

SHARPNESS.
THAT'S THE
DIFFERENCE.

AVAYA
GLOBALCONNECT
INTELLIGENT COMMUNICATIONS

22nd
ANNUAL
REPORT
2007-08

AVAYA GLOBALCONNECT LIMITED





From left to right:

- (1) Mr. S. Ramakrishnan
- (2) Mr. C. B. Bhave (resigned)
- (3) Mr. Pradeep Mallick
- (4) Mr. Mark Leigh (resigned)
- (5) Mr. David P. Johnson (resigned)
- (6) Mr. David Manganello
- (7) Mr. Amarnath K. Pai
- (8) Mr. Niru Mehta

BOARD OF DIRECTORS

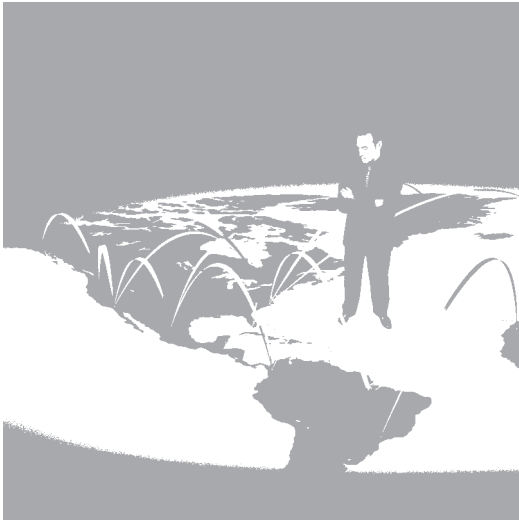
CHANGING
THE WAY
BUSINESSES
OPERATE

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GREEN
INTELLIGENCE
THE PATH TO A
GREENER PERFORMANCE





In today's complex and challenging business environment, Avaya GlobalConnect understands the importance of delivering Intelligent Communications Solutions that help businesses do more than just communicate better. Organizations are always looking for solutions that will help them to reduce costs & increase profitability.

That is why we at Avaya GlobalConnect create solutions that not just suit every industry's unique needs but also deliver significant returns on investment.

Avaya GlobalConnect enables enterprises, small to large, achieve superior results by designing, building and managing their communications network.

Our offerings range from converged voice, data and video networks to contact center solutions to unified communications solutions, and customer services. We are a dominant player in the contact center market. In order to provide best-in-class converged communications products and solutions, Avaya GlobalConnect has partnered with global technology leaders-Polycom, NICE Systems, Plantronics, Extreme Networks & Juniper. Our Company has strategic alliances with systems integrators such as IBM, HP, etc.

With strength of around 700+ professionals, Avaya GlobalConnect has over 20 offices spread across the country. The Company has an extensive distribution network comprising over 50 systems integrators, channel partners and dealers providing a world-class service to over 6,000 customers.

Any organization's 'carbon footprint' is the direct effect of emissions from employees travelling to and from work, consuming electricity and occupying large space.

Avaya GlobalConnect designs products, applications and solutions, which can help organizations become more environment-friendly and profitable. These solutions help minimize travel by supporting remote workers, collaboration via audio and web conferencing, data center foot print reductions and more.



Green Intelligence is a forward thinking and an innovative communication platform that not just enables organizations to reduce their carbon footprint but also helps contribute to the bottom line by dramatically saving on electricity, fuel and realty investment.

Green Intelligence solutions have a positive impact not just on environment and profits, but also on employee productivity and process efficiency.

With Green Intelligence in their system, organizations can change the way people work. With these solutions employees collaborate as effectively from a remote work site as they do when in the office. And eliminating the daily commute and giving people the freedom to work from home, helps them save on fuel, insurance, parking and other commuting costs. This in effect boosts their morale and motivate them to put in that extra effort when required.

Green Intelligence helps organizations take a measurable path to a greener performance.



