

# SECURITIES AND EXCHANGE COMMISSION

## FORM F-6 POS

Post-effective amendment to a F-6EF registration

Filing Date: **2013-01-11**  
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### SUBJECT COMPANY

#### **iGATE Computer Systems Ltd**

CIK: **1324503** | IRS No.: **000000000** | State of Incorporation: **K7** | Fiscal Year End: **1231**  
Type: **F-6 POS** | Act: **33** | File No.: **333-129788** | Film No.: **13525369**  
SIC: **7371** Computer programming services

#### Mailing Address

*ARKUTI SOFTECH PARK  
MIDC CROSS ROAD NO.21  
ANDHERI (EAST) K7 400 093*

#### Business Address

*ARKUTI SOFTECH PARK  
MIDC CROSS ROAD NO.21  
ANDHERI (EAST) K7 400 093  
91 22 5693 0500*

### FILED BY

#### **BANK OF NEW YORK / ADR DIVISION**

CIK: **1201935** | IRS No.: **135160382** | State of Incorporation: **NY**  
Type: **F-6 POS**  
SIC: **8880** American depository receipts

#### Mailing Address

*ATTN: THERESA BOTROS -  
15EAST  
101 BARCLAY STREET  
NYC NY 10286*

#### Business Address

*AMERICAN DEPOSITARY  
RECEIPTS DIVISION  
101 BARCLAY STREET -  
22WEST  
NYC NY 10286  
212-815-4601*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO THE  
FORM F-6  
REGISTRATION STATEMENT

under  
THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts

**iGATE COMPUTER SYSTEMS LIMITED**

**(Formerly known as Patni Computer Systems Limited)**

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

**N/A**

(Translation of issuer's name into English)

India

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depository as specified in its charter)

One Wall Street  
New York, New York, 10286  
(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

**The Bank of New York Mellon  
ADR Division**

**One Wall Street, 11<sup>th</sup> Floor  
New York, New York, 10286  
(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Brian D. Obergfell, Esq.  
Emmet, Marvin & Martin, LLP  
120 Broadway  
New York, New York, 10271  
(212) 238-3010**

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.

## **EXPLANATORY NOTE**

The offering made under this Registration Statement has been terminated. Accordingly, the Registrant hereby deregisters all remaining American Depositary Shares previously registered by this Registration Statement that have not been issued.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet  
Location in Form of Receipt

Item Number and Caption Filed Herewith as Prospectus

1. Name and address of depository Introductory Article

2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities

Terms of Deposit:

- |  |   |
|--|---|
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts                           | Face of Receipt, upper right corner     |
| (ii) The procedure for voting, if any, the deposited securities  | Articles number 15, 16 and 18           |
| (iii) The collection and distribution of dividends   | Articles number 4, 12, 13, 15 and 18    |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16 and 18       |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18       |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Articles number 12, 13, 15, 17 and 18   |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21               |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article number 11                       |
| (ix) Restrictions upon the right to deposit of withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depository  | Articles number 13, 18, 19 and 21       |

3. Fees and Charges Articles number 7 and 8

Item – 2. Available Information

Information furnished by issuer Article number 11

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item - 3. Exhibits

- a. Form of Deposit Agreement dated as of December 7, 2005, among Patni Computer Systems Limited, The Bank of New York, as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. -- Filed previously.
- b. Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. – Not applicable.
- 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. -- See (a) above.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed previously.
- e. Certification under Rule 466. – Filed herewith as Exhibit 5.

#### Item - 4. Undertakings

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, 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 amounts of fees charged are 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 ADR thirty days before any change in the fee schedule.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 11, 2013.

Legal entity created by the agreement for the issuance of American  
Depository Receipts for Ordinary Shares of iGATE Computer Systems  
Limited.

By: The Bank of New York Mellon,  
As Depositary

By: /s/ Robert W. Goad  
Name: Robert W. Goad  
Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, iGATE Computer Systems Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Mumbai, India, on January 11, 2013.

### **iGATE Computer Systems Limited**

By: /s/ Mukund Srinath  
Name: Mukund Srinath  
Title: Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on January 11, 2013.

/s/ Phaneesh Murthy Principal executive officer  
Phaneesh Murthy

/s/ Ananth Nayak Principal financial and accounting officer  
Ananth Nayak

/s/ Phaneesh Murthy Director  
Phaneesh Murthy

/s/ Sujit Sircar Director  
Sujit Sircar

/s/ Mukund Srinath Director  
Mukund Srinath

/s/ Phaneesh Murthy Authorized Representative in the United States  
Phaneesh Murthy

INDEX TO EXHIBITS

Exhibit  
Number

Exhibit

5

Certificate under Rule 466.





Exhibit 5

Certification Under Rule 466

The Depositary, The Bank of New York Mellon, represents and certifies the following:

- (1) That it previously has filed a Registration Statement on Form F-6 (iGATE Computer Systems Limited, Registration No. 129788) which the Commission declared effective, with terms of deposit identical to the terms of deposit of this Registration Statement except for the number of foreign securities a Depositary Share represents.
- (2) That its ability to designate the date and time of effectiveness under Rule 466 has not been suspended.

THE BANK OF NEW YORK MELLON,  
As Depositary

By: /s/ Robert W. Goad  
Name: Robert W. Goad  
Title: Managing Director