

the above-entitled proceeding.

2. Respondent acknowledges that it was advised of the right to be represented by legal counsel, and if represented by legal counsel that such legal representation was satisfactory.

3. Respondent acknowledges that its authorized representative signing this Consent Agreement has read and understands each term of this Consent Agreement and Final Order. Respondent acknowledges that it enters into this Consent Agreement voluntarily, and without reservation. Respondent further acknowledges that this Consent Agreement constitutes the entire agreement between the parties and that no other promises or agreements, either express or implied, have been made by the Department or by any member, officer, agent or representative of the Department or the Commissioner to induce Respondent to enter into this Consent Agreement.

4. The Department contends as set forth in the Fact Assertions and Conclusions of Law in the Notice. Respondent neither admits nor denies the Fact Assertions and Conclusions of Law in the Notice. The Department and Respondent have elected to resolve these matters as follows:

(a) Respondent agrees that its administrator license will be revoked on the date the Final Order is signed.

(b) Respondent agrees that it will not apply for an administrator license for a period of 1 year from the date the Final Order is signed. Respondent agrees that if it applies for an administrator license before the 1 year period has expired, the Department and Commissioner will summarily deny the application without an opportunity for a hearing.

(c) If Respondent wishes to apply for an administrator license after the 1 year period has expired, Respondent must successfully complete all licensing requirements then in effect. Further, the Department and Commissioner may deny the license provided that the license denial is not based solely on the Notice, the allegations contained in the Notice, or this Consent Agreement and Final Order.

(d) Respondent agrees to comply with the terms and conditions of this Consent Agreement, the Insurance Code and all other regulations of the state of Montana.

(e) Under authority of the Code, the Department hereby agrees that it will not

initiate any civil or administrative action against Respondent regarding the allegations contained in this action.

(f) Respondent fully and forever releases and discharges the Department, the elected Commissioner and all Department employees from any and all actions, claims, causes of action, demands, or expenses for damages or injuries that may arise from the allegations underlying this Agreement, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the action.

(g) Respondent specifically and affirmatively waives a contested case hearing and all rights to appeal under the Montana Administrative Procedure Act, Mont. Code Ann. § 2-4-101, et seq., and elects to resolve this matter on the terms and conditions set forth herein.

5. This Consent Agreement shall be incorporated and made a part of the attached Final Order issued by the Commissioner herein. Respondent understands that this Consent Agreement is not effective until such time as the Final Order is signed.

6. Respondent understands that this Consent Agreement and Final Order is a public record under Montana law and, as such, may not be sealed or otherwise withheld from the public.

7. Respondent further understands that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an order of the Commissioner and failure to comply with the same may constitute separate violations of the Montana Insurance Code, pursuant to Mont. Code Ann. § 33-1-318, and/or other applicable statutes or rules, and may result in subsequent legal action by the Department.

ACCEPTED BY SATYAM BPO LIMITED on this 2nd day of June, 2011.

By: [Signature]

Printed Name: Tottiya Senguta

Its: Head-Finance

ACCEPTED BY THE INSURANCE DEPARTMENT on this 8th day of June, 2011.

[Signature]
JENNIFER MASSMAN
Attorney for the Insurance Department

FINAL ORDER

Pursuant to the authority vested by the Mont. Code Ann. §2-4-603 and § 33-1-101, et seq., and on the basis of the Findings of Fact and Conclusions of Law set out in the Notice of Proposed Agency Action in this matter, the foregoing Consent Agreement and Respondent's consent to the entry of this order, for the purpose of settling this matter prior to a hearing, and without admitting or denying any of the Findings of Fact or Conclusions of Law,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the Department and the Respondent is adopted as if set forth fully herein;

IT IS FURTHER ORDERED that the Department and Respondent comply with the provisions of the foregoing Consent Agreement.

DATED this 12TH day of August, 2011.

MONICA J. LINDEEN
Commissioner of Securities and Insurance
Montana State Auditor

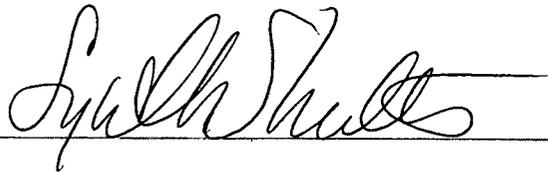

By: ROBERT W. MOON
Deputy Insurance Commissioner

CERTIFICATE OF SERVICE

I hereby certify that on the 12th day of August, 2011, I served a true and accurate copy of the foregoing Consent Agreement and Final Order upon the Respondent and Department, by mail, postage prepaid, or by hand-delivery at the following address:

Satyam BPO Limited
c/o Diya Mathews, Esq.
The Chugh Firm
70 Wood Ave. South, 1st Floor
Iselin, NJ 08830-2714
(Attorney for Respondent)

Jennifer Massman
Staff Attorney
Insurance Department



A handwritten signature in cursive script, appearing to read "Jennifer Massman", is written over a horizontal line.