

BBOX/SD/SE/2024/52

August 13, 2024

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Corporate Relationship Department		Corporate Relationship Department	
	Bombay Stock Exchange Limited	The National Stock Exchange of India Limited	
	P.J. Tower, Dalal Street,	Exchange Plaza, Bandra Kurla Complex,	
	Fort, Mumbai 400001	Bandra East, Mumbai 400051	

Sub: Outcome of the Board Meeting held on August 13, 2024

Ref.: Scrip code: BSE: 500463/NSE: BBOX

Dear Sir/Madam,

With reference to our letter no. BBOX/SD/SE/2024/50 dated August 8, 2024 and pursuant to the Regulation 30 of SEBI LODR Regulations, 2015, we wish to inform you that the Board of Directors of Black Box Limited ('the Company') at its meeting held today, August 13, 2024, *inter-alia*, decided on following business items among others:

- Considered and approved the Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter ended June 30, 2024. Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), we are enclosing herewith the following:
 - a) Unaudited Standalone and Consolidated Financial Results of the Company, for the quarter ended June 30, 2024; and
 - b) Limited Review Report on the Unaudited Standalone and Consolidated Financial Results of the Company, for the quarter ended June 30, 2024.
- 2. Decided that the 38th Annual General Meeting (AGM) of the Company will be held on **Wednesday**, **September 25, 2024 at 11:00 A.M** and approved the Notice of 38th AGM.
- Appointed M/s. S K Jain & Co., Practicing Company Secretaries as Scrutinizer for the purpose of conducting scrutiny of the remote e-voting process as well as electronic voting facility to be provided during the 38th AGM of the Company.
- Fixed book closure from Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive) for the purpose 38th AGM of the Company which is scheduled to be held on Wednesday, September 25, 2024.
- 5. Recommended appointment of M/s. M S K A & Associates, Chartered Accountants, (an Independent member firm of BDO International) as Statutory Auditors of the Company in place of retiring Auditors, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (existing Statutory Auditors of the Company), for period of 5 (Five) consecutive years commencing from the conclusion of 38th AGM till the conclusion of the 43rd AGM

BLACK BOX LIMITED



of the Company to be held in the financial year 2028-29, for approval of the shareholders at the forthcoming AGM.

The details as required under SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1 /P/CIR/2023/123 dated July 13, 2023 is annexed herewith as **Annexure A**

6. Re-appointment of Mr. Anshuman Ruia (DIN:00008501) as an Executive Director on the Board of the Company for a period of 5 Years commencing from September 21, 2024, subject to approval of shareholders at the forthcoming AGM.

The details as required under SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1 /P/CIR/2023/123 dated July 13, 2023 is annexed herewith as **Annexure B**

7. Appointment of Mr. Munesh Khanna (DIN:00202521) as an Additional Independent Director of the Company with effect from August 13, 2024 upto the ensuing 38th AGM and recommended appointment as an Independent Director for a period of 5 Years commencing from August 13, 2024, for approval of shareholders at the forthcoming AGM.

The details as required under SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1 /P/CIR/2023/123 dated July 13, 2023 is annexed herewith as **Annexure C**

8. Considered and approved raising of funds, during the Financial Year 2023-24, by way of one or more public and / or private and/or right offer, through equity/ equity linked instruments/debt instruments including on Preferential allotment basis, Private Placement basis, Qualified Institutions Placement ("QIP"), Global Depository Receipts ('GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") fully convertible debentures/partly convertible debentures/Non-convertible Debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares etc. or any combination thereof to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors up to an amount not exceeding Rs. 1,500 Crores in pursuance of the provisions the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in such manner and on such price, terms and conditions in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or other applicable provisions of the Law.



The Board Meeting commenced at 09:20 P.M. and concluded at 10:40 P.M.

This is for your information, record and necessary dissemination to all the stakeholders.

Yours Faithfully, For Black Box Limited ADITYA Digitally signed by ADITYA GOSWAMI

ADITYA ADITYA GOSWAMI GOSWAMI Date: 2024.08.13 23:27:38 +05'30'

Aditya Goswami Company Secretary & Compliance Officer

Encl.: A/a.

