

Edgar Filing: SIFY TECHNOLOGIES LTD - Form F-6

SIFY TECHNOLOGIES LTD

Form F-6

May 11, 2009

As filed with the Securities and Exchange Commission on May 11, 2009  
Registration No. 333 -  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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Sify Technologies Limited  
(Exact name of issuer of deposited securities as specified in its charter)

-----

[N/A]  
(Translation of issuer's name into English)

-----

Republic of India  
(Jurisdiction of incorporation or organization of issuer)

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Citibank, N.A.  
(Exact name of depositary as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal executive offices)

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CT Corporation System  
111 Eighth Avenue (13th floor)  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

Herman H. Raspe, Esq.  
Patterson Belknap Webb & Tyler LLP

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1133 Avenue of the Americas  
New York, New York 10036

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It is proposed that this filing become effective under Rule 466:  
   immediately upon filing.  
   on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing one (1) Equity Share of Sify Technologies Limited	25,000,000 ADSs	\$5.00	\$1,250,000.00

\* Each unit represents 100 American Depositary Shares.  
\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depository and address of its principal executive office	Face of Receipt - Introductor
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADSS")	Face of Receipt - Upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph ( Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSS	Face of Receipt - Paragraph (1
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (8), (9) and (10).

I-1

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(x) Limitation upon the liability of the Depository	Reverse of Receipt - Paragraph
3. Fees and charges which may be imposed directly or indirectly on holders of ADSS	Face of Receipt - Paragraph (1
Item 2. AVAILABLE INFORMATION	Face of Receipt - Paragraph (1

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The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

I-2

### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amendment No. 3 to Deposit Agreement filed as Exhibit (a) (i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) (i) Form of Amendment No. 3 to Deposit Agreement, by and among Sify Technologies Limited (formerly known as "Satyam Infoway Limited" and hereinafter, the "Company"), Citibank, N.A. as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares issued under the Deposit Agreement. -- Filed herewith as Exhibit (a) (i).
- (a) (ii) Amendment No. 2 to Deposit Agreement, dated as of September 24, 2002, by and among the Company, the Depositary and Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued under the Deposit Agreement. -- Filed herewith as Exhibit (a) (ii).
- (a) (iii) Amendment No. 1 to Deposit Agreement, dated as of January 6, 2000, by and among the Company, the Depositary and Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued under the Deposit Agreement. -- Filed herewith as Exhibit (a) (iii).
- (a) (iv) Deposit Agreement, dated as of October 18, 1999, by and among the Company, the Depositary and the Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"). -- Filed herewith as Exhibit (a) (iv).
- (b) Supplemental Letter Agreement, dated as of November 2, 2007, between the Depositary and Company -- filed herewith as Exhibit (b).
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.

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-- None.

- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

II-1

### Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

II-2

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among Sify Technologies Limited, Citibank, N.A., as depositary, and the Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, as amended prior to the date hereof and as proposed to be further amended, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 11th day of May 2009.

Legal entity created by the Deposit Agreement, as amended prior to the date hereof and, as proposed to be further amended, under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) Equity Share of Sify Technologies Limited.

CITIBANK, N.A., solely in its capacity as

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Depository

By: /s/ Keith Galfo

-----  
Name: Keith Galfo  
Title: Vice President

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sify Technologies Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Chennai, India, on May 11, 2009.

SIFY TECHNOLOGIES LIMITED

By: /s/ M.P. Vijay Kumar

-----  
Name: M.P. Vijay Kumar  
Title: Chief Financial Officer

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Mr. Raju Vegesna and Mr. MP Vijay Kumar to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 11, 2009.

Signature -----	Title -----
/s/ Raju Vegesna ----- Raju Vegesna	Chief Executive Officer, Chairman of the Board and Managing Director
/s/ M P Vijay Kumar	Chief Financial Officer

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----- Principal Accounting Officer  
M P Vijay Kumar

/s/ C V S Suri Chief Operating Officer  
-----  
C V S Suri

----- Principal Accounting Officer/Controller  
Name:

/s/ Ananda Raju Vegesna Director  
-----  
Ananda Raju Vegesna

II-5

Signature Title  
-----

/s/ S.K. Rao Director  
-----  
S.K. Rao

/s/ T.H. Chowdary Director  
-----  
T.H. Chowdary

/s/ P.S. Raju Director  
-----  
P.S. Raju

/s/ S R Sukumara Director  
-----  
S R Sukumara

/s/ Donald Puglisi Authorized Representative  
-----  
Name: Donald Puglisi  
Title:

/s/ C.B. Mouli Director  
-----  
C.B. Mouli

II-6

Index to Exhibits

Sequentially

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Exhibit -----	Document -----	Numbered Page -----
(a) (i)	Form of Amendment No. 3 to the Deposit Agreement	
(a) (ii)	Amendment No. 2 to the Deposit Agreement	
(a) (iii)	Amendment No. 1 to the Deposit Agreement	
(a) (iv)	Deposit Agreement	
(b)	Supplemental Letter Agreement between the Depositary and Company	
(d)	Opinion of counsel to the Depositary	