



ADC/2025-26/Misc.

January 15, 2026

**Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001**

Dear Sir/Madam

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")–Detailed Public Statement to the Public Shareholders of ADC India Communications Limited

Ref: Scrip Code: 523411

We wish to inform you that the Company has received from Kotak Mahindra Capital Company Limited a copy of Detailed Public Statement to the Public Shareholders of ADC India Communications Limited with respect to the proposed open offer for acquisition of up to 11,96,000 of fully paid-up equity shares of face value of INR 10 each representing 26.00% of the Voting Share Capital of ADC India Communications Limited from the Public Shareholders of ADC India Communications Limited by Amphenol Corporation.

A copy of the Detailed Public Statement as received from Kotak Mahindra Capital Company Limited is annexed to this letter.

Kindly take this intimation on record.

Thanking you,

Yours faithfully,

For ADC India Communications Limited

**R. Ganesh
Company Secretary**

**ADC India Communications Limited
CIN: L32209KA1988PLC009313**

**Regd. Office & Factory: No.10C, 2nd Phase, 1st Main, P.B.No. 5812, Peenya Industrial Area
Bangalore – 560 058. Tel +91 80 2839 6102 / 2839 6291
Email: support@adckcl.com Website: www.adckcl.com**



Investment Banking

January 15, 2026

ADC India Communications Limited
No. 10C, 2nd Phase, 1st Main, Peenya Industrial Area,
Bengaluru, Karnataka, India, 560058
Telephone Number: +91 80 28396102

Re: Detailed Public Statement to the Public Shareholders of ADC India Communications Limited ("Target Company") with respect to the proposed open 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) 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 Rupee Ten) 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 1,233.59 per Equity Share by Amphenol Corporation ("**Acquirer**").

In connection to the Open Offer, the public announcement was made by the Acquirer on August 6, 2025, and accordingly, in terms of regulation 13 read along with regulation 14 of the SEBI (SAST) Regulations, a detailed public statement has been released to appear on January 15, 2026 ("**Detailed Public Statement**") in the following newspapers:

- Financial Express – English (All Editions except Ahmedabad*)
- Jansatta – Hindi (All Editions)
- Navshakti – Marathi (Mumbai Edition)
- Prajavani – Kannada (Bengaluru Edition)

**The issue is expected to appear in the Ahmedabad edition of Financial Express on January 16, 2026 on account of regional holiday on January 15, 2026.*

Pursuant to Regulation 13 read along with regulation 14 of the SEBI (SAST) Regulations we, Kotak Mahindra Capital Company Limited, are hereby submitting a pdf copy of the Detailed Public Statement that has been released to appear in the newspapers mentioned above on January 15, 2026. 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 Detailed Public Statement.

Yours Sincerely,

For **Kotak Mahindra Capital Company Limited**

Name: Amit Joshi
Encl.: As stated above

Kotak Mahindra Capital Company Limited
CIN U67120MH1995PLC134050
Registered Office:
27BKC
C-27, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051, India

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ADC INDIA COMMUNICATIONS LIMITED

Registered Office: No. 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bengaluru, Karnataka, India, 560058

Corporate Identification Number (CIN): L32209KA1988PLC009313

Tel: +91-8028396102; Website: www.adckcl.com

Open offer for 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 of the Target Company, by Amphenol Corporation (the “Acquirer”) for the purpose of the Open Offer, 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”).

This detailed public statement (“Detailed Public Statement” or “DPS”) is being issued by Kotak Mahindra Capital Company Limited, the manager to the Open Offer (“Manager” or “Manager to the Open Offer”), for and on behalf of the Acquirer, to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulations 3(1), 4 and 5(1) read with Regulations 13(4), 14(3), 15(2) and other applicable provisions of the SEBI (SAST) Regulations. This DPS is being issued pursuant to the public announcement dated August 6, 2025 (“Public Announcement” or “PA”), filed with the Stock Exchange (as defined below), SEBI (as defined below), and the Target Company on August 6, 2025 in terms of the SEBI (SAST) Regulations.

DEFINITIONS

For the purpose of this DPS, the following terms shall have the meanings assigned to them below:

- “BSE” means BSE Limited;
- “CST” means CommScope Technologies LLC;
- “CSC” means CommScope Connectivity LLC;
- “Equity Shares” means the equity shares in the share capital of the Target Company having face value of INR 10 (Indian Rupees Ten) per equity share;
- “Offer Period” shall have the same meaning as ascribed to it in the SEBI (SAST) Regulations;
- “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 person deemed to be acting in concert with the Acquirer; and (iii) the parties to the Purchase Agreement and any persons deemed to be acting in concert with the parties to the Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations;
- “Purchase Agreement” means the purchase agreement dated August 3, 2025 executed between the Acquirer and the Seller;
- “RBI” means the Reserve Bank of India;
- “Relevant Period” means the 12 (twelve) calendar months prior to the calendar month in which the Public Announcement is made, i.e., August 1, 2024 to July 31, 2025;
- “SCRR” means the Securities Contract (Regulation) Rules, 1957, as amended;
- “SEBI (LODR) Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- “SEBI Act” means the Securities and Exchange Board of India Act, 1992, as amended;
- “SEBI” means the Securities and Exchange Board of India;
- “SEC” means the United States Securities and Exchange Commission;
- “Seller” means Vistance Networks, Inc. (formerly known as CommScope Holding Company, Inc.);
- “Stock Exchange” means BSE;
- “Tendering Period” shall have the same meaning as ascribed to it in the SEBI (SAST) Regulations;
- “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 i.e., 46,00,000 (forty-six lakhs) Equity Shares; and
- “Working Day” means a working day of SEBI.

