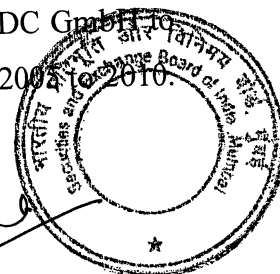


SECURITIES AND EXCHANGE BOARD OF INDIA
CONSENT ORDER ON APPLICATION NO. 2475/2011
FILED BY M/S ADC GmbH, GERMANY (PAN AAGCA2322J) AND
M/s ADC TELECOMMUNICATIONS INC., USA (PAN AAICA3692H)

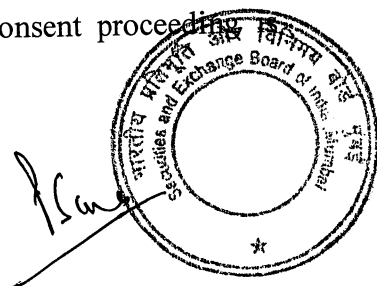
1. M/S ADC GmbH, Germany and M/S ADC Telecommunications Inc., USA filed an application for consent dated November 24, 2011 in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007, proposing the settlement, through a consent order, of any anticipated proceedings against it for delayed compliance / non-compliance of regulation 3(4), 7(1A), 8(1) and 8(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "the Regulations").
2. It was noted that the non-compliance related to the delay of 1398 days in filing report under Regulation 3(4) of the said Regulations for the *inter se* transfer of 11% shareholding of M/s ADC India Communications Ltd. for the year 2007, among promoters from M/s Karnataka State Electronics Development Corporation Ltd. to M/s ADC GmbH Germany. Further, as required under Regulation 7(1A) of the said Regulations, no disclosures were made in respect of 2% acquisition made by M/s ADC GmbH, Germany through open market on December 15, 2009 and February 16, 2010. In the disclosures made as on March 31, 2010, the aggregate shareholding of M/s ADC GmbH was shown as 2950890 (64.15%) instead of correct shareholding of 3080824 (66.97%) of the outstanding shares of the Company. In this respect it was submitted by the applicant that the said disclosures were made on the basis of shares lying to the credit of applicant as on March 31, 2010 whereas 129934 shares acquired in the month of February, 2010 got credited into the account of the applicant after March 31, 2010 and hence the error in disclosures made for the year 2010 was unintentional. It was further noted that the disclosures as required under Regulation 8(2) of the said Regulations were not filed by M/s ADC GmbH to the company; M/s ADC India Communications Ltd. for the years 2007-2010.



3. In view thereof, the applicant vide aforesaid consent application sought to settle any proceedings that may be initiated against it for the aforesaid non-compliances, delayed compliances and error in disclosures. During the meeting held with the Internal Committee on April 18, 2012 the case was discussed whereupon the applicant submitted its revised terms of consent for Rs. 7,50,000/- (seven lakhs and fifty thousands) only.
4. The High Powered Advisory Committee, considered the consent terms proposed by the applicant and recommended the case for settlement on payment of Rs. 7,50,000/- (seven lakhs and fifty thousands) only towards settlement charges. The Panel of WTMs has accepted the said recommendations of the Committee which was communicated to the applicant, vide letter dated September 05, 2012.
5. Accordingly, the applicant vide their letter dated September 17, 2012, has forwarded a Demand Draft no. "926264" dated September 17, 2012 drawn on Citi Bank for Rs. 7,50,000/- (seven lakhs and fifty thousands) only towards the settlement charges.
6. In view of the above, any proceedings that may be initiated against the applicant for the aforesaid non-compliances, delayed compliances and error in disclosures, as enumerated in the aforementioned consent application, is settled as per above consent terms and the Securities and Exchange Board of India shall not initiate any enforcement action against the applicant for the said delay in compliance.
7. This order is without prejudice to the right of the Securities and Exchange Board of India to initiate enforcement actions against the applicant for the abovementioned delay in compliance, if:

- a. any representation made by the applicant in this consent proceeding subsequently discovered to be untrue; or

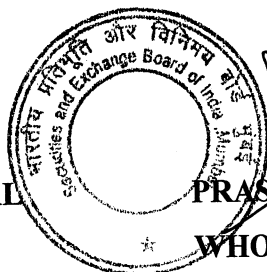
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b. the applicant breaches any of the consent terms or undertakings filed in this consent proceeding.

8. This consent order is passed on this the 30th day of October, 2012 and shall come into force with immediate effect.


RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER




PRASHANT SARAN
WHOLE TIME MEMBER