

Agreement (unless to do so would change the underlying principal commercial purposes of this Agreement);

33. ENTIRE AGREEMENT

This Agreement is the entire understanding between the parties concerning the subject matter hereof and supersedes all prior discussions, agreements and representations, including any previously signed and executed agreements covering the same subject matter, whether entered into by the named parties or their affiliates or subsidiaries. No variation, modification or waiver of any provision of this Agreement, nor consent to any departure by either Party from any such provision, will in any event be of any effect unless it is in writing, signed by the Parties or (in the case of a waiver) by the Party giving it, and then any such variation, modification, waiver or consent will only be effective to the extent to or for which it may be made or given

34. NO SET OFF

The Distributor may not deduct from or offset off any amount that is or may become payable by it under this Agreement to TE.

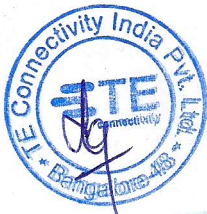
IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have caused this Agreement to be signed by their duly authorized representatives.

TE _____

For TE Connectivity India Pvt. Ltd

By: *Narayan Mandayam* Director
Authorized Signatories
PUNEET MEHTA (MGR)
23/10/2013
Title: (Narayan Mandayam)
(MGR - FR & A)
Date: _____

By: JATIN C. GALA
Title: DIRECTOR
Date: 05/10/2013



Network Electro Devices Pvt. Ltd

Jalagala Director