I. ACQUIRER, SELLER, TARGET COMPANY AND OPEN OFFER

A. Details of Amphenol Corporation (“Acquirer”):

- The Acquirer is a publicly traded corporation on the New York Stock Exchange (NYSE: APH). The Acquirer was incorporated as Amphenol Corporation in the State of Delaware, United States of America, on December 19, 1986 (file number: 2111839). There have been no changes to the name of the Acquirer since its incorporation.
- The Acquirer has a registered office at 1209 Orange Street, Wilmington, Delaware 19801, United States of America, and its principal business address as 358 Hall Avenue Wallingford, Connecticut 06492, United States of America. The contact details of the Acquirer are as follows: telephone number: +001. 203.265.8900 and email: legaldepartment@amphenol.com.
- The Acquirer’s principal activity is designing, manufacturing and marketing of electrical, electronic and fiber optic connectors and interconnect systems, antennas, sensors and sensor-based products, and coaxial and high-speed specialty cable.
- The Acquirer is the ultimate parent entity and does not belong to any group. There is no ‘Person Acting in Concert’ with the Acquirer for the purpose of this Open Offer.
- As of September 30, 2025, the aggregate par value of all issued shares of common stock and the additional paid-in capital of the Acquirer, as stated in its condensed consolidated balance sheet filed with the SEC, is USD 1.2 million and USD 4,092.7 million, respectively, represented by 1,226.4 million outstanding shares of Class A common stock.
- The Acquirer does not have any identifiable persons in control or promoters. As the securities of the Acquirer are listed on the New York Stock Exchange, the shareholding of the Acquirer is dispersed and changes frequently. To the Acquirer’s knowledge, based on the Acquirer’s review of the latest Schedule 13F filings made by its shareholders with the SEC, the details of key shareholders who beneficially own more than 5% (five per cent) of the shareholding of the Acquirer, as on the filing dates specified below, are as follows:

S. No.	Shareholders’ category	Number of shares	% of the shares*
1.	The Vanguard Group	125,230,816	10.2
2.	BlackRock, Inc.	100,848,100	8.2
3.	FMR LLC	99,816,628	8.1

Source: 13F Filings made with the SEC by each of the shareholders listed above with respect to their respective shareholdings.

Note: As on the date hereof, to the Acquirer’s knowledge, based on the Acquirer’s review of Schedule 13F filings made by the shareholders listed above, there are no other shareholders holding more than 5% in the Acquirer.

* Calculated on the basis of 1,226.4 million outstanding shares of Class A common stock as of September 30, 2025.

- The securities of the Acquirer are listed on the New York Stock Exchange (NYSE: APH) but are not listed on any stock exchange in India.
- Pursuant to consummation of the Underlying Transaction (as defined below) on January 9, 2026, the Acquirer has purchased 100% (one hundred per cent) of the equity interests of CST. 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, 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, pursuant to consummation of the Underlying Transaction, the Acquirer has indirectly acquired 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, directly or indirectly through one or more of its subsidiaries.
- As on the date of this DPS, the Acquirer, its directors or key employees do not have any relationship with or interest in the Target Company, except for the Underlying Transaction, as detailed in Part II (Background to the Open Offer) of this DPS, that has triggered this Open Offer.
- As of the date of this DPS, the Acquirer indirectly holds 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. The Acquirer does not directly hold any Equity Shares or voting rights in the Target Company. Except for the Underlying Transaction, the Acquirer has not acquired any Equity Shares or voting rights of the Target Company between the date of the Public Announcement i.e., August 6, 2025 and the date of this DPS.
- As on the date of this DPS, none of the directors of the Acquirer are on the board of directors of the Target Company.
- The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- As on the date of this DPS, the Acquirer, its directors or key managerial employees have not been:
 - categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations; or
 - categorized/declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), as amended, in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- The key financial information of the Acquirer based on (i) the audited consolidated financial statements of the Acquirer for the financial years ended December 31, 2022, December 31, 2023 and December 31, 2024 audited by Deloitte & Touche LLP, statutory auditor of the Acquirer; and (ii) unaudited consolidated financial statements as of and for the period of 9 (nine) months ended on September 30, 2025 as filed in the Acquirer’s quarterly report on Form 10-Q with the SEC, is set out below. With respect to the unaudited consolidated financial statements as of and for the 9 (nine)-month period ended September 30, 2025, Deloitte & Touche LLP, statutory auditor of the Acquirer, has conducted a review pursuant to standards established by the Public Company Accounting Oversight Board (the United States of America).

