



**INTELLIGENCE
IS AT THE CORE OF OUR
THINKING**



AVAYA
GLOBALCONNECT
INTELLIGENT COMMUNICATIONS



AVAYA INTELLIGENT COMMUNICATIONS.
NOT JUST A COMMUNICATIONS SOLUTION –
A COMPETITIVE ADVANTAGE.

The last few years have seen tremendous strides in the capabilities of business communications, and Avaya has led many of those advances.

All over the world, more than a million businesses, government entities and non-government organizations are using Avaya applications, systems and services to extend their reach to people, accelerate their communications, and enrich their productivity like never before.

We at Avaya introduced the concept of Intelligent Communications. Since that time, we have been making that vision a reality, and business communications has never

been the same. Intelligent Communications is using innovative communications solutions to enhance and extend the capabilities of people and processes and deliver sustained competitive advantage to our customers.

It is this thinking that has made 70% of the Fortune 500 companies turn to Avaya, to empower them with Intelligent Communications solutions. And today, we are the world leaders in IP Telephony, Unified Communications, Communications Enabled Business Processes and Contact Centers.



AVAYA IP TELEPHONY

CHANGING THE WAY BUSINESS IS DONE.

Avaya IP Telephony does more than just bring voice, data, and video together. It opens a new world of opportunities that can make workers more productive, processes more intelligent and customers more satisfied. That's why so many customers are already relying on Avaya and have made us #1 in the world for IP telephony.

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AVAYA CONTACT CENTERS

NOW CONTACT CENTERS GIVE MORE THAN CUSTOMER SERVICE. THEY GIVE CUSTOMER DELIGHT.

Contact centers are the face to current and prospective customers. Whether the customers are contacting or one is proactively contacting them, an Avaya Intelligent Communications Contact Center solution works to implement and integrate the solution that best delivers optimal customer delight.

AVAYA UNIFIED COMMUNICATIONS BRING EVERYTHING TOGETHER FOR THE WORKERS, SO THEY CAN DO MORE FOR THE CUSTOMERS.

A missed phone call can be a missed opportunity. An e-mail that isn't responded to quickly enough can mean a lost customer. And a fellow employee who's unreachable can create delays and even mistakes when important decisions need to be made. But Avaya Unified Communications can turn those potential problems into real productivity.



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AVAYA COMMUNICATIONS ENABLED BUSINESS PROCESSES EMBED SOLUTIONS INTO PROCESSES, AND MAKE THE PROCESSES MORE PRODUCTIVE.

Customers are demanding faster, more reliable service. So for a business to stay competitive, it needs to have the information to make decisions as quickly as possible. But even while moving faster, there can still be no room for any errors or misjudgments. Because a fast decision that's wrong is bad for the customers and bad for the business. Avaya Communications Enabled Business Processes reduce human latency and enable business decisions to be made faster, easier and more accurately than ever before.





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Company Information

Directors

Mark Leigh - Chairman
Niru Mehta - Vice-Chairman & Managing Director
S. Ramakrishnan
Pradeep Mallick
C. B. Bhavé
David P. Johnson
Amarnath K. Pai
Ravi Sethi - *Resigned w.e.f. 16.05.07*
Rohit Menezes - *Appointed w.e.f. 25.01.07*

Company Secretary

Vishal Kohli

Auditors

M/s. Lovelock & Lewes,
Chartered Accountants

Registered Office

72, Kalpataru Synergy, Opp. Grand Hyatt,
Vakola, Santacruz (East),
Mumbai - 400 055

Corporate Office

DLF Square, II Floor, M-Block, Jacaranda Marg,
DLF City, Phase-II,
Gurgaon - 122 002

Works

E-1/I, Gandhinagar Electronics Estate,
Gandhinagar - 382 028, Gujarat

Regional Offices

Bangalore, Chennai, Gurgaon, Kolkata, Mumbai, Pune

Branches and Service Centres

Ahmedabad, Baroda, Bhubaneshwar, Bilaspur,
Chandigarh, Cochin, Guwahati, Hyderabad,
Indore, Jaipur, Jammu, Jamshedpur, Ranchi,
Lucknow, Nagpur, Surat, Tezpur

Bankers

- Bank of India
Calyon Bank
IDBI Bank Limited

Registrars and Share Transfer Agents

TSR DARASHAW LIMITED (Formerly Tata
Share Registry Limited)
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Audit Committee

