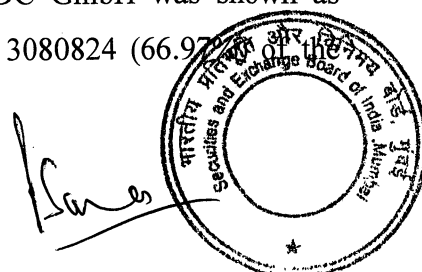
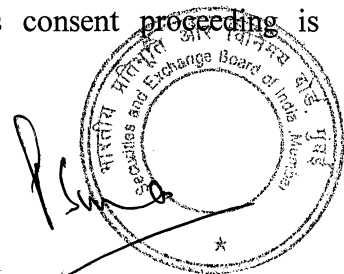


SECURITIES AND EXCHANGE BOARD OF INDIA**CONSENT ORDER****ON THE APPLICATION NO. 2476/2011****FILED BY****M/S ADC INDIA COMMUNICATIONS LTD.****(PAN No. AAACK6553H)**

1. M/s ADC India Communications Ltd. (hereinafter referred to as 'the applicant') having its registered office at P. B. No. 5812, 10C II Phase, Peenya, Bangalore - 560058 filed an application for consent, vide letter dated November 21, 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 the non-compliance of Regulations 6(2) and 6(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "the Regulations") and delayed compliance of Regulation 8(3) of the said Regulations for the years 1998 to 2001 and for the year 2003, and errors in disclosures made for the years 2002, 2004 and 2010.
2. The applicant, has admitted to the delayed compliances of Regulation 8(3) of the said Regulations for the years 1998 to 2001 and for the year 2003 as also errors in disclosures made for the years 2002, 2004 and 2010. It was noted that the compliances relating to disclosures under Regulation 8(3) of the said Regulations were made with a delay of 2109 days, 1744 days, 1379 days, 1014 days and 284 days for the years 1998 to 2001 and for the year 2003, respectively. The holding of other promoter i.e. M/S ADC Telecommunications Inc., USA was not reported for the years 2005 to 2010. It was further observed that in the disclosures made for the years 2002 and 2004, under Regulation 8(3) of the said Regulations, the shareholding of one of the promoter's i.e. M/s Karnataka State Electronics Development Corporations Ltd. was omitted whereas in the disclosures made for the year 2010 the aggregate shareholding of M/s ADC GmbH was shown as 2950890 (64.15%) instead of correct shareholding of 3080824 (66.97%) outstanding shares of the Company.

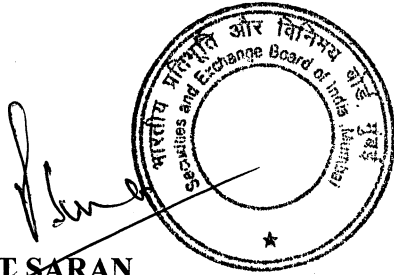


3. In respect of non-compliances of the Regulations 6(2) and 6(4) of the said Regulations, it is noted that the requisite disclosures under these Regulations were to be made within a period of three months from the date of notification of the said Regulation i.e. February 20, 1997. As those requirements are dated now the non-compliances of the same are not considered for the purpose of the settlement.
4. 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. 4,50,000/- (four lakhs and fifty thousands) only.
5. The High Powered Advisory Committee, considered the consent terms proposed by the applicant and recommended the case for settlement on payment of Rs. 4,50,000/- (four 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.
6. Accordingly the applicant vide their letter dated September 21, 2012, has forwarded a Demand Draft no. "915366" dated September 13, 2012 drawn on Citi Bank for Rs. 4,50,000/- (four lakhs and fifty thousands) only towards the settlement charges.
7. In view of the above, any proceedings with respect to 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.
8. 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 is subsequently discovered to be untrue; or



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

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



PRASHANT SARAN
WHOLE TIME MEMBER

RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER