

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 19th Annual Report and the audited accounts for the year ended 31st March 2020.

1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The summarized financial results of the company are given in the table below.

(Rupees in INR Millions)

	31.03.2020	31.03.2019
Sales and Other Income	6419.702	6906.971
Profit/(Loss) before Depreciation	1028.370	957.332
Depreciation	334.751	125.883
Profit/(Loss) before Taxation	693.619	831.449
Provision for Taxation:		
Current Taxes	213.361	286.518
Deferred Taxes	124.903	(10.735)
Profit/(Loss) after Taxation	355.355	555.666

2. STATE OF COMPANY AFFAIRS & NATURE OF BUSINESS:

Current Business: The Company is providing business collaboration and communication services and solutions to its customers in India.

Future Outlook: The Company will continue to render business collaboration and communication services and solutions to its customers in India and also focus on global communication systems and global services delivery business activities during the year to further consolidate their commitment emphasized last year.

3. DIVIDEND:

To conserve the long term resources, your directors do not recommend any dividend for the period under review.

4. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company since the close of the financial year till the date of this report.

5. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Since your Company operates in Software services, the information as required under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are reported below to the extent applicable.

The operations of your Company are not energy intensive. Adequate measures have, however, been taken to reduce energy consumption Energy-efficient transformers and UPS systems have been purchased.

6. FOREIGN EARNINGS AND OUTGO:

		(Rupees in INR Million)	
Sl. No		2019-20	2018-19
1.	Foreign Exchange Earnings	3259.827	4025.617
2.	Foreign Exchange Outgo	363.774	1205.509

7. RISK MANAGEMENT:

The Company has in place appropriate and robust risk management and mitigation policies and processes.

8. DIRECTORS:

Present directors of the Company are:

1. Mr. Raman Adlakha
2. Mr. Mark John Hamilton
3. Mr. Badriprasad Laxman Iyer
4. Mr. Amit Grover

None of the Directors had incurred disqualification as per Section 164 of the Companies Act, 2013 during the year under review.

A) Changes in Directors and Key Managerial Personnel:

1. Mr. Madhu Sivaram Muttathil resigned as Director of the company with effect from May 13, 2020 and the Board appreciated the valuable service rendered by him during his tenure as a director of the company.
2. Mr. Raman Adlakha was appointed as the Additional Director of the company with effect from December 17, 2019 and holds the office up to the date of the AGM. The Board of Directors recommend his appointment as a director of the company at the ensuing AGM.

Being a private Company, none of the Directors are liable to retire by rotation.

B) Declaration by an Independent Director(s) and re- appointment, if any:

These provisions are not applicable to the Company.

C) Formal Annual Evaluation

These provisions are not applicable to the Company.

9. AUDITORS AND AUDITORS' REPORT:

Statutory Auditors:

The Directors recommend ratification of the appointment of M/s Price Waterhouse & Co. Chartered Accountants, LLP, Chartered Accountants (Firm Registration No. 304026E/E-300009) Pune, as statutory auditors at the ensuing annual general meeting of the Company in terms of the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014.

The Company has received a written consent and certificate from the said Auditors to the effect that their ratification, if made, shall be in terms of the provisions of section 141 of the Companies Act, 2013.

Auditors' Report:

Explanation to the following Paragraphs of the Auditors' Report is as under:

- 1. Para [2] to the Auditor's Report:** As per Sec 134(5) of the Companies Act, financial statements have been prepared in compliance with the applicable Ind AS.
- 2. Para [9] to the Auditor's Report:** The Financial statements of the Bangladesh Branch are audited by a reputed local CA Firm - Nurul Faruk Hasan & Co. The Firm is an independent member of Deloitte International. The Sri Lanka Branch financials are audited by DPR & Co - Chartered Accountants. Sri Lanka.

The Directors are of the view that the financials are true and correct and give a fair view of the financial position as on 31st March 2020.

