



## **Satyam announces approval from the Federal Cartel Office of Germany and in-principle approval from BSE and NSE**

**Hyderabad, 24 April 2009:** Satyam Computer Services Limited. (NYSE: SAY; BSE: SATYAM; NSE: SATYAMCOMP) (the "**Company**"), announced today that the Seventh Division of the Federal Cartel Office of Germany has issued a letter dated 22 April, 2009 (the "**FCO Letter**"), permitting the completion of the acquisition of a controlling stake in the Company by Venturbay Consultants Private Limited, a subsidiary controlled by Tech Mahindra Limited.

The Company has also received 'in-principle' approvals from the Bombay Stock Exchange Limited dated 22 April, 2009 (the "**BSE**", and such letter, the "**BSE Letter**") and the National Stock Exchange of India Limited dated 22 April, 2009 (the "**NSE**", and such letter, the "**NSE Letter**") for the issuance of 30,27,64,327 (Thirty Crores Twenty Seven Lakhs Sixty Four Thousand Three Hundred and Twenty Seven Only) equity shares (the "**Initial Shares**") of Rs. 2/- each at a premium of Rs. 56/- per share to Venturbay Consultants Private Limited on a preferential basis. Upon allotment of the Initial Shares, the Company will seek the approval of the BSE and NSE for listing and trading of the Initial Shares.

This press release, an English translation of the FCO Letter, the BSE Letter and the NSE Letter are being furnished to the U.S. Securities and Exchange Commission (the "**SEC**") on Form 6-K and are available to the public over the Internet on the Company's website at <http://www.satyam.com> and the SEC's website at <http://www.sec.gov>. Further, this press release and the FCO Letter are being submitted to the BSE and the NSE.

### **About Satyam**

Satyam (NYSE: SAY), a leading global business and information technology services company, delivers consulting, systems integration, and outsourcing solutions to clients in numerous industries across the globe. Satyam leverages deep industry and functional expertise, leading technology practices, and an advanced, global delivery model to help clients transform their highest-value business processes and improve their business performance. The company's professionals excel in engineering and product development, supply chain management, client relationship management, business process quality, business intelligence, enterprise integration, and infrastructure management, among other key capabilities.

Satyam development and delivery centers in the US, Canada, Brazil, the UK, Hungary, Egypt, UAE, India, China, Malaysia, Singapore, and Australia serve numerous clients, including many Fortune 500 organizations. For more information, see [www.satyam.com](http://www.satyam.com).

## **Safe Harbor**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements contained herein, including statements regarding the allotment of the Initial Shares, are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Satyam undertakes no duty to update any forward-looking statements.

TRANSLATION

**FEDERAL CARTEL OFFICE**

7<sup>th</sup> Division  
The Rapporteur

53113 Bonn  
Kaiser-Friedrich-Str. 16  
Tel: (0228) 94 99-506  
Reception: (0228) 94 99-0  
Fax: (0228) 94 99-400  
martina.mueller@bundeskartellamt.bund.de

Case nr: B 7 – 42/09

22 April 2009

Attorneys  
Jones Day  
Dr. Carsten Gromotke  
Hochhaus am Park  
Grüneburgweg 102  
60323 Frankfurt am Main

-advance copy by fax: 069/97 26 39 93-

**Re: Venturbay Consultants Private Limited, Pune (IND);  
Acquisition of sole control over Satyam Computer Services Ltd.,  
Hyderabad (IND);  
Notification according to Section 39, paragraph 1 ARC**

**Re: Your notification of 20 April 2009**

Dear Dr. Gromotke,

The notified concentration does not fulfill the criteria for prohibition of Section 36 paragraph 1 ARC. It may be completed. Please inform the Federal Cartel Office immediately about the completion (Section 39 paragraph 6 ARC).

With regard to the fee, based on Section 80, paragraph 1, 2<sup>nd</sup> sentence, nr 1, paragraph 2, 1<sup>st</sup> and 2<sup>nd</sup> sentence, nr 1 ARC, the Division of the Federal Cartel Office considers the acquisition to be of minor importance and has consequently fixed the administrative fee at:

**5.000,00 Euro**

Please transfer this amount until the 20 May 2009 to the account of:

Bundeskasse Trier  
Deutsche Bundesbank, Filiale Saarbrücken  
Bank code: 590 000 00  
Account nr: 590 010 20

For payments from foreign countries:

IBAN (International Bank Account Number): DE81 5900 0000 0059 0010 20  
BIC (Bank Identification Code): MARKDEF 1590

Please provide the following reference:

**810600196386**

**Please ensure that you provide the above mentioned reference since your payment cannot be processed without it.**

Please inform us in case you would like a formal administrative decision concerning the fee.