BLACK BOX LIMITED

Walker Chandiok & Co LLP

16th Floor, Tower III, One International Center, S B Marg, Prabhadevi (W), Mumbai - 400013 Maharashtra, India **T** +91 22 6626 2600

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Black Box Limited

- We have reviewed the accompanying statement of standalone unaudited financial results (the 'Statement') of **Black Box Limited** (the 'Company') for the quarter ended **30 June 2024**, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
- 2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

- 4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 5. We draw attention to note 4 to the accompanying Statement, which describes the delay in remittance of import payments and repatriation of proceeds of export of goods and services and settlement of advance, outstanding as at 30 June 2024 beyond the timelines stipulated under the Foreign Exchange Management Act, 1999, as amended from time to time. The management has filed necessary applications with the appropriate authority for extension of time period and condonation of such delays. The management is of the view that the fines/ penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no adjustments have been made to the accompanying Statement in respect of aforesaid delays. Our conclusion is not modified in respect of this matter.

For **Walker Chandiok & Co LLP** Chartered Accountants Firm Registration No: 001076N/N500013



Digitally signed by BHARAT KOCHU SHETTY Date: 2024.08.13 23:24:02 +05'30'

Bharat Shetty Partner Membership No. 106815

UDIN: 24106815BKFNKA7702

Place: Mumbai Date: 13 August 2024

Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Registered Office :- 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2024

		(Rs. in Crores, unless other Quarter ended				
			Quarter ended			
Sr. No.). Particulars	30/06/2024	Unaudited 31/03/2024 (Refer note 2)	30/06/2023	Audited 31/03/2024	
1	Income					
	(a) Revenue from operations	84.18	103.69	84.28	386.65	
	(b) Other income	0.94	0.64	0.74	13.11	
	Total income	85.12	104.33	85.02	399.76	
2	Expenses					
	(a) Purchase of stock-in-trade	35.81	32.20	39.41	165.65	
	(b) Changes in inventories of stock-in-trade	1.47	(3.60)	(1.46)	(2.09	
	(c) Service charges	28.64	49.02	25.22	128.97	
	(d) Employee benefits expense (net)	12.26	14.66	13.82	56.83	
	(e) Finance costs	1.19	1.32	1.77	6.68	
	(f) Depreciation and amortisation expense	2.08	2.12	1.73	7.91	
	(g) Other expenses	6.30	18.98	5.27	37.79	
	Total expenses	87.75	114.70	85.76	401.74	
3	Loss before impact of foreign currency transactions and translations and tax (1-2)	(2.63)	(10.37)	(0.74)	(1.98	
4	Gain on foreign currency transactions and translations (net)	-	0.35	0.28	0.87	
5	Net loss before tax (3+4)	(2.63)	(10.02)	(0.46)	(1.11	
6	Tax expense / (credit)					
	- Current tax	-	-	-	-	
	- Deferred tax	(0.05)	0.14	0.04	0.10	
	- Tax adjustment relating to earlier years	-	4.08	-	13.77	
	Total tax (credit)/ expense	(0.05)	4.22	0.04	13.87	
7	Net loss for the period / year (5-6)	(2.58)	(14.24)	(0.50)	(14.98	
8	Other Comprehensive Income - gain / (loss)					
	Items that will not be reclassified subsequently to profit or loss (net of taxes)	0.15	(0.44)	(0.11)	(0.31	
9	Total Comprehensive Income for the period / year (net of taxes) - loss (7+8)	(2.43)	(14.68)	(0.61)	(15.29	
10	Paid-up equity share capital (face value of Rs. 2 each) (refer note 6)	33.62	33.61	33.58	33.61	
11	Other equity				280.85	
12	Loss per share of Rs. 2 each:					
	Basic (in Rs.)	(0.15)*	(0.85)*	(0.03)*	(0.89	
	Diluted (in Rs.)	(0.15)*#	(0.85)*#	(0.03)*#	(0.89)#	

* Not annualised

The effect of 366,000, 415,500 and 536,480 potential equity shares outstanding as at 30 June 2024, 31 March 2024 and 30 June 2023 respectively, is antidilutive and thus these shares are not considered in determining diluted loss per share.

