities and Exchange Board of India ("SEBI").

THE OFFER

1. This open offer (this "Offer") is being made by the Acquirers. 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 25 below).
2. On May 18, 2004, ADC acquired from GenTek Inc. and its subsidiaries ("GenTek") the entire equity capital of KRONE International Holding, Inc., which through one or more wholly owned subsidiaries holds 2,346,000 fully paid-up equity shares of face value of Rs. 10 (each, a "Share") in KRONE Communications Limited (the "Target Company") representing 51% of the voting equity capital of the Target Company. This acquisition by ADC was part of a global acquisition pursuant to which, ADC and its affiliates acquired from GenTek, the equity and assets of several companies and businesses involved in the manufacture, sale and distribution of telecommunications related products that are located in different countries (the "Global Acquisition"). The consideration paid by ADC and its affiliates pursuant to the Global Acquisition was a composite consideration.
3. As the Global Acquisition has resulted in ADC indirectly acquiring 51% of the Shares of the Target Company, this Offer is being made pursuant to the Regulations. None of the Acquirers hold any shares in the Target Company.
4. Pursuant to this Offer, the Acquirers propose to acquire 1,058,000 Shares of the Target Company (the "Offer Size") representing 23% of the voting equity capital of the Target Company at a price of Rs. 87 (Rupees eightyseven only) for each Share of the Target Company (such price, the "Offer Price"), to be paid in cash in accordance with the Regulations.
5. This Offer is not subject to any minimum level of acceptance.
6. The Shares of the Target Company are listed on The Stock Exchange, Mumbai ("BSE") and the Delhi Stock Exchange Association Ltd ("DSE"). As informed by the Target Company, based on the approval of the shareholders of the Target Company obtained on April 23, 2004, the Company has been voluntarily delisted from the Bangalore Stock Exchange ("BgSE") with effect from June 15, 2004 and has made an application and is in the process of being delisted from the DSE.
7. Other than the indirect acquisitions described in paragraph 2 above, the Acquirers have not acquired or been allotted any Shares of the Target Company in the last 12 months.
8. The Shares of the Target Company are frequently traded in terms of the Regulations. This Offer is being made at Rs. 87 (Rupees eighty seven only) for each Share in terms of the Regulations. This Offer Price is higher than (a) the average of the weekly high and low of closing prices for Shares of the Target Company on BSE for the last 26 weeks (b) the average of the daily high and low of closing prices for Shares of the Target Company on BSE for last two week period (c) the highest price paid by the Acquirers or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the last 26 weeks, and (d) the negotiated price, if any.
9. The Acquirers, as on the date hereof, do not hold any Shares of the Target Company, except as described in paragraph 2 above.
10. 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 KRONE Holding.

INFORMATION ABOUT ACQUIRERS

11. The details of ADC are as follows:

Name	ADC Telecommunications, Inc., a company incorporated under the laws of the State of Minnesota, USA
Address	13625 Technology Drive Eden Prairie, Minnesota 55344 United States of America
Listed on	NASDAQ
Group	ADC is publicly traded and is not controlled by any particular person, entity or group of persons or entities. ADC is the parent company of the ADC Telecommunications, Inc. Group.
Relationship with KRONE Holding	KRONE Holding is an indirect wholly owned subsidiary of ADC.
Primary Business	Telecommunications Equipment and Integration Services
Experience	Incorporated in 1935

12. The details of KRONE Holding are as follows:

Name	KRONE Holding GmbH, a company incorporated under the laws of Germany
Address	Beeskowdamm 3-11, Berlin, D-14167, Germany
Listed on	Unlisted
Group	ADC Telecommunications, Inc. Group
Relationship with ADC	Indirect wholly owned subsidiary of ADC Telecommunications, Inc.
Primary Business	Holding company
Experience	Incorporated in 1999

13. The financial details of the Acquirers are as follows:

	ADC*	
	Year ending October 31, 2003	
	USD MN	Rs. Lacs
Sales Turnover	773.2	359,151.4
International Sales	280.7	130,385.2
Net income (loss)	(76.7)	(35,627.2)
Common stock	161.3	74,923.9
Paid in capital	1246.9	579,185.1
Total shareholders' investment	627.7	291,566.7
Return on average shareholders' investment (%)	-11.3%	-11.3%
Book Value per share	0.8	36.3
Earnings (loss) per share	(0.1)	(4.4)
Price–Earnings Ratio	-	-

