

SIFY LTD  
Form 6-K  
August 31, 2006

**Table of Contents**

**United States Securities and Exchange Commission  
Washington, DC 20549  
FORM 6-K  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934  
For August 18, 2006  
Commission File Number 000-27663  
SIFY LIMITED**

(Translation of registrant's name into English)

Tidel Park, Second Floor  
No. 4, Canal Bank Road, Taramani  
Chennai 600 113, India  
(91) 44-254-0770

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1). Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7). Yes  No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If "Yes" is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b). Not applicable.

**TABLE OF CONTENTS**

Item 9.01. Financial Statements and Exhibits

Signatures

EXHIBIT INDEX

EXHIBIT 99.1

EXHIBIT 99.2

EXHIBIT 99.3

EXHIBIT 99.4

EXHIBIT 99.5

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**Table of Contents**

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Notice to Shareholders.

99.2 Explanatory Statement Pursuant to Section 173(2) of the Indian Companies Act 1956.

99.3 Proxy Form.

99.4 Letter to ADS Holders.

99.5 Chairman s Letter.

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**Table of Contents**

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 31, 2006

SIFY LIMITED

By: /s/ Durgesh Mehta

Name: Durgesh Mehta

Title: Chief Financial Officer

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**Table of Contents**

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Exhibit Number	Description
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99.2	Explanatory Statement Pursuant to Section 173(2) of the Indian Companies Act 1956.
99.3	Proxy Form.
99.4	Letter to ADS Holders.
99.5	Chairman s Letter.