Particulars	As of and for the financial year ended on December 31, 2022		As of and for the financial year ended on December 31, 2023		As of and for the financial year ended on December 31, 2024		As of and for the 9-month period ended on September 30, 2025	
	INR Bn	US\$ Mn	INR Bn	US\$ Mn	INR Bn	US\$ Mn	INR Bn	US\$ Mn
Net Sales	1,045.0	12,623.0	1,043.5	12,554.7	1,303.4	15,222.7	1,478.9	16,655.7
Net Income	158.7	1,916.8	161.7	1,945.5	209.1	2,441.6	275.3	3,100.1
Basic EPS (INR/USD)	132.46	1.60	134.65	1.62	172.10	2.01	224.64 ⁽²⁾	2.53 ⁽²⁾
Diluted EPS (INR/USD)	126.66	1.53	128.83	1.55	164.40	1.92	213.99 ⁽²⁾	2.41 ⁽²⁾
Net worth/ Shareholders’ Funds ⁽¹⁾	585.6	7,073.5	697.8	8,395.8	843.2	9,847.4	1,118.5	12,596.7

Notes:

⁽¹⁾ Including non-controlling interest

⁽²⁾ Not Annualized

Since the financial numbers of the Acquirer are presented in United States Dollars (USD), the financial information has been converted to Indian Rupees (INR) for the purpose of convenience. The conversion has been done at the rate USD 1= INR 82.7862 as on December 31, 2022, USD 1= INR 83.1164 as on December 31, 2023, USD 1= INR 85.6232 as on December 31, 2024, and USD 1= INR 88.7923 as on September 30, 2025 (Source: <https://www.rbi.org.in/scripts/referencerearchive.aspx>). In case the period end is a non-working day, the exchange rate is assumed as of the preceding working day.

B. Details of the Seller:

Not applicable as the Open Offer is being made as a result of an indirect acquisition of Equity Shares and voting rights of the Target Company. The Underlying Transaction does not involve any direct acquisition of Equity Shares from any existing shareholder of the Target Company.

C. Details of the Target Company:

- ADC India Communications Limited is a public limited company incorporated under the erstwhile Companies Act, 1956. The Target Company was incorporated on July 26, 1988, as ‘Krone Communications Limited’. Thereafter, the name of the Target Company was changed to ADC India Communications Limited on February 18, 2010. There has been no change in the name of the Target Company in the last 3 (three) years.
- The Target Company has its registered office at No. 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bengaluru, Karnataka, India, 560058. The contact details of the Target Company are as follows: telephone number: +91 80 28396102 and 28396291; and email: support@adckcl.com, and the website is: www.adckcl.com. The corporate identification number (CIN) of the Target Company is L32209KA1988PLC009313.
- The Equity Shares of the Target Company are listed on BSE (Scrip Code: 523411). The ISIN of the Target Company is INE833A01016. The Equity Shares of the Target Company are currently not suspended from trading on the Stock Exchange. Other than as mentioned above, the securities of the Target Company are not listed on any other stock exchange in or outside India.
- The Target Company is engaged in providing connectivity solutions to suit individual enterprise and telecom service provider requirements. The Target Company provides copper and fiber physical connectivity in telecommunications and data networking solutions including structured cabling.
- The Equity Shares of the Target Company are frequently traded on BSE in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- As on the date of this DPS, the total authorised share capital of the Target Company is INR 10,00,00,000 (Indian Rupees Ten Crores) comprising 1,00,00,000 (one crore) Equity Shares of face value of INR 10 (Indian Rupees Ten) each.
- The total issued, subscribed and fully paid-up share capital of the Target Company is INR 4,60,00,000 (Indian Rupees Four Crore Sixty Lakhs) divided into 46,00,000 (forty-six lakhs) fully paid-up Equity Shares of face value INR 10 (Indian Rupees Ten) each.
- As on the date of this DPS, the Voting Share Capital is as follows:

Particulars	Issued and paid-up Equity Shares	% of Voting Share Capital
Fully paid-up Equity Shares	46,00,000	100.00
Partly paid-up Equity Shares/outstanding convertible securities (such as depository receipts, convertible debentures, warrants, convertible preference shares etc.)	Nil	Nil
Employee stock options vested or which shall vest	Nil	Nil
Voting Share Capital (Total)	46,00,000	100.00

- As on the date of the DPS, there is only one class of Equity Shares and there are no: (i) partly paid-up Equity Shares; and/or (ii) outstanding convertible securities which are convertible into Equity Shares (including depository receipts and partly or fully paid-up convertible debentures, employee stock options, warrants); and/or (iii) Equity Shares under lock-in; and/or (iv) Equity Shares with differential voting rights.
- The key financial information of the Target Company based on its annual audited financial statements as on and for the financial years ended on March 31, 2023, March 31, 2024, March 31, 2025 and unaudited limited reviewed financials for the 6 (six) months ending on September 30, 2025 are as follows:

Particulars	As of and for the financial year ended on March 31, 2023	As of and for the financial year ended on March 31, 2024	As of and for the financial year ended on March 31, 2025	As of and for the 6-month period ended on September 30, 2025
Total Revenue ⁽¹⁾ (INR cr)	144.01	180.67	190.91	92.62
Net Income (INR cr)	8.17	20.69	24.46	9.28
Basic earnings per share (INR)	17.77	44.97	53.17	20.18 ⁽²⁾
Net worth/ Shareholders’ Funds (INR cr)	51.98	70.85	69.97	77.01

Notes:

⁽¹⁾ Includes revenue from operations and other income

⁽²⁾ Not annualized

D. Details of the Open Offer:

- This Open Offer is being made in accordance with the provisions of Regulations 3(1), 4, and 5(1) of the SEBI (SAST) Regulations to all the Public Shareholders of the Target Company. This Open Offer is triggered pursuant to execution of the Purchase Agreement for the Underlying Transaction. The Underlying Transaction was consummated by the Acquirer on January 9, 2026, which has resulted in an indirect acquisition of the 33,13,037 (thirty-three lakhs thirteen thousand and thirty-seven) Equity Shares, resulting in the right to exercise 72.02% (seventy-two point zero two per cent) voting rights in, and control of the Target Company by the Acquirer. 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’ in terms of the SEBI (SAST) Regulations. Please refer to Part II (Background to the Open Offer) of this DPS for further information on the Underlying Transaction.
- The Public Announcement announcing the Open Offer, in terms of Regulations 3(1), 4 and 5(1) read with Regulations 13(1) and 14(1) of the SEBI (SAST) Regulations, was sent to SEBI, the Target Company, and the Stock Exchange on August 6, 2025.
- This Open Offer is being made by the Acquirer to the Public Shareholders 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 (“Offer Size”), at a price of INR 1,233.59 (Indian Rupees One Thousand Two Hundred Thirty Three and Fifty Nine Paise) per Offer Share (“Offer Price”), which includes a per share price of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) and an enhancement of INR 53.67 (Indian Rupees Fifty Three and Sixty Seven Paise) per Equity Share (i.e., 10% (ten per cent) per annum for the period between the date of execution of the Purchase Agreement i.e., August 3, 2025 and January 16, 2026), in accordance with Regulation 8(12) of the SEBI (SAST) Regulations.
- The Offer Price has been determined in accordance with Regulation 8(3) and other applicable provisions of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be INR 147,53,73,640/- (Indian Rupees One Hundred Forty Seven Crores Fifty Three Lakhs Seventy Three Thousand Six Hundred and Forty).
- The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- If the aggregate number of Equity Shares validly tendered in the Open Offer by Public Shareholders is more than the Offer Size, then the Equity Shares validly tendered by Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 11,96,000 (eleven lakhs ninety six thousand) Equity Shares, representing 26.00% (twenty-six per cent) of the Voting Share Capital, in consultation with the Manager to the Open Offer.

- The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Open Offer, free from all liens and together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the Public Announcement, this DPS and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
- As on the date of the DPS, there is only one class of Equity Shares and there are no: (i) partly paid-up Equity Shares; and/or (ii) outstanding convertible securities which are convertible into Equity Shares (including depository receipts and partly or fully paid-up convertible debentures, employee stock options, warrants); and/or (iii) Equity Shares under lock-in; and/or (iv) Equity Shares with differential voting rights. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, approval from the RBI) held by them, in the Open Offer and submit such approvals, along with the other documents required to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including non-resident Indian (“NRI”), overseas corporate bodies (“OCB”) and foreign institutional investors (“FIIs”)/Foreign Portfolio Investors (“FPIs”)) had required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
- Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- The Acquirer has consummated the Underlying Transaction on January 9, 2026 with the Seller after receipt of all the applicable statutory approvals and fulfillment of the conditions precedent to the Underlying Transaction, in terms of the Purchase Agreement. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirer may withdraw the Open Offer under the following circumstances: (i) statutory or governmental approval(s) required for the Open Offer having been finally refused; or (ii) such circumstances as in the opinion of SEBI merit withdrawal. Do note that as on the date of this DPS, to the best of knowledge of the Acquirer, there are no statutory approval required by the Acquirer to complete the Open Offer. However, in case any other statutory or government approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Open Offer shall be subject to receipt of such statutory or government approval(s). The Acquirer may withdraw the Open Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations if any such statutory approval, as may be required, is refused. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Open Offer) shall, within 2 (two) Working Days of such withdrawal, make a public announcement in the same Newspapers in which this DPS is published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement will also be sent to SEBI, the Stock Exchanges, and the Target Company at its registered office.
- The Acquirer has no intention to delist the Target Company pursuant to this Open Offer.
- This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- In terms of Regulation 25(2) of SEBI (SAST) Regulations, as on the date of this DPS, the Acquirer neither has any plans to dispose of or otherwise encumber any material assets of the Target Company or of any of its subsidiaries in the next 2 (two) years, nor has formulated any proposal which may have an adverse material impact on the employees of the Target Company and the locations of its places of business except: (i) in the ordinary course of business (including for the disposal of assets and creating encumbrances in accordance with the business requirements); or (ii) with the prior approval of the shareholders of the Target Company; or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company; or (iv) in accordance with the decision of the board of directors and shareholders of the Target Company, as applicable.
- As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% (twenty five per cent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. If, as a result of the acquisition of Equity Shares pursuant to the Open Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations, and SEBI (LODR) Regulations, pursuant to the methods prescribed by SEBI.
- The Manager to the Open Offer does not hold any Equity Shares of the Target Company. The Manager to the Open Offer shall not deal, on its own account, in the Equity Shares of the Target Company during the Offer Period.