- 3. Rest of the observations of the auditors in their report are self- explanatory and therefore, in the opinion of the Directors, do not call for further comments.**

10. SHARE CAPITAL:

During the Financial year 2019-20, the Authorised Share Capital of the Company is Rs. 16,45,00,000/- (Rupees sixteen crores and forty five lakhs only), divided into 1,64,50,000 (one crore sixty four lakhs and fifty thousand) Equity shares of Rs. 10/- (Rupees ten only) each.

The Paid-up Capital of the Company is Rs. 14,16,50,000/- (Rupees fourteen crores sixteen lakhs fifty thousand only) divided into 1,41,65,000 (one crore forty one lakhs sixty five thousand) Equity shares of Rs. 10/- (Rupees ten only) each.

A) Issue of Equity Shares:

The Company has not issued any Equity shares during the financial year under review.

B) Issue of Preferences shares:

The Company has not issued Preferences shares during the financial year under review.

C) Issue of sweat equity shares:

The Company has not issued any Sweat Equity Shares during the financial year under review.

D) Issue of employee stock options:

The Company has not issued any shares under Employee Stock Options during the financial year under review.

E) Buy back of securities:

The Company has not bought back any of its securities during the period under review.

F) Provision of money by the company for purchase of its own shares by employees or by Trustees for the benefit of employees

The Company has not made any provision for purchase of its own shares by employees or by trustees for the benefit of employees.

11. AUDIT COMMITTEE:

These provisions are not applicable to the Company.

12. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

These provisions are not applicable to the Company.

13. NOMINATION AND REMUNERATION COMMITTEE:

These provisions are not applicable to the Company.

14. LOAN GIVEN, INVESTMENT MADE ETC. IN TERMS OF SECTION 186:

During the year under review, the Company has neither given any loans nor made any investment and also not provided any security in terms of section 186 of the Companies Act, 2013.

15. MANAGERIAL REMUNERATION:

These provisions are not applicable to the Company.

16. SECRETARIAL AUDIT REPORT:

These provisions are not applicable to the Company.

17. CORPORATE GOVERNANCE CERTIFICATE:

These provisions are not applicable to the Company.

18. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaints during the financial year 2019-20.

19. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company did not have any funds lying unpaid or unclaimed for a period of seven years, therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The particulars of the Related Party Transactions entered by the Company under sub-section (1) of section 188 of the Companies Act, 2013 read with rule- 8 of Companies (Accounts) Rules, 2014 during the period are mentioned in the annexure attached herewith mentioned as **Annexure-2**.

21. DEPOSITS UNDER CHAPTER V:

The Company has not accepted any deposits during the financial year within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

22. PARTICULARS OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure-1** in form MGT-9 and is attached to this report.

23. MEETINGS OF THE BOARD:

The Board of Directors of the Company held 4 (four) meetings during the year.

Date of Board Meetings
June 17, 2019
September 23, 2019
December 17, 2019
March 19, 2020

The maximum interval between any two meetings was well within the maximum period of one hundred and twenty days.

24. DISCLOSURE OF ANY MATERIAL ORDER:

During the period under review, there have been no significant and material orders of any regulators or Courts or Tribunals impacting the going concern status and Company's operation in future.

25. INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place appropriate internal control systems to prevent and detect fraud and error and such systems are adequate and operating effectively.

26. CORPORATE SOCIAL RESPONSIBILITY:

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The annual report on CSR activities is attached herewith and marked as **Annexure- 3**.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended 31.03.2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the accounts for the financial year ended 31.03.2020 on an on-going concern basis; and
- (v) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. ACKNOWLEDGEMENTS:

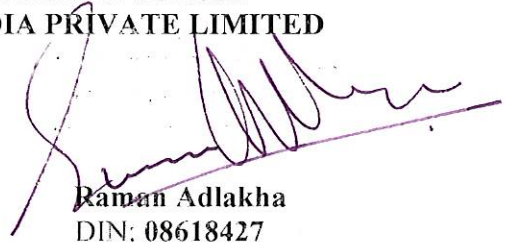
Your Directors thank the customers, vendors, the Government of India, other statutory agencies and Bankers for their continued support and look forward for the same in the future also.