Notes:

- 1) These standalone unaudited financial results (the 'Statement') have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
- 2) Figures for the quarter ended 31 March 2024 are the balancing figures between the audited figures in respect of the full financial year ended 31 March 2024 and the unaudited published year to date figures up to 31 December 2023 which were subjected to a limited review by the statutory auditors.
- 3) The Statement has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13 August 2024. The statutory auditors have carried out a limited review of this Statement.
- 4) The outstanding balance of trade payables, other current liabilities, trade receivables and other financial assets as at 30 June 2024 includes amount payable and advances received aggregating to Rs. 3.18 Crores and Rs. 0.31 Crores, respectively and amount receivable aggregating to Rs. 2.06 Crores and Rs. 12.11 Crores, respectively, to/ from the companies situated outside India. These balances are pending for settlement and have resulted in delay in remittance/ collection beyond the timeline stipulated under the Foreign Exchange Management Act, 1999. The Company has filed necessary application with AD Category - I bank ('AD Bank') for extension of time limit on payables aggregating to Rs. 3.01 Crores prior to 30 June 2024 and on payables aggregating to Rs. 0.02 Crores subsequent to 30 June 2024. For the payables and advances amounting to Rs. 0.15 Crores and Rs. 0.31 Crores, respectively where extension has not been filed, management of the Company is planning to approach AD Bank or RBI with write off request. Similarly, the Company has filed application with AD Bank for extension of time limit for the aforementioned receivables aggregating to Rs. 12.40 Crores prior to 30 June 2024 and on receivables aggregating to Rs. 1.77 Crores subsequent to 30 June 2024. For all the relevant cases, approval is pending from AD Bank.

Pending conclusion of the aforesaid matter, the amount of penalty, if any, that may be levied, is not ascertainable but not expected to be material and accordingly, the Statement does not include any adjustments that may arise due to such delays.

- In accordance with Ind AS 108 "Operating Segments", the Company has opted to present segment information along with the unaudited consolidated financial results 5) of the group.
- The paid-up share capital of the Company stands increased from Rs. 33.61 Crores (168,025,590 equity shares of Rs. 2 each) to Rs.33.62 Crores (168,075,090 equity 6) shares of Rs. 2 each) on issue and allotment of 49,500 equity shares of Rs. 2 each pursuant to ESOP Scheme, 2015 during the quarter ended 30 June 2024.
- 7) The Board of Directors in their meeting held on 02 August 2024, have considered and approved the issue of upto 9,832,123 convertible warrants, in one or more tranches, on preferential basis at a price of Rs. 417 per warrant with a right to the warrant holders to apply for and be allotted one equity share of the face value Rs. 2 each at a premium of Rs. 415 per share, for each warrant within a period of eighteen months from the date of allotment of the warrants, aggregating to Rs. 410 Crores to proposed allotees, i.e. Essar Telecom Limited, the Holding Company and other non-promoters.

The Company has decided to hold Extraordinary General Meeting on 29 August 2024 for seeking approval of the shareholders of the Company for proposed issue of warrants on preferential basis.

In the board meeting held on 11 November 2022, the Board of Directors of the Company had approved setting off of accumulated losses under retained earnings with credit balance in securities premium account and capital reserve account (the 'Scheme of reduction of share capital'). The Company had received requisite approval from National Stock Exchange of India Limited and BSE Limited (collectively referred to as 'stock exchanges') vide their letters dated 15 June 2023 and approval from members of the Company by way of special resolution in Extra Ordinary General meeting held on 25 July 2023. The Company had filed application with National Company Law Tribunal ('NCLT') on 29 September 2023 for its approval. Pursuant to NCLT's hearing order issued in December 2023, the Company has served notices to all the creditors of the Company and to statutory authorities seeking their representations, if any.

NCLT has approved the Scheme of reduction of share capital on 21 June 2024. Consequently, Company has reduced the credit balance in securities premium and capital reserve by Rs. 85.31 Crores and Rs. 22.64 Crores respectively. This reduction is effected by writing off debit balance in retained earnings (i.e. accumulated losses) amounting to Rs. 107.95 Crores.

Previous period / year figures have been re-grouped, reclassified and rearranged, wherever necessary, to conform to current period's presentation, which are not 9) considered material to this Statement.