II. BACKGROUND TO THE OPEN OFFER

A. Underlying Transaction:

- On August 3, 2025, the Acquirer executed the Purchase Agreement with the Seller, pursuant to which, the Acquirer had agreed to acquire the connectivity and cable solutions business of the Seller. In particular, subject to the fulfillment of certain conditions precedent, including receipt of requisite regulatory clearances and approvals in various jurisdictions and other customary conditions, the Seller had agreed to sell, directly or indirectly through one or more of its subsidiaries, and the Acquirer had 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 CST. The Acquirer has consummated the Underlying Transaction on January 9, 2026 with the Seller after receipt of all the applicable statutory approvals and completion of condition precedents, in terms of the Purchase Agreement.
- 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, 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, consummation of the transaction contemplated by the Purchase Agreement has resulted 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 (“Underlying Transaction”). Hence, this Open Offer is being made by the Acquirer in accordance with Regulations 3(1), 4 and 5(1), and other applicable provisions of the SEBI (SAST) Regulations.
- 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 (Rupees in crores)	Mode of payment (cash/ securities)
		Number	% vis-à-vis total equity/ Voting Share Capital		
Indirect acquisition of the Target Company. This indirect acquisition is not a deemed direct acquisition.	Underlying Transaction as set out in Part II (Background to the Open Offer).	As on the date of the DPS, the Acquirer does not directly hold any Equity Shares of the Target Company. However, pursuant to the Purchase Agreement, the Acquirer has, <i>inter alia</i> , acquired 100% of the equity interests of CST, which is the indirect holding company of the Target Company. This has resulted 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.		Not applicable as this is an indirect acquisition.	Not applicable as this is an indirect acquisition.

B. Object of the Open Offer:

The Open Offer is being made pursuant to the Underlying Transaction, which has resulted in the indirect acquisition of 72.02% (seventy-two point zero two per cent) of the Voting Share Capital of the Target Company by the Acquirer, resulting 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 and control over the Target Company by the Acquirer in terms of Regulation 5(1) of the SEBI (SAST) Regulations.

The Acquirer intends to continue with the existing business activities of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

- The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Details	Acquirer	
	No.	% ⁽¹⁾
Shareholding as on the PA date	Nil	Nil

Details	Acquirer	
	No.	% ⁽¹⁾
Equity Shares acquired between the date of the Public Announcement and the date of this DPS	The Acquirer has acquired 100% of the equity interests of CST, which has resulted in the indirect acquisition by the Acquirer of 33,13,037 Equity Shares in the Target Company.	72.02
Post Offer shareholding on fully diluted basis as of 10 th Working Day after closing of Tendering Period (assuming the entire 26% is tendered in the Open Offer)	Acquirer's indirect and direct shareholding in the Target Company, will be 33,13,037 Equity Shares and 11,96,000 Equity Shares, respectively (assuming full acceptance in the Open Offer). Accordingly, the aggregate of Equity Shares directly and indirectly owned by the Acquirer would be 45,09,037 Equity Shares.	98.02

⁽¹⁾ Basis Voting Share Capital.

2. Other than the indirect acquisition of 33,13,037 (thirty-three lakhs thirteen thousand and thirty-seven) Equity Shares as a result of the Underlying Transaction, the Acquirer and its directors do not have any shareholding in the Target Company as on the date of this DPS.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are listed and traded on BSE.
2. The trading turnover in the Equity Shares based on the trading volumes during the Relevant Period on BSE is as under:

Stock Exchange	Total No. of Equity Shares of the Target Company traded during the Relevant Period (A)	Total No. of Equity Shares of the Target Company during the Relevant Period (B)	Traded turnover percentage (A/B)
BSE	874,953	46,00,000	19.02%

Source: Based on the certificate dated August 6, 2025, issued by S.V. Shah & Associates

3. Based on the above, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares of the Target Company are frequently traded on BSE.
4. This is an indirect acquisition of the Target Company in terms of Regulation 5(1) of the SEBI (SAST) Regulations and such indirect acquisition does not fall within the parameters prescribed under Regulation 5(2) of the SEBI (SAST) Regulations.
5. The Offer Price of 1,233.59 (Indian Rupees One Thousand Two Hundred Thirty Three and Fifty Nine Paise), being a sum of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) and an enhancement of INR 53.67 (Indian Rupees Fifty Three and Sixty Seven Paise) per Equity Share (i.e., 10% (ten per cent) per annum for the period between the date of execution of the Purchase Agreement i.e., August 3, 2025 and January 16, 2026), is justified in terms of Regulation 8(3) read with Regulation 8(12) of the SEBI (SAST) Regulations, being the highest of:

A	The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a PA of this Open Offer	NA ¹
B	The volume weighted average price paid or payable per Equity Share for any acquisition by the Acquirer during the fifty-two weeks immediately preceding August 3, 2025 i.e., the earlier of the date on which the primary acquisition i.e. the Underlying Transaction is contracted, and the date on which the intention or the decision to make the primary acquisition i.e. the Underlying Transaction is announced in the public domain	NA ²
C	The highest price paid or payable per Equity Share for acquisition by the Acquirer during the twenty-six weeks immediately preceding August 3, 2025 i.e., the earlier of the date on which the primary acquisition i.e. the Underlying Transaction is contracted, and the date on which the intention or the decision to make the primary acquisition i.e. the Underlying Transaction is announced in the public domain	NA ³
D	The highest price paid or payable per Equity Share for acquisition by the Acquirer between August 3, 2025 i.e. (the earlier of, the date on which the primary acquisition i.e. the Underlying Transaction is contracted, and the date on which the intention or the decision to make the primary acquisition i.e. the Underlying Transaction is announced in the public domain), and August 6, 2025 (i.e. the date of the PA)	NA
E	The volume weighted average market price of Equity Shares for a period of sixty trading days immediately preceding August 3, 2025 (i.e. the earlier of, the date on which the primary acquisition i.e. the Underlying Transaction is contracted, and the date on which the intention or the decision to make the primary acquisition i.e. the Underlying Transaction is announced in the public domain), as traded on BSE i.e. the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such Equity Shares are frequently traded	1,179.92 ⁴
F	The price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	NA ⁴
G	The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	NA ⁵
H	Price at (E) above including enhancement in terms of Regulation 8(12) of the SEBI (SAST) Regulations	1,233.59 ^{6,7}