The Directors also express their appreciation to all employees and shareholders of the Company.

For and on behalf of the Board
AVAYA INDIA PRIVATE LIMITED



Amit Grover
DIN: 08359845
Director



Raman Adlakha
DIN: 08618427
Director

Place: Pune

Date: September 22, 2020

ANNEXURE-1

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2020**

I. REGISTRATION AND OTHER DETAILS:

- i. **CIN:** - U72200MH2000PTC209895
- ii. **Registration Date:** April 03, 2000
- iii. **Name of the Company:** Avaya India Private Limited
- iv. **Category of the Company:** Company Limited by shares/Subsidiary of Foreign Company
- v. **Sub-Category of the Company:** Indian Non-Government Company
- vi. **Address of the registered office and contact details:** No. 202, Platina, 2nd Floor, Plot No. C-59, G- Block, Near Citi Bank, Bandra Kurla Complex, Bandra (E), Mumbai-400051
- vii. **Whether listed company:** No.
- viii. **Name, Address and Contact details of Registrar and Transfer Agent, if any:** N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code (2004) of the Product/ service	% to total turnover of the company
1.	Computer programming, consultancy and related activities	72291	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr No	Name and Address of The Company	CIN/GL N	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Sierra Communication International LLC, USA		Holding Company	99.99	2(87) (ii)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	De-mat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other....									
Sub-total									
(A) (1):-									
(2) Foreign									
a) NRIs - Individuals									
b) Other-Individuals									
c) Bodies Corp.		14165150	14165150	100		14165150	14165150	100	
d) Banks / FI									
e) Any Other....									
Sub-total (A)									
(2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		14165150	14165150	100		14165150	14165150	100	

<p>B. Public Shareholding</p> <p>1. Institutions</p> <p>a) Mutual Funds</p> <p>b) Banks / FI</p> <p>c) Central Govt</p> <p>d) State Govt(s)</p> <p>e) Venture Capital Funds</p> <p>f) Insurance Companies</p> <p>g) FIIs</p> <p>h) Foreign Venture Capital Funds</p> <p>i) Others (specify)</p> <p>Sub-total (B)(1):-</p> <p>2. Non-Institutions</p> <p>a) Bodies Corp.</p> <p> i) Indian</p> <p> ii) Overseas</p> <p>b) Individuals</p> <p> i) Individual shareholders holding nominal share capital upto Rs. 1 lakh</p> <p> ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh</p> <p>c) Others (specify)</p>									
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Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		14165150	141651560	100		14165150	14165150	100	

(ii) Shareholding of Promoters;

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sierra Communication International LLC	141,65,050	99.99	NIL	141,65,050	99.99	NIL	NIL
2	Avaya International Enterprises Ltd.	100	00.01	NIL	100	0.01	NIL	NIL
	Total	14165150	100		14165150	100		

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc.)				
	At the End of the year (or on the date of separation, if separated during the year)				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc).				
	At the End of the year				

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (INR)
		Madhu Sivaram Muttathil	Badriprasad Iyer	Amit Grover	Mark Hamilton	Raman Adlakhia	
1	(a) Salary as per provisions contained in sec.17(1)						

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	5,343,824	6,083,254	7,900,736	Nil	3,592,565	22,920,379
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity						
4	Commission - as % of profit - others, specify...						
5	Others, please specify Contribution to Provident and Other Funds (As per Pay register)						
	Total (A)	5,343,824	6,083,254	7,900,736	Nil	3,592,565	22,920,379
	Ceiling as per the Act						

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		NIL				
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify					
	Total (1)					
	2. Other Non-Executive Directors					

	<ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify 					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial personnel other than MD/Manager/WTD: NIL

S. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
-	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY		NIL			
Penalty					
Punishment					

Compounding					
B. DIRECTORS		NIL			
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT		NIL			
Penalty					
Punishment					
Compounding					

For and on behalf of the Board
AVAYA INDIA PRIVATE LIMITED

Amit Grover
DIN: 08359845
Director

Raman Adlakha
DIN: 08618427
Director

Place: Pune
Date: 22-09-2020

ANNEXURE 2

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 the Companies Act, 2013, including arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