**Audited financials; All per share numbers are in unit currency i.e. US $ or Rs.*

Note: Exchange rate used is the RBI reference rate as on July 30, 2004 – Rs. 46.45/ US $

	KRONE Holding^	
	Year ending December 31, 2003	
	Euro	Rs.
Total income	0.3	16.2
Net income (loss)	(942,301.7)	(52,721,779.0)
Subscribed capital	25,000.0	1,398,750.0
Capital reserve	68,161,023.4	3,813,609,258.1
Total capital stock	78,383,875.4	4,385,577,828.6
Return on Networth (%)	-1.2%	-1.2%
The shares of KRONE Holding are not listed on any stock exchange		

KRONE Holding has one equity share of face value 25,000 Euros as Subscribed Capital and hence its book value per share and loss per share is equal to its Total Capital Stock and Loss respectively.

^Un-audited financials; All per share numbers are in unit currency i.e. Euro or Rs.

(The financials above are certified by the management, to the best of its knowledge, of KRONE Holding as these are not required to be audited in Germany)

Note: Exchange rate used is the RBI reference rate as on July 30, 2004 – Rs. 55.95 / Euro

INFORMATION ABOUT THE TARGET COMPANY

14. 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 registered office of the Target Company is located at No. 10 (C) II Phase 1st Main, Peenya Industrial Area, Bangalore – 560 058, Karnataka, India.
15. As of December 31, 2003, the total paid up share capital of the Target Company was Rs. 460 lacs consisting of 4,600,000 fully paid up Shares. The Target Company has informed the Acquirers that since December 31, 2003 there has been no change in the paid up share capital of the Target Company. There are no partly paid up shares in the Target Company.
16. The Target Company is engaged in the business of manufacturing of telecommunications and networking equipment with manufacturing facilities at Peenya near Bangalore and regional sales offices at Mumbai, Delhi, Hyderabad and Chennai.
17. The Shares of the Target Company are listed on BSE and DSE. The Target Company is in the process of being voluntarily delisted from the DSE.
18. As per the audited financial results for the financial year ending December 31, 2003, the Target Company has a total income of Rs. 6,205 lacs; profit before tax of Rs. 562 lacs; profit after tax of Rs. 366 lacs; paid up equity share capital of Rs. 460 lacs; reserves and surplus of Rs. 3,465 lacs; book value of Rs. 85.32 per share and earnings per share of Rs. 7.96.

REASONS FOR THE ACQUISITION AND FUTURE PLAN ABOUT TARGET COMPANY

19. As stated in paragraphs 2 and 3 (see above), on May 18, 2004 pursuant to the Global Acquisition, ADC acquired from GenTek the entire equity capital of KRONE International Holding, Inc., which indirectly holds 2,346,000 Shares in the Target Company representing 51% 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.
20. As of date of this PA, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of 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.

    The Acquirers consider the Target Company to be of strategic importance in an emerging market, and plan to increase their commitment to the Target Company by means of further capitalization/consolidation, as may be required in accordance with the business conditions as may be prevalent in the future.
21. 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.
22. As a result of the Global Acquisition, the Acquirers have the ability to cause changes to the composition of the Board of Directors of the Target Company. Phil Hewes resigned as a Director of the Target Company on July 24, 2004. On July 24, 2004 Gokul Hemmady, the Chief Financial Officer of ADC, was appointed as a Director on the Board of Directors of the Target Company.
23. The direct shareholder of the Target Company is KRONE GmbH, a corporation organized under the laws of Germany. It is presently expected that the entire assets and liabilities of KRONE GmbH, including the shares in the Target Company, will be transferred to a fully owned subsidiary of KRONE GmbH by way of a spin-off (in German, Ausgliederung) pursuant to Sec. 123 (3) German Conversion Act (in German, Umwandlungsgesetz). The spin-off will be subject to German law. The spin-off will become effective after the approval of KRONE GmbH's shareholders and KRONE GmbH with its registration in the Commercial Register of KRONE GmbH and of the fully owned subsidiary. The German civil law courts operate the Commercial Register.
24. Pursuant to this Offer, the public shareholding will not reduce to 10% or less of the voting equity capital of the Target Company, and therefore the provisions of regulation 21(3) of the Regulations do not apply.