- (1) The acquisition is an indirect acquisition under Regulation 5(1) of the SEBI (SAST) Regulations and the Acquirer has not directly acquired Equity Shares of the Target Company.
- (2) The Acquirer has not acquired any Equity Shares in the Target Company in the past fifty-two weeks immediately preceding August 3, 2025.
- (3) The Acquirer has not acquired any Equity Shares in the Target Company in the past twenty-six weeks immediately preceding August 3, 2025.
- (4) The Equity Shares of the Target Company are frequently traded on BSE in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations based on the certificate dated August 6, 2025, issued by S.V. Shah & Associates.
- (5) The acquisition does not meet the parameters specified under Regulation 5(2) and Regulation 8(5) of the SEBI (SAST) Regulations.
- (6) In accordance with Regulation 8(12) of the SEBI (SAST) Regulations, in case of an indirect acquisition other than indirect acquisition referred in Regulation 5(2) of SEBI (SAST) Regulations, the offer price shall stand enhanced by an amount equal to a sum determined at the rate of 10% per annum for the period between the earlier of the date on which the primary acquisition is contracted or the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the detailed public statement, provided that such period is more than five working days.
- (7) In compliance with Regulation 8(12) of the SEBI (SAST) Regulations, the Offer Price of INR 1,179.92 per Equity Share has been enhanced by INR 53.67 per Equity Share, being the enhancement determined at the rate of 10% per annum for the period between the date of the Underlying Agreement (execution of the agreement triggering the Open Offer) i.e., August 3, 2025 and January 16, 2026, based on the addendum dated January 13, 2026 to the certificate dated August 6, 2025, issued by S.V. Shah & Associates.

6. In view of the parameters considered and presented in the table in paragraph 5 above, the minimum offer price per Equity Share, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, is the highest of item numbers A to H above, i.e., INR 1,233.59 (Indian Rupees One Thousand Two Hundred Thirty Three and Fifty Nine Paise), being a sum of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) and an enhancement of INR 53.67 (Indian Rupees Fifty Three and Sixty Seven Paise) per Equity Share (i.e., 10% (ten per cent) per annum for the period between the date of execution of the Purchase Agreement i.e., August 3, 2025 and January 16, 2026), in accordance with Regulation 8(12) of the SEBI (SAST) Regulations. Accordingly, this Offer is being made at a price of INR 1,233.59 (Indian Rupees One Thousand Two Hundred Thirty Three and Fifty Nine Paise) (“Offer Price”) per Equity Share which includes a price of INR 1,179.92 (Indian Rupees One Thousand One Hundred Seventy Nine and Ninety Two Paise) and an enhancement of INR 53.67 (Indian Rupees Fifty Three and Sixty Seven Paise) per Offer Share in accordance with Regulation 8(12) of the SEBI (SAST) Regulations.
7. There have been no corporate actions, such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of dividend, de-mergers and reduction of capital, undertaken by the Target Company between the date of the Public Announcement i.e., August 6, 2025 and the date of this DPS, warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc., where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period.
8. As on date of this DPS, there is no revision in Offer Price or Offer Size except for enhancement of Offer Price in accordance with Regulation 8(12), as explained in paragraphs 5 and 6 of this section.
9. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations and other applicable provisions of the SEBI (SAST) Regulations. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised, on account of competing offers or otherwise, at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period. In the event of such revision: (i) the Acquirer shall make corresponding increase to the Escrow Amount (as defined below); (ii) make a public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchange, and the Target Company at its registered office of such revision.
10. If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the closure of the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made pursuant to another open offer in terms of the SEBI (SAST) Regulations, or the SEBI

(Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the Stock Exchange, not being a negotiated acquisition of the Equity Shares in any form.

11. In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. As per the proviso to Regulation 8(8) of the SEBI (SAST) Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