FOR AND ON BEHALF OF THE BOARD

Place : Dallas, Texas, United States of America Date : 13 August 2024 CIN : L32200MH1986PLC040652

Digitally signed by SANJEEV SHEKHAR SANJEEV

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Date: 2024.08.13 23:02:12 +05'30' VERMA SANJEEV VERMA WHOLE-TIME DIRECTOR DIN: 06871685

SHEKHAR

Walker Chandiok & Co LLP

16th Floor, Tower III, One International Center, S B Marg, Prabhadevi (W), Mumbai - 400013 Maharashtra, India **T** +91 22 6626 2600

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Black Box Limited

- 1. We have reviewed the accompanying statement of consolidated unaudited financial results (the 'Statement') of **Black Box Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') and its associate (refer Annexure 1 for the list of subsidiaries and associate included in the Statement) for the quarter ended 30 June 2024, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
- 2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

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Chartered Accountants

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Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

- 4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 5. We draw attention to note 6 to the accompanying Statement, which describes the delay in remittance of import payments and repatriation of proceeds of export of goods and services and settlement of advances, by the Holding Company and its subsidiary companies incorporated in India, outstanding as at 30 June 2024 beyond the timelines stipulated under the Foreign Exchange Management Act, 1999, as amended from time to time. The respective management of companies, as aforesaid, have filed necessary applications with the appropriate authority for extension of time period and condonation of such delays. The management is of the view that the fines/ penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no adjustments have been made to the accompanying Statement in respect of aforesaid delays. Our conclusion is not modified in respect of this matter.
- 6. We did not review the interim financial results of one subsidiary included in the Statement, whose financial results reflect total revenues of Rs. 26.84 Crores, total net profit after tax of Rs. 12.47 Crores and total comprehensive income of Rs. 12.42 Crores, for the quarter ended on 30 June 2024, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 0.38 Crores and total comprehensive income of Rs. 0.38 Crores, for the quarter ended on 30 June 2024, as considered in the Statement, in respect of one associate, whose interim financial information has not been reviewed by us. The interim financial results/ information have been reviewed by other auditors whose review reports have been furnished to us by the management of the Holding Company, and our conclusion in so far as it relates to the amounts and disclosures included in respect of such subsidiary and associate is based

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

Further, such subsidiary and associate are located outside India, whose interim financial results/ information have been prepared in accordance with accounting principles generally accepted in their respective country and which have been reviewed by other auditors under International Standards on Review Engagements applicable in their respective country. The Holding Company's management has converted the interim financial results/ information of such subsidiary and associate from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion, in so far as it relates to the balances and affairs of such subsidiary and associate is based on the review reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the report of the other auditors.

For Walker Chandiok & Co LLP

Chartered Accountants Firm Registration No: 001076N/N500013



Digitally signed by BHARAT KOCHU SHETTY Date: 2024.08.13 23:24:55 +05'30'

Bharat Shetty Partner Membership No. 106815

UDIN: 24106815BKFNKB7506

Place: Mumbai Date: 13 August 2024

Chartered Accountants

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Annexure 1

List of entities included in the Statement (in addition to the Holding Company)

Subsidiary companies

- 1. Black Box Technologies Pte Ltd.
- 2. AGC Networks Philippines, Inc.
- 3. AGC Networks & Cyber Solutions Limited
- 4. AGC Networks LLC, Dubai
- 5. AGC Networks LLC, Abu Dhabi
- 6. AGCN Solutions Pte. Limited
- 7. BBX Main Inc.
- 8. AGC Networks LLC, USA
- 9. Black Box Corporation
- 10. ACS Dataline, LP
- 11. ACS Investors, LLC
- 12. BB Technologies, LLC (formerly known as BB Technologies, Inc.)
- 13. BBOX Holdings Mexico LLC
- 14. BBOX Holdings Puebla LLC
- 15. Black Box A/S
- 16. Black Box Canada Corporation
- 17. Black Box Chile S.A.
- 18. Black Box Comunicaciones, S.A.
- 19. Black Box Corporation of Pennsylvania
- 20. Black Box de Mexico, S. de R.L. de C.V.
- 21. Black Box Deutschland GmbH
- 22. Black Box do Brasil Industria e Comercio Ltda.
- 23. Black Box E-Commerce (Shanghai) Co., Ltd.
- 24. Black Box Finland OY
- 25. Black Box France
- 26. Black Box Gmbh
- 27. Black Box Holdings Ltd.
- 28. Black Box International B.V.
- 29. Black Box International Holdings B.V.
- 30. Black Box Network Services (Dublin) Limited
- 31. Black Box Network Services (UK) Limited
- 32. Black Box Network Services AB
- 33. Black Box Network Services AG
- 34. Black Box Network Services Australia Pty Ltd
- 35. Black Box Network Services Co., Ltd.
- 36. Black Box Network Services Corporation
- 37. Black Box Network Services, Inc. Government Solutions
- 38. Black Box Network Services India Private Limited
- 39. Black Box Network Services Korea Limited
- 40. Black Box Network Services New Zealand Limited
- 41. Black Box Technologies New Zealand Limited

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Annexure 1 (Contd.)