No such transactions

- (a) Name(s) of the related party and nature of relationship - NA
- (b) Nature of contracts/arrangements/transactions - NA
- (c) Duration of the contracts/arrangements/transactions- NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any- NA
- (e) Justification for entering into such contracts or arrangements or transactions- NA
- (f) Date(s) of approval by the Board- NA
- (g) Amount paid as advances, if any: - NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188- NA

2. Details of material contracts or arrangement or transactions at arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Singapore Pte. Ltd. Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Purchase of service stock Transfer of service stock
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 2.173 INR Million Rs. 2.075 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya (Dalian) Intelligent Communication Co. Ltd. Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Purchase of service stock, Services received
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 1.097 INR Million -
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Hong Kong Company Limited Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Purchase of service stock Services received
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 0.860 INR Million -
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Philippines Inc Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Purchase of service stock Transfer of service stock

c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 20.850 INR Million -
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Inc, USA Ultimate Holding Company
b)	Nature of contracts/ arrangements/ transaction	Services rendered
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 1244.755 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya International Sales Ltd. Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Services rendered Services received
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 273.955 INR Million Rs. 672.500 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya ECS Ltd. Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Services rendered
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 223.052 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Management Ltd Partnership Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Services rendered
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 1494.849 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Australia Pte Ltd Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Transfer of service stock
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts

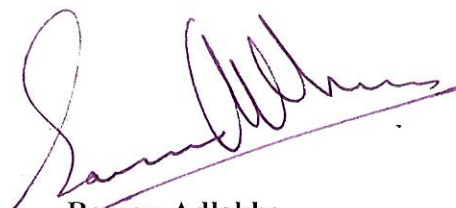
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 0.009 INR Million
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Avaya Korea Limited Fellow subsidiary
b)	Nature of contracts/ arrangements/ transaction	Transfer of service stock
c)	Duration of the contracts/ arrangements/ transaction	Perpetual ongoing contracts
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	Nil

**For and on behalf of the Board
AVAYA INDIA PRIVATE LIMITED**



Amit Grover
DIN: 08359845
Director



Raman Adlakha
DIN: 08618427
Director

Place: Pune
Date: 22-09-2020

ANNEXURE 3**Annual Report on the CSR Activities of the Company 2019-2020**

For Financial Year ended 31st March, 2020

Avaya FY 2020 Corporate Social Responsibility (CSR) Report**1. Overview of Avaya CSR Program**

Avaya has a Corporate Social Responsibility (CSR) program which has been in place globally for a number of years. More information regarding this company-wide program including the Avaya CSR Policy is available at: <https://www.avaya.com/en/about-avaya/corporate-responsibility>. With the implementation of the Companies (Social Corporate Responsibility Policy) Rules 2014, Avaya expanded the India CSR efforts to address the rule requirements. Avaya's India Board of Directors appointed a CSR Committee and throughout fiscal year 2019-20, the Board of Directors has supervised the work of the CSR Committee.

Avaya has chosen two areas to focus the India CSR efforts, enhancing the quality of education in India and utilizing Avaya technology to improve access to health and education. To realize significant change, Avaya recognized that multi-year partnerships were needed to develop and implement effective projects. This has resulted in collaboration with non-governmental agencies with the focus on remedial education, STEM (Science, Technology, Engineering and Math) Education and ICT (Information, Communication and Technology) enabled education in government schools.

