

August 06, 2025

ADC India Communications Limited

10C, 2nd Phase, 1st Main,
Peenya Industrial Area,
Bangalore – 560 058, India

Re: Public Announcement to the Public Shareholders of ADC India Communications Limited (“Target Company”) with respect to the proposed open offer (“Offer” / “Open Offer”) for acquisition of up to 11,96,000 fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten only) each representing 26.00% of the Voting Share Capital from the Public Shareholders of the Target Company

Dear Sirs,

With respect to the captioned subject, an Open Offer is being made for acquisition of up to 11,96,000 fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten only) each (“**Equity Shares**”) representing 26.00% of the Voting Share Capital of Target Company from the Public Shareholders of the Target Company at a price of INR 1,179.92 per Equity Share by Amphenol Corporation (“**Acquirer**”).

The Open Offer is being made to the Public Shareholders in accordance with regulations 3(1), 4 and 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (“**SEBI (SAST) Regulations**”) pursuant to indirect acquisition of control over the Target Company.

Accordingly, in terms of regulation 13 read along with regulation 14 of the SEBI (SAST) Regulations, we, Kotak Mahindra Capital Company Limited, are hereby submitting a copy of the public announcement dated August 06, 2025 in relation to the Open Offer (“**Public Announcement**”).

Kindly take the above information on your records.

All capitalized terms used but not defined here shall have the meanings ascribed to the same in the Public Announcement.

Yours Sincerely,

For Kotak Mahindra Capital Company Limited



Name: Amit Joshi

Encl.: As stated above

Kotak Mahindra Capital Company Limited

CIN 67120MH1995PLC134050

Registered Office:

27BKC

C – 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai – 400 051, India

T +91 22 43360000

F +91 22 67132445

www.investmentbank.kotak.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ADC INDIA COMMUNICATIONS LIMITED UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(2)(e), 14 AND 15(1) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

Open offer for the acquisition of up to 11,96,000 (eleven lakhs ninety six thousand) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) each (the “Equity Shares”) of ADC India Communications Limited (the “Target Company”), representing 26.00% (twenty-six per cent) of the Voting Share Capital (*as defined below*), from the Public Shareholders (*as defined below*) of the Target Company, by Amphenol Corporation (the “Acquirer”) pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”) (the “Open Offer” or “Offer”).

This public announcement (the “Public Announcement” or “PA”) is being issued by Kotak Mahindra Capital Company Limited, the manager to the Open Offer (the “Manager to the Offer”), for and on behalf of the Acquirer to the Public Shareholders (*as defined below*) of the Target Company pursuant to and in compliance with Regulations 3(1), 4, 5(1) read with Regulations 13(2)(e), 14 and 15(1) and other applicable regulations of the SEBI (SAST) Regulations.

For the purposes of this Public Announcement, the following terms shall have the meanings assigned to them below:

- a) “**Equity Shares**” means the equity shares in the share capital of the Target Company having a face value of INR 10 (Indian Rupees Ten) per equity share;
- b) “**Public Shareholders**” means all the equity shareholders of the Target Company excluding: (i) the promoters and members of the promoter group of the Target Company; (ii) the Acquirer and any persons deemed to be acting in concert with the foregoing, as at the time of the Open Offer; and (iii) the parties to the Purchase Agreement (*as defined below*) and any persons deemed to be acting in concert with the parties to the Purchase Agreement;
- c) “**Purchase Agreement**” means the purchase agreement dated August 3, 2025 executed amongst the Acquirer and the Seller;
- d) “**Seller**” means CommScope Holding Company, Inc.;
- e) “**SCRR**” means the Securities Contract (Regulations) Rules, 1957, as amended;
- f) “**SEBI**” means the Securities and Exchange Board of India;
- g) “**SEBI Act**” means the Securities and Exchange Board of India Act, 1992, as amended;

- h) **“SEBI (LODR) Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- i) **“Stock Exchange”** means BSE Limited;
- j) **“Voting Share Capital”** means the fully diluted total voting equity share capital of the Target Company expected as of the 10th (tenth) Working Day from the closure of the tendering period of this Open Offer i.e., 46,00,000 (forty-six lakhs) Equity Shares; and
- k) **“Working Day”** means a working day of SEBI.