V. FINANCIAL ARRANGEMENTS

1. The total consideration for the Offer Size at the Offer Price, assuming full acceptance of the Open Offer, at the Offer Price of INR 1,233.59 (Indian Rupees One Thousand Two Hundred Thirty Three and Fifty Nine Paise), is INR 147,53,73,640/- (Indian Rupees One Hundred Forty Seven Crores Fifty Three Lakhs Seventy Three Thousand Six Hundred and Forty) (“Maximum Consideration”).
2. The Acquirer had earmarked USD 20,000,000 (United States Dollar Twenty Million) equivalent to ~INR 173,00,00,000 (Indian Rupees One Hundred and Seventy Three Crores) on the date of Public Announcement, in the savings bank account with Mizhuo Bank Limited, New York branch, specifically for the firm financing arrangements required under Regulation 25(1) of the SEBI (SAST) Regulations, for the purpose of the Open Offer.
3. After considering the aforementioned, Ms. Sheetal Shah (Membership No.: 102140), partner of S.V. Shah & Associates, Chartered Accountants (Firm Registration No.: 139517W), by way of certificate dated August 6, 2025, has certified that firm arrangements for funds have been made by the Acquirer for fulfilling its obligations under the Open Offer.
4. Further, in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account under the name and title of “Amphenol Corporation - Open Offer Escrow Account” (“Escrow Account”) with Kotak Mahindra Bank Limited, a scheduled commercial bank in India, acting through its office at 2nd Floor, 27BKC, Plot No. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 (“Escrow Agent”) pursuant to an escrow agreement dated December 30, 2025 entered into by the Acquirer with the Escrow Agent and the Manager (“Escrow Agreement”).
5. By way of security for performance by the Acquirer of its obligations under the SEBI (SAST) Regulations, the Acquirer has deposited INR 150,00,00,000/- (Indian Rupees One Hundred Fifty Crores) (“Escrow Amount”), a value in excess of the Maximum Consideration, in cash, in the Escrow Account. The deposit of Escrow Amount has been confirmed by the Escrow Agent by way of a confirmation letter dated January 8, 2026 issued by the Escrow Agent to the Manager. The Manager to the Open Offer has been solely authorised by the Acquirer to operate and realize the monies lying to the credit of the Escrow Account, in terms of the SEBI (SAST) Regulations.
6. In case of any upward revision in the Offer Price or the Offer Size, corresponding increase to the Escrow Amount, if required, shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.
7. Based on the above, the Manager to the Open Offer is satisfied about the following: (i) the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payments through verifiable means are in place to fulfill the Open Offer obligations.

VI. STATUTORY AND OTHER APPROVALS

1. The Acquirer has consummated the Underlying Transaction on January 9, 2026 with the Seller after receipt of all the applicable statutory approvals and fulfillment of the conditions precedent to the Underlying Transaction, in terms of the Purchase Agreement. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirer may withdraw the Open Offer under the following circumstances: (i) statutory or governmental approval(s) required for the Open Offer having been finally refused; or (ii) such circumstances as in the opinion of SEBI merit withdrawal. Do note that as on the date of this DPS, to the best of knowledge of the Acquirer, there are no statutory approval required by the Acquirer to complete the Open Offer. However, in case any other statutory or government approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Open Offer shall be subject to receipt of such statutory or government approval(s). The Acquirer may withdraw the Open Offer, in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, if any such statutory approval, as may be required, is refused. In the event of such withdrawal of the Open Offer, the Acquirer (through the Manager to the Open Offer) shall, within 2 (two) Working Days of such withdrawal, make a public announcement in the same newspapers in which this DPS is published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement will also be sent to SEBI, the Stock Exchanges, and the Target Company at its registered office.
2. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, approval from the RBI) held by them, in the Open Offer and submit such approvals, along with the other documents required to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. Further, if the holders of the Equity Shares who are not persons resident in India, had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
3. Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to the Open Offer, including payment of consideration under this Open Offer within 10 (ten) Working Days from the date of closure of the Tendering Period to those Public Shareholders whose Equity Shares are accepted in the Open Offer and whose share certificates (if applicable) or other documents are found valid and in order and are approved for acquisition by the Acquirer.
4. Where any statutory or other approval extends to some but not all the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
5. In case of delay/non-receipt of any approval which may be required by the Acquirer at a later date, before closure of the Tendering Period, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Provided where the statutory approvals extend to some but not all Public Shareholders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Open Offer


VII. TENTATIVE SCHEDULE OF ACTIVITY

No.	Name of Activity	Schedule of Activities (Date and Day)*
1.	Issue of Public Announcement	August 6, 2025, Wednesday
2.	Date of completing the Underlying Transaction	January 9, 2026, Friday
3.	Publication of this DPS in newspapers	January 15, 2026, Thursday
4.	Last date for filing of the draft Letter of Offer with SEBI	January 22, 2026, Thursday
5.	Last date for public announcement for competing offer(s)	February 6, 2026, Friday
6.	Last date for receipt of SEBI observations on the draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer)	February 13, 2026, Friday
7.	Identified Date*	February 17, 2026, Tuesday
8.	Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	February 25, 2026, Wednesday
9.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Open Offer	March 2, 2026, Monday
10.	Last date for upward revision of the Offer Price and/or the Offer Size	March 2, 2026, Monday
11.	Date of publication of Open Offer opening public announcement, in the newspapers in which this DPS has been published	March 4, 2026, Wednesday
12.	Date of commencement of the Tendering Period	March 5, 2026, Thursday
13.	Date of closure of the Tendering Period	March 18, 2026, Wednesday
14.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	April 7, 2026, Tuesday
15.	Last date for publication of post Open Offer public announcement in the newspapers in which this DPS has been published	April 15, 2026, Wednesday

* Date falling on the 10th Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Open Offer at any time prior to the closure of the Tendering Period.

The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant statutory/regulatory approvals and may have to be revised accordingly, throughout this document. To clarify, the actions set out above may be completed prior to their corresponding dates, subject to compliance with the SEBI (SAST) Regulations.