A short summary of CSR projects selected for funding in the 2019-20 fiscal year is given below (complete details are in Attachment 1):

- a. Door Step School provides education for children in the age of group 6-14 years with the focus on children from slum and migrant labor camps. Door Step works to improve learning levels and attendance in school, provides school transportation and parent counseling. The Avaya donation supports a Community Learning Center in Vaiduwasti and a School on Wheels in a ten-mile radius around Hadapsar. <http://www.doorstepschool.org/pune/>
- b. Agastya Foundation's mission is "to spark curiosity, nurture creativity and instill confidence" in economically disadvantaged children and government schoolteachers. Agastya does this by bringing innovative hands-on science education and peer-to-peer learning through Science Centres and Mobile Labs. The Avaya donation supports two mobile science labs and one Science Centre. <http://www.agastya.org/>
- c. Pratham focuses on high-quality, low-cost, and replicable interventions to address gaps in the public education system. The Avaya donation provides supplemental education to over 10,000 underserved children in over 100 schools and provides two mobile science labs. <http://www.pratham.org>
- d. Bal Raksha Bharat (Save the Children) is an international non-governmental organization that promotes children's rights, provides relief and helps support children around the world. The Avaya donation established an ICT center within the District Institute for Education and Training (DIET), develop a group of master trainers and set up ICT friendly smart classes and Audio Visual (AV) room in 10 schools. <https://www.savethechildren.in/>.
- e. Bal Raksha Bharat (Save the Children) and Avaya are also implementing Project Kushal with the Pune Municipal Government. The objective of Project Kushal is to improve communications and training for medical personnel in local clinics working with mothers and

- newborn babies by connecting them in real time to experts in regional and university hospitals. The Avaya donation to Project Kushal is the implementation, training and maintenance of video-enhanced communication systems. <https://www.savethechildren.in/>.
- f. Avaya provided its ongoing support to the annual 10 K run organized by Bharti Foundation; the philanthropic arm of Bharti Enterprises was established in 2000 with a Vision "To help underprivileged children and young people of the country realize their potential".
 - g. Avaya donated to Friendicoes which is a shelter that provides an Out Patient's Department, an in-house clinic for the strays that accommodates about 150-200 animals at any point of time, two operation theaters, a Lab & X-ray unit as well as a sanctuary in Gurigaon that houses about a thousand animals. There is also round the clock ambulance service for the strays as well as an emergency night clinic for pets. <https://friendicoes.org>
 - h. Avaya donated to Bal Ashram Trust whose mission is to create a society where all children, regardless of caste, creed or religion, receive free, compulsory and quality education and freedom from all forms of exploitation. <http://balashram.info/>

2. Composition of the Avaya CSR Committee

- a. Ramon Adlakha, Sr. Director, R&D Solutions & Technology
- b. Amit Grover, Director Global Finance Shared Services
- c. Madhu S. Muttathil, Corporate Counsel for Avaya India
- d. Adarsh Kaul, Marketing Head, India, serves on the Committee as a non-member consultant
- e. Sara Broadbent, Avaya Global CSR/Philanthropy Director, serves on the Committee as a non-member consultant

3. Average Net Profit of Avaya for the past 3 financial years

Avaya's Profitability in last 3 years (Computation of income for CSR purpose utilizing 198 of Companies act 2013, prior to deduction of income tax and excluding any Branch profits):

(All figures in INR unless specified)

Year	Profit Before Tax
FY 2018-19	861,660,257
FY 2017-18	876,534,018
FY 2016-17	1,071,085,325
Total	2,809,279,601
Average Profit	936,426,534

4. Details of CSR Expenditure

CSR Spend - 2% of Avg. profit	18,728,53
Add:- Unspent amount from FY 18-19	4,797,579

5. Details of CSR Expenditure

Total CSR Donation Budget for FY 19-20	23,526,110
Total CSR Spend for FY 19-20	23,526,110

6. Details of CSR Expenditure (unspent)

Add: Unspent CSR Donation added to Budget for FY 19-20	0
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Chart with the details of the expenditures on the following page.

