

SATYAM COMPUTER SERVICES LTD  
Form SC TO-C  
May 20, 2009

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

**(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**SATYAM COMPUTER SERVICES LIMITED**

*(Name of Subject Company (Issuer))*

**VENTURBAY CONSULTANTS PRIVATE LIMITED**

and

**TECH MAHINDRA LIMITED**

*(Names of Filing Persons (Offeror))*

**Common Stock, par value Rs. 2.0 per share**

*(Title of Class of Securities)*

**CUSIP Number for Equity Shares: Y7530Q141;**

**CUSIP Number for American Depositary Shares: 804098101**

*(CUSIP Number of Class of Securities)*

**Milind Kulkarni**

**Vice President Finance**

**Tech Mahindra, Ltd.**

**Sharada Centre, Off Karve Road**

**Erandwane**

**Pune, 411 004, India**

**+91 20 6601 8100**

*(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)*

***Copies to:***

**Gina K. Gunning, Esq.**

**Peter E. Izanec, Esq.**

**Jones Day**

**901 Lakeside Avenue,**

**Cleveland, Ohio 44114**

**216-586-3939**

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**CALCULATION OF FILING FEE**

**Transaction Valuation**

\$N/A

**Amount of Filing Fee**

\$N/A

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

**SCHEDULE TO**

Attached hereto as Exhibit 99.1 is a release submitted by Venturbay Consultants Private Limited, a subsidiary of Tech Mahindra Limited, to various news agencies in the Netherlands with respect to its acquisition of a controlling stake in Satyam Computer Services Limited and specifically related to its appointment of a Dutch tender agent in connection with the contemplated tender offer.

Additional Information

In connection with its contemplated open public offer for certain equity shares of Satyam Computer Services, Ltd., Venturbay Consultants Private Limited, a subsidiary of Tech Mahindra Limited, will, directly and/or through an affiliate, file tender offer documentation with regulatory authorities including the Securities and Exchange Board of India and the United States Securities and Exchange Commission (SEC). This contemplated open public offer will be subject to various terms and conditions included in these materials. Investors and Satyam shareholders are strongly encouraged to read these materials once they become available including, for investors in Satyam's American Depositary Shares, the tender offer statement and related documents filed with the SEC, because they will contain important information. Documents filed with the SEC will be available for no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

Item 12 Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit 99.1      Release from Venturbay Consultants Private Limited, dated May 19, 2009, filed herewith.