STATUTORY APPROVALS AND OTHER APPROVALS REQUIRED FOR THIS OFFER

25. This Offer is subject to the Acquirers' obtaining the approval of the Foreign Investment Promotion Board / Secretariat of Industrial Assistance 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. ADC and KRONE Holding will make the requisite application to the Foreign Investment Promotion Board 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.
26. 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.

FINANCIAL ARRANGEMENTS

27. The total financial resources required for this Offer, assuming full acceptance will be Rs. 92,046,000 (Rupees ninety two million and forty six thousand only) ("Maximum Consideration"). ABN Amro Bank BV, having a branch office at 14 Veer Nariman Road, Fort, Mumbai – 400 023 (the "Guarantor Bank") has furnished a guarantee in favour of the Manager to the Offer for Rs. 23,011,500 (Rupees twenty three million eleven thousand and five hundred only) valid till February 2, 2005 in accordance with the Regulations. The Acquirers have deposited in an account with LaSalle Bank National Association, 135 South LaSalle Street, Chicago, Illinois 60603, USA ("Deposit Bank"), USD 19,863.61 (United States Dollars ninteen thousand eight hundred sixty three and sixty one Cents only) in cash (the "Cash Deposit") representing more than USD equivalent of 1% of the Maximum Consideration in accordance with the Regulations. 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. The Acquirers have undertaken to move the Cash Deposit to a bank in India, after receipt of requisite regulatory approvals.
28. The Acquirers have made firm financial arrangements for the Maximum Consideration by way of cash deposited with LaSalle Bank National Association, 135 South LaSalle Street, Chicago, Illinois 60603, USA (the "Bank"), for meeting the obligations of this Offer, which has been certified as such by the Bank. Ernst & Young, LLP, Minneapolis, Minnesota ("Accountants"), have confirmed vide their letter dated August 6, 2004 that the Acquirers have cash available for meeting their obligations under the Regulations. Based on the certificates from Bank and 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

29. 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") will be mailed to all the shareholders, except the Acquirers, of the Target Company whose names appear on the Register of Members of the Target Company at the close of business hours on August 13, 2004 (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.
30. The Offer Programme is as under:

Activity	Date	Day
Specified Date	August 13, 2004	Friday
Last date for dispatch of Letter of Offer to the shareholders of the Target Company	September 20, 2004	Monday
Offer Opens on	**October 4, 2004**	**Monday**
Offer Closes On	**November 2, 2004**	**Tuesday**
Last date for a competitive bid, if any	August 30, 2004	Monday
Last date for revising the Offer Price / Offer Size	October 23, 2004	Saturday
Last date for withdrawing acceptance of the Offer	October 28, 2004	Thursday
Last date for communicating acceptance (in full or part) and rejection of applications and payment of consideration for applications accepted	November 30, 2004	Saturday

31. 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 33 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 29 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.
32. 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 33 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, "ADC Krone Open Offer Account" filled in as per instructions given under:

DP Name	Karvy Consultants Limited
DP ID Number	IN300394
Beneficiary Account Number	14367764
ISIN	INE833A01016
Market	Off-market
Execution Date	Prior to November 2, 2004

    Shareholders should ensure credit of their shares in favour of the depository account above before the closure of the Offer.
33. 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 LOF, 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.
34. 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.
35. 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.
36. 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.
37. 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

38. 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.
39. 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.

40. 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.

41. 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.
42. This PA is expected to be available on the SEBI website at http://www.sebi.gov.in/
43. 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- 3312454/ 3320751; Fax No.3311968; email: murali@karvy.com; Contact Person: Mr. Murali Krishna; Contact Number 040-2343 1553).
44. 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 Investment Banking

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Email: adckrone.offer@kotak.com
Contact Person: **Mr. Ajay Vaidya**
Vice President (Compliance) and Company Secretary

Dated: August 9, 2004 Place: Mumbai