Sincerely yours,

Martina Müller



The edge is efficiency

Corporate Services

No. DCS/PREF/ST/PRE/78/09-10

**COURIER**  
22nd April, 2009

The Company Secretary  
**Satyam Computer Services Limited**  
 Mayfair Centre, SP Road,  
 Secunderabad - 500003.

Dear Sir,

**Re: 'In-principle' approval under Clause 24(a) of the Listing Agreement**

We refer to your application seeking our 'in-principle' approval for the issue of **30,27,64,327 Equity shares of Rs.2/- each at a premium of Rs.56/- per share to Venturbay Consultants Pvt. Ltd. on a preferential basis** in terms of Clause 24(a) of the Listing Agreement.

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' should not be constructed as our approval of listing of any security and you shall duly and separately comply with the requirements in respect thereof. Till such time, you shall not take any steps to dematerialize any security that may be allotted pursuant to this approval.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 and the Rules, Regulations, Guidelines, etc. made thereunder, Chapter XIII of SEBI (DIP) Guidelines, Hon'ble Company Law Board Order dated 16<sup>th</sup> April 2009, SEBI letters dated 20<sup>th</sup> April 2009 and 21<sup>st</sup> April 2009 and the Listing Agreement with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

Specifically, you are advised to obtain the particulars relating to the allottee(s) as specified in Clause 13.1C of the SEBI (DIP) Guidelines before making any allotment of securities and ensure that the allotment is made in accordance with Clause 13.4.1. Any delay in obtaining the particulars specified in Clause 13.1C shall not count as pendency of approval from any regulatory authority or the Central Government referred to in the Proviso to Clause 13.4.1. Any allotment made inconsistent with this requirement would result in our not granting permission for listing of securities requiring you to initiate remedial steps.

On allotment of securities pursuant to this 'in principle' approval you shall without delay make a listing application in terms of our Regulations 2.3 along with such fees as may be payable in terms of Clause 38(a) of the Listing Agreement read with Schedule II. You shall also arrange to submit to us the documents as set out in the enclosed list.

The Exchange reserves its right to withdraw this 'in-principle' approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by statutory authorities etc.

Yours faithfully,

(Netra Sahani)  
 Asst. General Manager (DCS)

(Shraddha Tambe)  
 Dy. Manager (DCS)

Encl.: a/a



**NATIONAL STOCK EXCHANGE  
OF INDIA LIMITED**



*Stock of the nation*

Ref :NSE/LIST/105950-U

April 22, 2009

The Company Secretary  
Satyam Computer Services Limited  
Mayfair Center, 1-8-303/36,  
SP Road, Secundrabad – 500 003

**Kind Attn.: Mr. G. Jayaraman**

Dear Sir,

**Re: In-principle approval under clause 24(a) of the listing agreement**

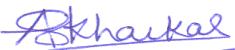
We are in receipt of your application regarding in-principle approval for issue of 30,27,64,327 equity shares of Rs. 2/- each to be allotted on Preferential basis in terms of clause 24(a) of the Listing Agreement. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application within one month from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA, etc.
3. Compliance with Company Law Board order.
4. Compliance with SEBI letters dated March 3, 2009, April 20, 2009 and April 21, 2009.
5. Compliance with all the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.
6. Compliance of all conditions of Listing Agreement as on date of listing.
7. Compliance to the Companies Act, 1956 and other applicable laws.
8. Submissions of documents as given in the further issue brochure.

The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by statutory authorities, etc.

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The Company should not take any steps to dematerialize any of the securities pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

Yours faithfully,  
For National Stock Exchange of India Limited

  
Avinash Kharkar  
& Manager

CC: National Securities Depository Limited  
4<sup>th</sup> Floor, Trade world , Kamala Mills  
Compound, Senapati Bapat Marg.  
Lower Parel – Mumbai – 400 013

Central Depository Services Limited  
P.J.Towers, 28<sup>th</sup> Floor,  
Dalal Street , Mumbai – 400 023

P.S.: Further, checklist of all the further issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/content/equities/eq\\_checklist.htm](http://www.nseindia.com/content/equities/eq_checklist.htm)