- 42. Black Box Network Services NV
- 43. Black Box Network Services S.r.l.
- 44. Black Box Network Services SDN. BHD.
- 45. Black Box Network Services Singapore Pte Ltd
- 46. Black Box Norge AS
- 47. Black Box P.R. Corp.
- 48. Black Box Services LLC (formerly known as Black Box Services Company)
- 49. Black Box Software Development Services Limited
- 50. Delaney Telecom, Inc.
- 51. Norstan Canada, Ltd. / Norstan Canada, Ltée
- 52. Norstan Communications, Inc.
- 53. Black Box Network Services Philippines, Inc.
- 54. Black Box Technologies Australia Pty Limited
- 55. COPC Holdings Inc.
- 56. COPC Inc.
- 57. COPC International Inc.
- 58. COPC Asia Pacific Inc.
- 59. COPC International Holdings LLC
- 60. COPC India Private Limited
- 61. COPC Consultants (Beijing) Co. Limited
- 62. Black Box Technologies LLC, Abu Dhabi (formerly known as Fuji Soft Technology LLC)
- 63. Fujisoft Security Solutions LLC
- 64. BBX Inc.
- 65. Black Box Network Services Hong Kong Limited
- 66. Black Box Technologies LLC, Dubai
- 67. Servicios Black Box S.A. de C.V.
- 68. Black Box Technologies Group B.V.
- 69. Black Box Bangladesh Technologies Private Limited
- 70. Black Box Costa Rica S.R.L
- 71. Black Box Network Services Colombia S.A.S.
- 72. Dragonfly Technologies Pty Ltd
- 73. Cybalt LLC (formerly known as Cybalt Inc.)
- 74. Black Box Products FZE
- 75. Global Speech Networks Pty Limited (w.e.f. 16 June 2023)
- 76. Global Speech Networks Limited (w.e.f. 16 June 2023)

Associate

1. Black Box DMCC

Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Registered Office :- 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2024

			Quarter ended			
6. No		Unaudited			Audited	
Sr. NO.	. Particulars		31/03/2024 (Refer note 2)	30/06/2023	31/03/202	
1	Income					
	(a) Revenue from operations	1,423.38	1,480.35	1,571.41	6,281.	
	(b) Other income	1.05	0.78	0.77	19.1	
	Total income	1,424.43	1,481.13	1,572.18	6,300.	
2	Expenses					
	(a) Cost of materials and components consumed	0.67	(0.28)	1.64	1.	
	(b) Purchase of stock-in-trade	338.61	282.89	463.33	1,682.	
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	5.94	32.65	24.70	115.	
	(d) Service charges	227.88	287.72	288.01	1,130.	
	(e) Employee benefits expense	603.55	634.80	601.66	2,500.	
	(f) Finance costs	33.94	40.50	33.42	141.	
	(g) Depreciation and amortisation expense	26.29	29.41	27.72	114.	
	(h) Other expenses	128.04	117.38	104.86	425.	
	Total expenses	1,364.92	1,425.07	1,545.34	6,110	
	Profit before impact of foreign currency transactions and translations, share of net profit / (loss) of investment accounted for using the equity method, exceptional items and tax (1- 2)	59.51	56.06	26.84	189.	
4	Share of net profit / (loss) of associate accounted for using the equity method	0.38	0.38	(0.06)	1.	
5	(Loss) / gain on foreign currency transactions and translations (net)	(4.38)	(0.58)	4.68	4.	
6	Profit before exceptional items and tax (3+4+5)	55.51	55.86	31.46	196.	
7	Exceptional items - expenses (refer note 4)	(15.25)	(8.97)	(7.06)	(39	
8	Net profit before tax (6+7)	40.26	46.89	24.40	156	
ß	Tax expense / (credit)					
	- Current tax	1.84	3.22	1.59	9	
	- Deferred tax charge / (credit)	1.33	(1.38)	(1.23)	(4	
	- Tax adjustment relating to earlier periods / year	-	4.15	0.10	13.	
	Total tax expense	3.17	5.99	0.46	18	
10	Net profit for the period / year (8-9)	37.09	40.90	23.94	137	
11	Other Comprehensive Income - gain / (loss)					
	Items that will not be reclassified subsequently to profit or loss (net of taxes)	0.15	13.12	(0.11)	13.	
	Items that will be reclassified subsequently to profit or loss (net of taxes)	26.90	18.88	10.28	33.	
	Total Other Comprehensive Income - gain (net of taxes)	27.05	32.00	10.17	46	
12	Total Comprehensive Income for the period/ year (net of taxes) - gain (10+11)	64.14	72.90	34.11	184	
13	Paid-up equity share capital (face value of Rs. 2 each) (refer note 7)	33.62	33.61	33.58	33	
14	Other equity				447	
15	Earnings per share of Rs. 2 each before exceptional items:					
	Basic (in Rs.)	3.11*	2.97*	1.85*	10	
	Diluted (in Rs.)	3.11*	2.96*	1.84*	10	
	Earnings per share of Rs. 2 each after exceptional items:					
	Basic (in Rs.)	2.21*	2.44*	1.43*	8.	
		2.20*	2.43*	1.42*		