No	CSR Project Name	Sector	Location	Budget (INR)	Expenditure (Direct and Overhead) (INR)	Cumulative Expenditure (INR)	Expenditure through Direct or Implementing Agency (INR)
1	School on Wheels and Community Learning Centre (Non-profit organization: Door Step School)	Education	Pune municipal corporation area including Vaiduwasti, Alkuntewasti, Ramtekdi, Mundhwa	3,981,964	3,981,964	12,855,420	Direct: 3,981,964
2	ICT Enabled Education Program (Non-profit organization: Bal Raksha Bharat/Save the Children)	Education	Rural areas of Haveli block, Pune	1,784,107	1,784,107	21,158,513	Direct: 1,784,107
3	Project Kushal (Non-profit organization: Bal Raksha Bharat/Save the Children)	Health	Pune	5,795,470	5,795,470	41,937,793	Direct: 5,795,470
4	Save the Children - Cyclone Fani	Disaster Relief	Orissa, Andhra Pradesh and West Bengal	700,000	700,000	700,000	Direct: 700,000
5	Science Center/Mobile Science Lab (Non-profit organization: Agastya Foundation) and new project: Connected Campus	Education	Pune- Hadapsar, Mohamadwadi, Undri, Kondwa	3,855,573	3,855,573	24,949,608	Direct: 3,855,573
6	Pratham Mysore	Education	Anekal District, Pune	5,558,705	5,558,705	34,236,807	Direct: 5,558,705

	implementin g Avaya Baal Vidya Program						
7	Annual Airtel Marathon supporting Bal Utsav	Educatio n	Delhi	300,000	300,000	1,099,000	Direct: 300,000
8	Bal Ashram Trust	Educatio n	Gurgaon	360,875	360,875	360,875	Direct: 360,875
9	Friendicoes	Animal Welfare	Gurgaon	360,875	360,875	360,875	Direct: 360,875
10	Project Management Support			1,134,878	1,134,878	7,352,754	1,134,878
	Total			23,832,44 7	23,832,447	148,993,608 *	23,832,447

*does not include discontinued projects, with discontinued projects the amount is 165,122,065.

A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the company.

**For and on behalf of the Board
AVAYA INDIA PRIVATE LIMITED**

Amit Grover
DIN: 08359845
Director

Raman Adlakha
DIN: 08618427
Director

Place: Pune
Date: 22-09-2020

Attachment 1:
CSR COMMITTEE REPORT:
Annual Report on the CSR Activities of the Company 2019-2020

Project 1: Door Step School (DSS)

Avaya Donation:

The Avaya Donation supported two activities:

- A Community Learning Centre (CLC) at Vaidu Wasti.
- School on Wheels (SOW) program: The SOW operated in the Alkunte Wasti, Kale Padal, Chitodiya Wasti and Pandhremala areas.

This is the fifth year of this program.

Program Objective:

- To provide educational exposure to the areas that children have missed when their families migrated from job to job so that they can be enrolled in age appropriate classes in Government schools; and
 - Bridge the gap in the learning levels of migrant workers' children to reduce school dropout rates.
- Door Step School (DSS) sets up temporary education facility at construction sites to support migrant workers children from ages 6 to 14. DSS also conducts activities at the Educational Activity Centres based on the children's needs. Pre-primary education (Balwadi) is conducted for preschool children, Literacy Classes are held for children not going to schools and study classes are held for school-going children. DSS also operates Day Care Centres at these locations. School on Wheels buses provide mobile classrooms to help DSS reach out to non-school going children where they are found in large numbers and where there is a lack of a safe place to conduct classes. Community Learning Centers are set up in disadvantaged communities to provide a quiet place to study, read books and finish homework in an environment otherwise not available to these children. To learn more about this organization, visit their website: <http://www.doorstepschool.org/pune/about-us/>

Program Results

- 5% enrollment in government school from School on Wheels with 50% continuing in program, 46% migration and only 4% drop out rate.
- Continued supplementary education and homework support for the Vaidu Wasti community.

Project Coverage:

Door Step School		
Program Name	Community Learning Centre	School on Wheels
Students	547	402
Centres	1	4

Project 2: Bal Raksha Bharat (Save the Children) ICT Education Project

Avaya Donation

Avaya donation was used to install the infrastructure required for Information and Communication and Technology (ICT) enabled education in Haveli block, Pune. The infrastructure included setting up an ICT center at DIET (District Institute for Education and Training), developing ICT friendly smart

classes and Audio Visual (AV) room in 10 schools. Implementation was staged with 5 schools in the first year, 5 schools in second year. The infrastructure also included developing digital resource room in the schools and courses for master trainers at the level of DIET in the use of ICT within the schools. This is the fourth year of this program.

