



moving forward

23rd annual report

2008



our vision

To be a World Class Solution Integrator of Choice in Enterprise Communication

our mission

To Provide Best-in-class Enterprise Communication Solutions Enabling Customers to Accelerate their Business Performance

our values

- Will to Win
- Integrity, Fairness and Responsiveness
- Accountability, Empowerment and Collaboration
- Continuous Improvement
- Innovation



AVAYA aura

AGC solutions have a new Aura

Avaya GlobalConnect (AGC) is changing. And the change has been spurred by the prevailing tough economic environment which is compelling Indian companies to scrutinize their operating costs, improve productivity and their bottomlines by slashing expenditure on communications, acquire new customers and grow.

A new technology solution unveiled by Avaya, Avaya Aura™ is a breakthrough architecture that easily integrates communications across multi-vendor, multi-location and multi-modal businesses. Avaya Aura is a breakthrough in business communications - a unified communications platform that enables on-demand collaboration and customer service - faster, with less complexity and at lower cost - anywhere in the world.

A milestone for Avaya and business communications broadly, Avaya Aura, provides enterprise-wide **Unified Communications** and **Contact Center** applications. It goes beyond existing telephony and data communications networks and introduces a platform that unifies all forms of communication (voice, messaging, e-mail, voice mail, and more), without sacrificing any of the resiliency, security and performance that Avaya communications systems have always been known for.



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Company Information

Directors

S. Ramakrishnan - Chairman
 Amarnath K. Pai - Vice-Chairman
 Anil Nair - Managing Director
 Anil Batra
 Christopher Formant
 David Manganello
 Hoshang Noshirwan Sinor
 Pamela F. Craven

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, 19th 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, Bilaspur,
 Chandigarh, Guwahati, Hyderabad,
 Jamshedpur, Kochi, Lucknow, Noida,
 Nagpur, Surat, Vadodara

Bankers - Bank of India

Calyon Bank
 IDBI Bank Limited

Registrars and Share Transfer Agents

TSR DARASHAW LIMITED
 6-10, Haji Moosa Patrawala Industrial Estate,
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Audit Committee

Hoshang Noshirwan Sinor - Chairman
 S. Ramakrishnan
 Amarnath K. Pai
 Anil Batra

Shareholders'/Investors' Grievance Committee

Anil Batra - Chairman
 Hoshang Noshirwan Sinor
 Anil Nair

Ethics and Compliance Committee

Anil Batra - Chairman
 Hoshang Noshirwan Sinor
 Anil Nair

Remuneration Committee

Hoshang Noshirwan Sinor - Chairman
 S. Ramakrishnan
 Amarnath K. Pai
 Anil Batra
 Pamela F. Craven

Notice

AVAYA GLOBALCONNECT LIMITED

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Avaya GlobalConnect Limited will be held on Friday, the 29th day of January, 2010 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, 2009 and the Balance Sheet as at that date.
2. To declare dividend on equity shares
3. To appoint a Director in place of Mr. David Manganello who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Amarnath K. Pai 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. Anil Batra, 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. Christopher Formant, 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 Ms. Pamela F. Craven, 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED that Mr. Hoshang Noshirwan Sinor, 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."

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10. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions :-

(a) "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 the period from 1st April, 2009 to 27th April, 2009, and payment of remuneration, on the terms and conditions set out below :

1. Period of Appointment :

1st April, 2009 to 27th April, 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.

3. Remuneration / Salary :

Particulars	Amount per month (in Rs.)	Description
Basic	1,78,750/-	
House Rent Allowance (HRA)	97,500/-	
Sodexo 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	9,16,667/-	

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.