WINNING
ALL THE WAY

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Company Information

Directors

Mark Leigh - Chairman - *Resigned w.e.f. 20.10.08*

Niru Mehta - Vice-Chairman & Managing Director

S. Ramakrishnan

Pradeep Mallick

C. B. Bhavé - *Resigned w.e.f. 15.02.08*

David P. Johnson - *Resigned w.e.f. 08.05.08*

Amarnath K. Pai

Rohit Menezes - *Resigned w.e.f. 23.01.08*

David Manganello - *Appointed w.e.f. 23.01.08*

John DiLullo - *Appointed w.e.f. 24.11.08*

Company Secretary

Vishal Kohli

Auditors

M/s. Lovelock & Lewes,
Chartered Accountants

Bankers

Bank of India
Calyon Bank
IDBI Bank Limited

Registered Office

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

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

Corporate Office

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

Audit Committee

Pradeep Mallick - Chairman
S. Ramakrishnan
Amarnath K. Pai

Works

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

Shareholders'/Investors' Grievance Committee

Pradeep Mallick - Chairman
Niru Mehta

Regional Offices

Bangalore, Chennai, Gurgaon, Kolkata, Mumbai, Pune

Ethics and Compliance Committee

Pradeep Mallick - Chairman
Niru Mehta

Branches and Service Centres

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

Remuneration Committee

Pradeep Mallick - Chairman
S. Ramakrishnan
Amarnath K. Pai

Notice

AVAYA GLOBALCONNECT LIMITED

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Avaya GlobalConnect Limited will be held on Thursday, the 29th day of January, 2009 at 11:00 A.M. at the Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021, 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, 2008 and the Balance Sheet as at that date.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Amarnath K. Pai who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. S. Ramakrishnan who retires by rotation and is eligible for re-appointment.
5. 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

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

"RESOLVED that Mr. David Manganello, 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."

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

"RESOLVED that Mr. John DiLullo, 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 an Ordinary Resolution :-

"RESOLVED that pursuant to Sections 198, 269, 310-312, 317, 384-388 of the Companies Act, 1956, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended, the consent of the members be and is hereby accorded to the appointment of Mr. Anil Nair, as 'Manager' of the Company, for a period of 3 (three) months w.e.f. 1st January, 2009 to 31st March, 2009, and payment of remuneration, on the terms and conditions set out below :

1. Period of Appointment :

1st January, 2009 to 31st March, 2009.

The services of the Manager may be terminated by either party, by giving the other party three (3) months' notice or either party paying three (3) months' consolidated salary in lieu of the notice period or part thereof.

2. Nature of Duties :

The Manager will overall manage the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors and shall also perform other duties and services as may from time to time be entrusted to him by the Board of Directors of the Company.

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3. Remuneration / Salary :

Particulars	Amount per month (in Rs.)	Description
Basic	1,78,750/-	
House Rent Allowance (HRA)	97,500/-	
Sodexho Coupon	3,000/-	
Education Allowance	200/-	
Telephone Reimbursement	2,750/-	
Car – EMI	23,143/-	
Fuel & Maintenance Reimbursement	20,000/-	
Driver Reimbursement	9,000/-	
Other Allowance	1,98,879/-	
CCA	4,500/-	
Medical Expenses	1,250/-	
Gratuity	8,598/-	4.81% of the basic
Provident Fund	21,450/-	12% of basic
Superannuation	26,813/-	15% of basic
Incentive (Performance linked)	2,75,000/-	On 100% performance
Company Performance Incentive (CPI)	45,833/-	5% of CTC
Total salary per month	9,16,666/-	

4. Other Allowances and Perquisites :

The other allowances and perquisites will be inclusive of the following :

(i) Communication facilities :

The Company shall provide cellphone facility to the Manager, the expenses for which shall be reimbursed at actuals.

(ii) Special Bonus :

Such remuneration by way of Special Bonus, based on the performance of the Manager, as may be deemed fit by the Company from time to time, however, not to exceed Rs. 2,00,000/- per month.

5. Others :

(i) Leave Encashment :

Encashment of leave at the end of the tenure as per the rules of the Company.

(ii) Payment / Reimbursement of entertainment, traveling and other expenses incurred for the business of the Company. The Manager shall also be entitled to Credit Card for enabling him to make payment of expenses incurred for the business of the Company. Further, the Manager shall be entitled to reimbursement of expenses incurred by him through credit card, for the business of the Company.

(iii) The Manager shall be entitled to Health / Medical Insurance for self and family. The Manager shall also be entitled to Personal Accident Insurance cover. The limits in respect of Health / Medical Insurance and Personal Accident Insurance shall be as applicable from time to time.

Explanation :

Perquisites, allowances and amenities, etc. shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

'Family' means the spouse, dependent children and dependent parents of the Manager.

Company's contribution to Provident Fund and Superannuation or Annuity fund to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.