Program Objective

- Increase in quality of education at Primary Schools through the use of Information and Communication Technology (ICT).

The first phase included obtaining Government permission, signing the MOU with DIET, determining the schools to include in the program, capacity building with teachers and DIET officials to incorporating the ICT based lesson plans. The period also saw capacity building for School Management Committees (SMC) regarding their roles and responsibilities with the School Development Plan to include ICT learning. Final steps included developing a list of books; CDs, Science Kit by DIET for E-Resource rooms, setting up the SMART classrooms and installing the electronic equipment to link the first five schools to DIET and with each other with the final phase linking the additional five schools. The SMART classrooms are functioning as designed, the teachers are using the E-Resource library items in their daily teaching sessions, and hosting of teaching sessions started on two subjects (English and Environmental Science) for three grades (IV, V & VI). To learn more about this organization, visit their website: <https://www.savethechildren.in/about-us>.

Program Results

- Improved quality of teaching and learning as demonstrated by better performance of 4th -6th graders as compared to control schools.
- Alternative solution for teacher absenteeism.
- Increased student enrollment and retention with enrollment increasing from 1295 to 1403.
- Participation by key stakeholders (parents, teachers, and administration) ensures success and sustainability of program's future.

Project Coverage:

Bal Raksha Bharat	Total
Schools	10
Students	4753
Teachers	436

Project 3: Bal Raksha Bharat (Save the Children) Project Kushal, an ICT Health Project

Avaya Donation

Avaya donation installed the infrastructure required for Information Communication and Technology (ICT) enabled health project in Pune. The purpose was to create a self-reinforcing web of communication, using an IT enabled network between tertiary care health facilities and those downstream (general hospital, maternity hospitals, health posts, dispensaries etc) for exchange of technical know-how, mentoring, supportive supervision and bridge building between academia and health program managers. The project targeted transforming medical colleges as collaborative centers for mentoring and quality improvement of maternal and newborn health services through an IT enabled platform. This initiative benefits over four (4) lakhs households in Pune district of Maharashtra State and this the third year of this program.

Program Objective

To improve maternal and newborn health by:

1. Capacity building of health care providers of General hospital, Maternity hospitals and Urban Primary Health Centres (PHCs) by Medical College personnel through use of IT technology.
2. Mentoring support to the primary and secondary health facilities related to patient care.
3. Advocacy to establish skill labs in the medical college or in the General hospital to provide refresher trainings to health staff.
4. Supporting the establishment of standard recording and reporting systems, data analysis and use of data for improvement in quality of health services.

To learn more about this organization, visit their website: <https://www.savethechildren.in/about-us>.

Results

- Improved quality of services.
- Strengthened existing supervisory systems.
- Reduction in referral cases reducing the patient load on area hospitals.
- Virtual training across medical staff network in preparation of the potential spread of COVID-19.

Project Coverage:

Bal Raksha Bharat	Total
Health Facilities	13
Health Staff	217
Population (directly/indirectly impacted)	270000

Project 4: Agastya

Avaya Donation

Avaya donation was used to develop a Science Centre with a school bus and two Mobile Science Laboratories. The Science Centre was set up at Z.P School Lonikand where experiments are conducted. This is the fourth year of this program.

Program Objective

- Increase access to practical, hands-on Science education for economically disadvantaged government school children;
- To spark curiosity, creativity and build leadership among underprivileged children;
- To supplement Government School system with experiential science learning;
- Train teachers from government schools in hands teaching methods; and
- Introduce peer-to-peer teaching and learning methodology.

The mobile science laboratory vans travel to the doorstep of remote schools to provide hands-on science. Students and teachers from nearby schools and localities are bussed to the Science Centre and two Mobile Science Laboratories reach out to students and teachers in the Hadapsar area and Mohammad Wadi, Undri and Kondwa area. To learn more about this organization, visit their website: <http://www.agastya.org/>. 2020 brought the development of a new project for the Kuppam Campus to be able to deliver live classes and activities to Agastya's core science activity

centers and Karnataka through the use of video conferencing. The infrastructure is planned to be installed and piloted in 2021.