1. **Offer Details**

- 1.1 **Open Offer Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 11,96,000 (eleven lakhs ninety six thousand) Equity Shares (**“Offer Shares”**), representing 26.00% (twenty-six per cent) of the Voting Share Capital, at a price of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) per Offer Share aggregating to a total consideration of INR 141,11,84,320/- (Indian Rupees One Hundred Forty One Crores Eleven Lakhs Eighty Four Thousand Three Hundred and Twenty) (assuming full acceptance) (**“Offer Size”**), subject to the receipt of all applicable statutory approval(s) and the terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement (**“Detailed Public Statement”**) and the letter of offer (**“Letter of Offer”**) to be issued in accordance with the SEBI (SAST) Regulations in relation to this Open Offer.
- 1.2 **Price/Consideration:** The Equity Shares of the Target Company are frequently traded on the Stock Exchange in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Open Offer is being made at a price of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) per Offer Share (the **“Offer Price”**), which has been determined in accordance with Regulation 8(3) and other applicable provisions of the SEBI (SAST) Regulations. Assuming full acceptance under the Open Offer, the total consideration payable by the Acquirer under the Open Offer at the Offer Price will be INR 141,11,84,320/- (Indian Rupees One Hundred Forty One Crores Eleven Lakhs Eighty Four Thousand Three Hundred and Twenty). Pursuant to Regulation 8(12) of the SEBI (SAST) Regulations, the Offer Price shall be enhanced by an amount equal to a sum determined at a rate of 10% (ten per cent) per annum for the period between the date of signing of the Purchase Agreement i.e., August 3, 2025 and the date of the Detailed Public Statement, and such enhanced price will be specified in the Detailed Public Statement.
- 1.3 **Mode of Payment (cash/security):** The Offer Price will be paid in cash by the Acquirer, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.4 **Type of Offer (triggered offer, voluntary offer/ competing offer, etc.):** This Open Offer is a mandatory open offer under Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations, pursuant to the execution of the Purchase Agreement in relation to the Underlying Transaction (*as defined below*).

The thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations are not met and accordingly, this Open Offer does not constitute a ‘deemed direct acquisition’ under the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance.

2. Underlying Transaction which has triggered this Open Offer

- 2.1 On August 3, 2025, the Acquirer has executed the Purchase Agreement with the Seller, pursuant to which, the Acquirer has agreed to acquire the connectivity and cable solutions business of the Seller. In particular, subject to the fulfilment of certain conditions precedent including receipt of requisite regulatory clearances and approvals in various jurisdictions and other customary conditions, the Seller has agreed to sell, directly or indirectly through one or more of its subsidiaries, and the Acquirer has agreed to purchase, directly or indirectly through one or more of its subsidiaries, the connectivity and cable solutions business of the Seller through purchase and sale, respectively of, *inter alia*, 100% (one hundred per cent) of the equity interests of CommScope Technologies LLC (“CST”).
- 2.2 CST holds 4.54% (four point five four per cent) of the Voting Share Capital of the Target Company and is part of the ‘promoter group’ of the Target Company. Further, CommScope Connectivity LLC (“CSC”), a wholly-owned subsidiary of CST and the ‘promoter’ of the Target Company, holds 67.49% (sixty-seven point four nine per cent) of the Voting Share Capital of the Target Company. Thus, the transaction contemplated by the Purchase Agreement will result in an indirect acquisition of the right to direct the exercise of 72.02% (seventy-two point zero two per cent) of the voting rights in and control over the Target Company by the Acquirer, directly or indirectly through one or more of its subsidiaries (the “**Underlying Transaction**”). Accordingly, this Open Offer is being made to the Public Shareholders under Regulations 3(1), 4, 5(1), and other applicable provisions of the SEBI (SAST) Regulations.
- 2.3 A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of transaction (direct / indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights acquired	Mode of payment (cash/ securities)	Regulation which has triggered
		Number	% vis-à-vis total equity/ Voting Share Capital			
Indirect acquisition of the Target Company. This indirect acquisition	Underlying Transaction as set out in paragraphs 2.1 and 2.2 above.	The Acquirer will not directly acquire any equity shares of the Target Company. However, pursuant to the Purchase Agreement, the Acquirer has, <i>inter alia</i> , agreed to acquire 100% of the equity interests of CST, which is		Not applicable as this is an indirect acquisition.	Not applicable as this is an indirect acquisition.	Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