Pradeep Mallick - Chairman
C. B. Bhavé
S. Ramakrishnan
Amarnath K. Pai

Shareholders'/Investors' Grievance Committee

Pradeep Mallick - Chairman
Niru Mehta
C. B. Bhavé

Ethics and Compliance Committee

Pradeep Mallick - Chairman
C. B. Bhavé
Niru Mehta

Remuneration Committee

Pradeep Mallick - Chairman
C. B. Bhavé
S. Ramakrishnan
Amarnath K. Pai

Notice

AVAYA GLOBALCONNECT LIMITED

Notice is hereby given that the Twenty First Annual General Meeting of the members of Avaya GlobalConnect Limited will be held on Wednesday, the 23rd day of January, 2008 at 03:30 P.M. at the M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20 Kaikhushru Dubash Marg (Near Jehangir Art Gallery), Kala Ghoda, Mumbai – 400001, to transact the following business :

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report, audited Profit and Loss Account for the period ended September 30, 2007 and the Balance Sheet as at that date.
2. To declare dividend on equity shares
3. To appoint a Director in place of Mr. Mark Leigh who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. C. B. Bhavé who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr. Pradeep Mallick who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :-

“RESOLVED that Mr. Rohit Menezes, who was appointed as Additional Director by the Board of Directors of the Company pursuant to Article 151 of the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :-

“RESOLVED that in supersession of Resolution No. 16 passed at the 5th Annual General Meeting of the Company held on August 28, 1991 and pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) ('the Act'), the Company hereby approves that the Register of Members, Index of Members, Register and Index of Debenture holders (if any), Returns of Allotment made from time to time and copies of all the Annual Returns prepared under Section 159 of the Act, along with other certificates and documents required to be annexed thereto under Section 161 of the Act and other applicable provisions, be kept at the offices of TSR Darashaw Ltd., Registrars and Share Transfer Agents of the Company at 6-10, 1st Floor, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 and / or Pooja Apartment, Ground Floor, Near Vitrum Glass, Opp. HCC Ltd., L. B. S. Road, Vikhroli (West), Mumbai – 400 079.”

Notes :

- a. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under items 7 & 8 set out above are annexed hereto. The relevant details in respect of item nos. 3 to 5 above, as required by Clause 49 of the Listing Agreement entered into with Stock Exchanges are also annexed.
- b. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member. In order to be effective, the proxy must be received by the Company not less than 48 hours before the meeting.
- c. Member / Proxy holder must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
- d. The Company has obtained the approval of the Registrar of Companies, Maharashtra, Mumbai under

Sub Section (1) of Section 166 of the Companies Act, 1956, for extension of time for holding the Annual General Meeting of the Company.

- e. The Register of Members and the Share Transfer Books of the Company will remain closed from December 28, 2007 to January 23, 2008 (both days inclusive).
- f. The dividend on Equity Shares as recommended by the Directors for the period ended September 30, 2007, if declared at the meeting will be paid on and after February 06, 2008, to those Members whose names appear on the Register of Members of the Company on January 23, 2008. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on December 27, 2007, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
- g. As per the provisions of the Companies Act, 1956, facility for making nominations is now available for shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrars and Share Transfer Agents of the Company.
- h. Members are requested to notify, immediately, any change in their address to the Company's Registrars and Share Transfer Agents.
- i. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- j. Members are requested to bring their copy of the Annual Report.
- k. Members are advised to avail ECS facility for the credit of dividend directly to their bank accounts. This facilitates quick credit of the dividend amount and eliminates any delay or loss of the dividend warrants in transit and also ensures safety against fraudulent encashment.
- l. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 1997-98 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Dividends for the financial year ended March 31, 2002 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they become due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Transfer Agents, M/s. TSR Darashaw Limited, immediately.

Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.

- m. As the members are aware, your Company's shares are tradable compulsorily in electronic form. In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of dematerialisation of the Company's shares on either of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
- n. In order to provide protection against fraudulent encashment of the warrants, members holding shares in physical form are requested to intimate the Registrar and Share Transfer Agents under the signature of the Sole / First holder, the following information to be incorporated on the Dividend Warrants : (i) Name of the Sole / First joint holder and the folio number, (ii) Particulars of the Bank Account viz., (1) Name of the Bank, (2) Name of the Branch, (3) Complete address of the Bank with Pin code number, and (4) Bank Account no. allotted by the Bank.

In respect of other matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name / address etc., the members are requested to approach the Company's Registrars and Share Transfer Agents, in case of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company / Registrars and Share Transfer Agents, members are requested to quote their account / folio numbers or DP ID and Client ID for physical or electronic holdings respectively.