Results

- Science enrichment for over 8,000 students.
- Increased teacher education for science topics.

Project Coverage

Agastya	Total
Mobile Science Lab – Schools supported	30
Mobile Science Lab – Students	5724
Science Centre - Schools supported	10
Science Centre – Students	2333

Project 5: Pratham Mysore

Avaya Donation

The Avaya donation supported the Avaya Baal Vidya Program in Anekal District. This is the fifth year of this program.

Program Objective

- Improve the learning outcomes of children in Primary and Upper Primary levels; and
- Reduce the dropout rates in the Anekal District schools.

Balvaachan program is an early literacy and numeracy program for Grades 1 and 2 focusing on children who are not able to recognize letters or numbers. Pratham staff work in the 10 designated schools for about 2 hours daily throughout the year. Read India program focuses on improving the literacy and numeracy skills of children in Grades 3, 4 and 5 who cannot read a Grade 2 Level textbook. This program is run in camp mode so as to reach out to the greatest number of government school children with maximum impact. Each camp is for 10 days with 48 schools having 3 camps for 2 -3 hours per day.

To learn more about this organization, visit their website: <http://www.pratham.org/about-us/about-pratham>

Results

The impact of the Balvaachan program was:

- Percentage of children who could read a paragraph (vernacular) increased from 13% to 88%.
- Similarly, in Mathematics, the percentage of children who could perform simple addition and subtraction increased from 15% to 91%.

The impact of Read India program was that 87% of the children could read a story and 80% of children could perform division.

Project Coverage

Pratham	Balvachan	Read India Language	Read India Math
Schools	10	24	24
Students	244	702	691

Project 6: Airtel Marathon supporting Bal Utsav

Avaya Donation

Avaya employees participated in the run and a donation was given to support Bharati Foundation. Bharati Foundation was established in 2000 with a vision "To help underprivileged children and young people of our country realize their potential". The flagship, rural education initiative of Bharati Foundation, the Satya Bharati School Program is celebrating 10 years of successful implementation as it continues to provide quality education, completely free of cost, to underprivileged children with a special emphasis on girls. This is the fourth year that Avaya has participated. To learn more about this organization, visit their website: <http://www.bhartifoundation.org>.

Project 7: Friendicoes

Avaya Donation

Avaya employees raised donations and Avaya as a company donated to Friendicoes this year. In the 1970's a group of school kids got together and started a kindness club for distressed stray animals under the Defence Colony flyover. The space was provided for by the then Prime Minister of India, Indira Gandhi's regime. It was a small set up with just 2 rooms and a handful of animals. But in no time the shelter grew by leaps and bounds and in April 1979 it was registered as a society and Friendicoes SECA came into existence. In the last three decades a lot of things have changed. Friendicoes is now a much bigger shelter under the same flyover in the same location and boasts of an Out Patient's Department, an in-house clinic for the strays that accommodates about 150-200 animals at any point of time, two operation theaters, a Lab & X-ray unit as well as a sanctuary in Gurgaon that houses about a thousand animals. There is also round the clock ambulance service for the strays as well as an emergency night clinic for pets. To learn more about this organization, visit their website: <https://friendicoes.org>

Project : Bal Ashram Trust

Avaya Donation

Avaya employees raised donations and Avaya as a company donated to Bal Ashram Trust this year. The Trust's mission is to create a society where all children, regardless of caste, creed or religion, receive free, compulsory and quality education and freedom from all forms of exploitation. Between 70 and 100 children reside at Bal Ashram at Virat Nagar, near Jaipur in Rajasthan. Younger children attend literacy and numeracy classes while children over 14 are given vocational training as well as social and environmental education. Bal Ashram also offers vocational training to adolescent girls of the nearby villages. To learn more about this organization, visit their website: <http://balashram.info/>