Note:

Tax impact on exceptional items has not been considered for the purpose of reporting earnings per share.

Notes:

- These consolidated unaudited financial results (the 'Statement') have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
- 2) Figures for the quarter ended 31 March 2024 are the balancing figures between the audited figures in respect of the full financial year ended 31 March 2024 and the unaudited published year to date figures up to 31 December 2023 which were subjected to a limited review by the statutory auditors.
- 3) The Statement has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13 August 2024. The statutory auditors have carried out a limited review of this Statement.

4) Exceptional items (expense):

Exceptional items (expense):				(Rs. in Crores)	
Particulars		Quarter ended			
		Unaudited			
	30/06/2024	31/03/2024 (Refer note 2)	30/06/2023	31/03/2024	
Provision of severance expenses [refer note (a)]	12.33	4.69	2.33	21.03	
Acquisition cost [refer note (b)]	-	1.73	1.06	6.00	
Foreclosure of leases [refer note (c)]	2.92	2.55	3.67	12.63	
	15.25	8.97	7.06	39.66	

(a) Represents severance cost of BBX Inc. ('BBX') towards rationalisation of manpower to enhance operational efficiencies.

(b) Represents acquisition related cost of BBX which includes valuation fees, advisory fees, legal and professional fees and consulting fees. (c) Represents early closure of leases related to BBX.

- 5) The Statement is also prepared in accordance with the requirements of Ind AS 110 "Consolidated Financial Statements" and Ind AS 28 "Investments in Associates and Joint Ventures" specified under section 133 of the Act.
- 6) The outstanding balance (before eliminating inter-company balances) of trade payables, other current liabilities, trade receivables, other financial assets and other current assets as at 30 June 2024 includes amount payable and advances received aggregating to Rs. 25.43 Crores and Rs. 0.31 Crores, respectively, and amount receivable and advances paid aggregating to Rs. 9.88 Crores, Rs. 12.11 Crores and Rs. 0.18 Crores, respectively, to/ from the companies situated outside India. These balances are pending for settlement and have resulted in delay in remittance/ collection beyond the timeline stipulated under the Foreign Exchange Management Act, 1999. The Holding Company and its subsidiary companies, incorporated in India, have filed necessary application with AD Category I bank ('AD Bank') for extension of time limit on payables aggregating to Rs. 17.33 Crores prior to 30 June 2024 and on payables aggregating to Rs. 2.22 Crores subsequent to 30 June 2024. Similarly, the Holding Company and its subsidiary companies, incorporated in India, have filed application with AD Bank for extension of time limit on receivables aggregating to Rs. 18.98 Crores prior to 30 June 2024 and on receivables aggregating to Rs. 18.98 Crores prior to 30 June 2024 and on receivables aggregating to Rs. 18.98 Crores prior to 30 June 2024 and on receivables aggregating to Rs. 18.98 Crores prior to 30 June 2024 and on receivables aggregating to Rs. 2.88 Crores subsequent to 30 June 2024. For all these relevant cases, approval is pending from AD Bank. Further, for the remaining payables/ advances and receivables/ advances and the subset of Rs. 0.31 Crores, respectively, where extension has not been filed, management is planning to approach AD Bank or RBI with write off request.

Pending conclusion of the aforesaid matter, the amount of penalty, if any, that may be levied, is not ascertainable but not expected to be material and accordingly, the Statement does not include any adjustments that may arise due to such delays.

