

LARSEN & TOUBRO LTD /FI
Form SC 13D/A
April 23, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*
Satyam Computer Services Limited**

(Name of Issuer)
Common Stock, par value Rs. 2.0 per share

(Title of Class of Securities)
804098101

(CUSIP Number)
**N. Hariharan
Company Secretary
Larsen & Toubro Limited
L&T House, Ballard Estate
Mumbai 400 001, India
91-22-67525840**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

***With a copy to:*
Srinivas S. Kaushik
Kirkland & Ellis LLP
153 East 53rd Street
New York, New York 10001
(212) 446-4800
April 13, 2009**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 804098101

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NAMES OF REPORTING PERSONS

1

Larsen & Toubro Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

7

NUMBER OF 81,132,714 (See Item 5)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 81,132,714 (See Item 5)

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,132,714 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.0%* (See Item 5)

14 TYPE OF REPORTING PERSON

HC, CO

* The calculation of this percentage is based upon 673,884,281 equity shares of Common Stock outstanding, including 130,698,638 underlying equity shares for 65,349,319 ADSs, as of December 31, 2008, reported by the Issuer in its shareholding pattern for the quarter ended December 31, 2008, filed by the Issuer with the Bombay Stock Exchange on January 21, 2009.

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NAMES OF REPORTING PERSONS

1

L&T Capital Company Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES
BENEFICIALLY 8

OWNED BY 30,212,750 (See Item 5)

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

30,212,750 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

30,212,750 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.5%* (See Item 5)

TYPE OF REPORTING PERSON

14

CO

* The calculation of this percentage is based upon 673,884,281 equity shares of Common Stock outstanding, including 130,698,638 underlying equity shares for 65,349,319 ADSs, as of December 31, 2008, reported by the Issuer in its shareholding pattern for the quarter ended December 31, 2008, filed by the Issuer with the Bombay Stock Exchange on January 21, 2009.

This Amendment No. 2 to Schedule 13D amends the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the Securities and Exchange Commission (the Commission) on February 6, 2009 and amended by Amendment No. 1 (the Schedule 13D), relating to the shares of common stock, par value Rs. 2.0 per share (the Common Stock), of Satyam Computer Services Limited, a corporation organized under the laws of the Republic of India (the Issuer), with principal executive offices at Satyam Infocity, Unit 12, Plot No. 35/36, Hi-tech City layout, Survey No. 64, Madhapur Hyderabad 500 081, Andhra Pradesh, India. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Schedule 13D. Except as expressly set forth herein, there have been no changes to the information set forth in the Schedule 13D.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following:

The Reporting Persons submitted an offer in the Bid Process however on April 13, 2009, the Issuer announced that it had decided to enter into a transaction with another bidder. As part of the Bid Process, the Reporting Persons entered into a standstill agreement with respect to future acquisition, disposition or transfer of securities of the Issuer. Pursuant to the standstill agreement, the Reporting Persons are prohibited from tendering their shares of the Issuer in the open public offer to be commenced by the successful bidder in the Bid Process. The standstill agreement terminates six months from the date of public announcement of the public offer by the successful bidder. The standstill agreement is attached as Exhibit 99.1 hereto and this summary of the standstill agreement is qualified in its entirety with reference thereto.

The information set forth in Item 3 of the Schedule 13D is hereby incorporated herein by reference.

Item 7. Material to be Filed as Exhibits E

Exhibit 99.1 Standstill Agreement between Satyam Computer Services Limited and Larsen & Toubro Limited, dated March 26, 2009

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 22, 2009

LARSEN & TOUBRO LIMITED

By: /s/ N. Hariharan

Name:

N. Hariharan

Title: Company Secretary

L&T CAPITAL COMPANY LIMITED

By: /s/ P.S. Kapoor

Name:

P. S. Kapoor

Title: Company Secretary