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Type of transaction (direct / indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights acquired	Mode of payment (cash/ securities)	Regulation which has triggered
		Number	% vis-à-vis total equity/ Voting Share Capital			
is not a deemed direct acquisition.		the indirect holding company of the Target Company. This will, <i>inter alia</i> , result in the indirect acquisition of 33,13,037 Equity Shares in the Target Company constituting 72.02% of the Voting Share Capital of the Target Company.				

As on the date of this PA, the Acquirer does not hold any equity shares of the Target Company.

3. Details of the Acquirer:

Details	Acquirer
Name of Acquirer(s)/ PAC(s)	Amphenol Corporation (either through itself or its subsidiaries)
Address	358 Hall Avenue Wallingford, CT 06492
Name(s) of persons in control/ promoters of Acquirer/PAC where Acquirer/PAC are companies	The Acquirer is a public company incorporated in Delaware, United States. The Acquirer is a publicly traded company on the New York Stock Exchange (NYSE: APH) and does not have identifiable persons in control/ promoters.
Name of the Group, if any, to which the Acquirer/PAC belongs to	N/A. The Acquirer is the ultimate parent company.
Pre-transaction shareholding • Number • % of total share capital	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	The Acquirer will not directly acquire any equity shares of the Target Company through the Underlying Transaction. However, upon completion of the Underlying Transaction, the Acquirer will own and control CST, which is an indirect holding company of the Target Company and as such the Acquirer would indirectly acquire the (a) ~72.02%

Details	Acquirer
	(seventy-two point zero two per cent) of the Voting Share Capital of the Target Company; and (b) control over the Target Company.
Any other interest in the Target Company	None

4. **Details of the selling shareholders, if applicable**

Not applicable as the Underlying Transaction does not constitute a direct acquisition of Equity Shares of the Target Company. As specified in paragraph 2 above, this Open Offer is being made as a result of an indirect acquisition of voting rights and control of the Target Company by the Acquirer.

5. **Target Company**

Name: ADC India Communications Limited

CIN: L32209KA1988PLC009313

Registered Office: 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058, India

Exchanges where listed: The Equity Shares of the Target Company are listed on the BSE Limited (Scrip ID: ADCINDIA; Scrip Code: 523411)
The ISIN of the Target Company is INE833A01016.

6. **Other Details**

- 6.1 In accordance with the proviso to Regulation 13(4) read with Regulations 14(2) and 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement to be issued under the SEBI (SAST) Regulations shall be published in newspapers, within 5 (five) Working Days of completion of the Underlying Transaction. The Detailed Public Statement, the draft Letter of Offer and the Letter of Offer shall, *inter alia*, contain details of the Open Offer including detailed information on the background to the Offer, Offer Price, the Acquirer, the persons acting in concert (if any), the Target Company, the background to the Open Offer, the statutory approvals required, details of the Purchase Agreement, the settlement procedure and other terms of the Open Offer and the conditions thereto.
- 6.2 The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.3 This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4 The Acquirer and its directors accept full responsibility for the information contained in the Public Announcement. The Acquirer undertakes that it is aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer confirms that it has adequate financial resources to

meet its obligations under the SEBI (SAST) Regulations for the purposes of the Open Offer and has made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

- 6.5 All the information pertaining to the Target Company contained in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. The accuracy of such information has not been independently verified by the Manager to the Open Offer.
- 6.6 In this Public Announcement, all references to “INR” are references to Indian Rupees.
- 6.7 In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.

Issued by the Manager to the Open Offer:



Kotak Mahindra Capital Company Limited

27BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Contact Person: Mr. Ganesh Rane

Tel. No.: +91 22 6218 5905

Fax No.: +91 22 6713 2447

Email: adcindia.openoffer@kotak.com

SEBI Registration Number: INM000008704

Validity Period: Permanent Registration

For and on behalf of the Acquirer

Sd/-

Place: Wallingford, Connecticut

Date: August 06, 2025