- 7) The paid-up share capital of the Holding Company stands increased from Rs. 33.61 Crores (168,025,590 equity shares of Rs. 2 each) to Rs.33.62 Crores (168,075,090 equity shares of Rs. 2 each) on issue and allotment of 49,500 equity shares of Rs. 2 each pursuant to ESOP Scheme, 2015 during the quarter ended 30 June 2024.
- 8) The Board of Directors of the Holding Company in their meeting held on 02 August 2024, have considered and approved the issue of upto 9,832,123 convertible warrants, in one or more tranches, on preferential basis at a price of Rs. 417 per warrant with a right to the warrant holders to apply for and be allotted one equity share of the face value Rs. 2 each at a premium of Rs. 415 per share, for each warrant within a period of eighteen months from the date of allotment of the warrants, aggregating to Rs. 410 Crores to proposed allotees, i.e. Essar Telecom Limited, the Holding Company and other non-promoters.

The Holding Company has decided to hold Extraordinary General Meeting on 29 August 2024 for seeking approval of the shareholders of the Holding Company for proposed issue of warrants on preferential basis.

9) In the board meeting held on 11 November 2022, the Board of Directors of the Holding Company had approved setting off of accumulated losses under retained earnings with credit balance in securities premium account and capital reserve account (the 'Scheme of reduction of share capital'). The Holding Company had received requisite approval from National Stock Exchange of India Limited and BSE Limited (collectively referred to as "stock exchanges") vide their letters dated 15 June 2023 and approval from members of the Holding Company by way of special resolution in Extra Ordinary General meeting held on 25 July 2023. The Holding Company had filed application with National Company Law Tribunal (NCLT) on 29 September 2023 for its approval. Pursuant to NCLT's hearing order issued in December 2023, the Holding Company has served notices to all the creditors of the Holding Company and to statutory authorities seeking their representations, if any. NCLT has approved the Scheme of reduction of share capital on 21 June 2024. Consequently, Holding Company has reduced the credit balance in securities premium and capital reserve by Rs. 85.31 Crores and Rs. 22.64 Crores respectively. This reduction is effected by writing off debit balance in retained earnings (i.e. accumulated losses) amounting to Rs. 107.95 Crores.

The shareholder of Black Box Technologies Pte. Ltd, wholly owned subsidiary of the Holding Company vide Sole Member's Resolution in Writing dated 27 March 2023, had approved setting off of accumulated losses under retained earnings with share capital which was subject to approval of Accounting & Corporate Regulatory Authority, Singapore ('ACRA'). ACRA had approved the scheme on 16 May 2023.

10) Black Box Technologies Australia Pty Ltd, step-down subsidiary of the Holding Company, had entered into a share purchase agreement dated 17 May 2023 to acquire 100% equity stake of Global Speech Networks Pty Ltd, incorporated in Australia, and its wholly owned subsidiary, Global Speech Networks Limited, incorporated in New Zealand for a total consideration (pre-adjustment) of AUD 2.50 million (equivalent to Rs. 13.72 Crores). The acquisition was completed on 16 June 2023 at a purchase consideration (post-adjustment) of AUD 0.55 million (equivalent to Rs. 3.00 Crores).

All the identified assets and liabilities are recorded at acquisition-date fair values.

11) Previous period / year figures have been re-grouped, reclassified and rearranged, wherever necessary, to conform to current period's presentation, which are not considered material to this Statement.

FOR AND ON BEHALF OF THE BOARD

SANJEEV SHEKHAR VERMA Dete: 2024.08.13 23.02:52 +05'30'

Place : Dallas, Texas, United States of America Date : 13 August 2024 CIN : L32200MH1986PLC040652 SANJEEV VERMA WHOLE-TIME DIRECTOR DIN: 06871685

Registered Office :- 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708 STATEMENT OF CONSOLIDATED UNAUDITED SEGMENT INFORMATION FOR THE