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- 1.1 The Open Offer will be implemented by the Acquirer, subject to applicable laws, through the stock exchange mechanism made available by BSE in the form of a separate window (“Acquisition Window”) in accordance with the SEBI master circular bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 (“Master Circular”). BSE shall also be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 1.2 The Acquirer has appointed Kotak Securities Limited (“Buying Broker”) as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- 

Kotak Securities Limited
27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400051
Tel. No.: 1800 209 9191
Contact Person: Mr. Tabrez Anwar
Email: service.securities@kotak.com
SEBI Registration Number: INZ000200137
- 1.3 The Acquisition Window will be provided to facilitate placing of sell orders. The Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stockbrokers (“Selling Brokers”) within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialised as well as physical Equity Shares.
- 1.4 The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of BSE. Before placing the order/bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to Indian Clearing Corporation Limited.
- 1.5 In terms of the Master Circular, a lien shall be marked against the Equity Shares tendered in the Open Offer. Upon finalization of the entitlement, only the accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder. The lien marked against unaccepted Equity Shares shall be released. The detailed procedure for tendering and settlement of Equity Shares under the revised mechanism will be specified in the Letter of Offer.
- 1.6 The cumulative quantity tendered shall be displayed on the website of BSE i.e., www.bseindia.com, throughout the trading session at specific intervals during the Tendering Period.

2. General procedures for tendering the Equity Shares in case of non-receipt of Letter of Offer

- 2.1 Subject to Part VI (“Statutory and Other Approvals”) of this DPS, all the Public Shareholders of the Target Company holding the Equity Shares in dematerialized form, registered or unregistered, are eligible to participate in this Open Offer at any time during the Tendering Period.
- 2.2 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI’s press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the Master Circular, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- 2.3 The Public Shareholders who wish to offer their physical Equity Shares in the Open Offer are requested to send their original documents as will be mentioned in the Letter of Offer, to the Registrar to the Open Offer (as defined below) so as to reach them on or before 5:00 p.m. on the last date of the Tendering Period. The process for tendering the Offer Shares by the Public Shareholders holding physical Equity Shares will be separately enumerated in the Letter of Offer.
- 2.4 The Letter of Offer specifying the detailed terms and conditions of this Open Offer will be e-mailed/dispatched to all the Public Shareholders whose names appear in the register of members of the Target Company as at the close of business hours on the Identified Date, i.e., the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period.
- 2.5 Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer.
- 2.6 Accidental omission to dispatch the Letter of Offer to any person to whom the Open Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
- 2.7 The Public Shareholders who tender their Equity Shares in the Open Offer shall ensure that the Equity Shares are fully paid-up and are free from all liens, charges and encumbrances. The Acquirer shall acquire the Offer Shares that are validly tendered and accepted in the Open Offer, together with all rights attached thereto, including the right to dividends, bonuses and rights offers declared thereof in accordance with the applicable law and the terms set out in the Public Announcement, this DPS and the Letter of Offer.
- 2.8 The Public Shareholders may also: (i) download the Letter of Offer from the SEBI website (www.sebi.gov.in); or (ii) obtain a copy of the Letter of Offer by writing to KFin Technologies Limited (“Registrar to the Open Offer”) superscripting the envelope with: (1) suitable documentary evidence of ownership of the Equity Shares of the Target Company; and (2) their folio number, DP identity - client identity, current address and contact details.
- 2.9 The detailed procedure for tendering the Equity Shares in the Open Offer will be available in the Letter of Offer, which is expected to be available on SEBI’s website (www.sebi.gov.in)
- 2.10 Equity Shares shall not be submitted or tendered to the Manager, the Acquirer, and/or the Target Company.

IX. OTHER INFORMATION

1. The Acquirer and its directors accept full responsibility for the information contained in the Public Announcement and this DPS (other than such information as has been obtained from public sources) or provided by or relating to and confirmed by the Target Company.
2. The information pertaining to the Target Company contained in the Public Announcement or this DPS or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, or publicly available sources which has not been independently verified by the Acquirer or the Manager. Neither the Acquirer nor the Manager accept any responsibility with respect to such information relating to the Target Company.
3. The Acquirer accepts full responsibility for its obligations under the SEBI (SAST) Regulations in relation to the Open Offer.
4. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
5. Unless otherwise stated, the information set out in this DPS reflects the position as of the date hereof.
6. In this DPS, all references to (i) “INR” or Rs. are references to Indian Rupees, and (ii) “USD” are references to United States Dollars.
7. The PA is available and this DPS is expected to be available on SEBI’s website (www.sebi.gov.in).
8. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Kotak Mahindra Capital Company Limited as the Manager to the Open Offer, as per the details below:



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 4336 0758
Fax No.: +91 22 6713 2447
Email: adcindia.openoffer@kotak.com
SEBI Registration Number: INM000008704
Validity Period: Permanent Registration

9. The Acquirer has appointed KFin Technologies Limited as the Registrar to the Open Offer, as per the details below:



KFin Technologies Limited
Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy 500 032, Telangana, India
Contact Person: Mr. M. Murali Krishna
Tel. No.: +91 40 6716 2222/18003094001
Fax No.: + 91 40 6716 1563
Email: adcindia.openoffer@kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
SEBI Registration Number: INR000000221
Validity Period: Permanent Registration
CIN: L72400MH2017PLC444072

Issued by the Manager to the Open Offer for and on behalf of the Acquirer

Amphenol Corporation

Sd/-

Place : Wallingford, Connecticut

Date : January 14, 2026