QUARTER ENDED 30 JUNE 2024

Segment information

-				(Rs. in Crores)
		Quarter ended		Year ended
articulars		Audited		
	30/06/2024	31/03/2024 (Refer note 2)	30/06/2023	31/03/2024
Segment revenue				
System integration	1,220.83	1,268.30	1,371.52	5,417.56
Technology product solutions	177.23	179.79	177.21	758.41
Others	25.32	32.26	22.68	105.61
Revenue from operations	1,423.38	1,480.35	1,571.41	6,281.58
Segment results				
System integration	99.81	115.98	63.20	348.60
Technology product solutions	(5.70)	(27.28)	(1.15)	(45.26)
Others	(1.71)	7.08	(2.56)	8.52
Total of segment results	92.40	95.78	59.49	311.86
Other income	1.05	0.78	0.77	19.17
Finance costs	33.94	40.50	33.42	141.25
Profit before impact of foreign currency transactions and translations, share of net profit / (loss) of investment accounted for using the equity method, exceptional items and tax	59.51	56.06	26.84	189.78
Share of net profit / (loss) of associate accounted for using the equity method	0.38	0.38	(0.06)	1.67
(Loss) / gain on foreign currency transactions and translations (net)	(4.38)	(0.58)	4.68	4.60
Profit before exceptional items and tax	55.51	55.86	31.46	196.05
Exceptional items - expenses (refer note 4)	(15.25)	(8.97)	(7.06)	(39.66)
Net profit before tax	40.26	46.89	24.40	156.39
Tax expense	3.17	5.99	0.46	18.72
Net profit for the period / year	37.09	40.90	23.94	137.67
Depreciation and amortisation expense	26.29	29.41	27.72	114.34

Notes on segment information :

1 The Board considers a business activity focused reporting format to be more meaningful from a management forecasting perspective.

2 Assets and liabilities used in the Group's business are not identifiable to any of the reportable segments, as these are used interchangeably between segments. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.



ANNEXURE A

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 dated July 13, 2023

Appointment of M/s. M S K A & Associates, Chartered Accountants, as Statutory Auditor of the Company for period of 5 (Five) consecutive years.

Sr. Particulars		Details
No. 1.	Name	M/s. M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W)
2.	Reason for Change viz., appointment, resignation, removal, death or otherwise	Appointment as Statutory Auditor of the Company in place of retiring auditor
3.	 i. Date of appointment/cessation (as applicable) 	August 13, 2024
	ii. terms of appointment	For period of 5 (Five) consecutive years commencing from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the financial year 2028-29.
4.	Brief profile (in case of appointment)	Established in 1978, M/s. M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate. M S K A & Associates is an independent member firm of BDO International . The Firm primarily provides Audit & Assurance
		services, tax and advisory services, to its clients. The Firm's Audit & Assurance practice has significant experience across various industries, markets and geographies.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

BLACK BOX LIMITED

Registered Office: 501, 5th Floor, Building No. 9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai 400 708, India BLACKBOX.COM | CIN: L32200MH1986PLC040652 | Tel: +91 22 6661 7272



ANNEXURE B

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 dated July 13, 2023

<u>Re-appointment of Mr. Anshuman Ruia (DIN: 00008501) as an Executive Director on the Board of the</u> <u>Company</u>

Sr. No.	Particulars	Details
1.	Name	Mr. Anshuman Ruia (DIN: 00008501)
2.	Reason for Change viz., appointment, re- appointment, resignation, removal, death or otherwise	Re-appointment as an Executive Director
3.	i. Date of appointment/re-appointment cessation (as applicable)	September 21, 2024
	ii. Terms of appointment	For period of 5 (Five) years commencing from the September 21, 2024.
4.	Brief profile (in case of appointment)	Annexed as annexure B-1
5.	Disclosure of relationships between directors (in case of appointment of a director)	None

BLACK BOX LIMITED

ANNEXURE B-1



Anshuman Ruia

Advisor – Essar Capital

Anshuman Ruia is part of the second generation of the Ruia family that founded Essar. Essar was founded in 1969 by his father, Shashi Ruia, and uncle, Ravi Ruia.

Anshuman is known for his financial expertise and project execution skills that have been invaluable in Essar's value creation journey. He was involved in the construction of the 20 million tons Essar Oil refinery in Vadinar, which is one of India's most advanced refineries. The refinery was recently acquired by Rosneft and the Trafigura-UCP consortium following a landmark \$12.9 billion transaction that was also the largest FDI in India's Energy sector. Additionally, Anshuman led the construction of Essar's coalbased and gas-based power plants in Gujarat, Madhya Pradesh and Odisha. A strong believer in adopting a modular approach in project management, he has ensured that these assets of national importance were completed within committed timelines.

Anshuman has always been a trenchant advocate for business turnaround and growth by taking bold decisions. He was instrumental in overseeing Aegis, Essar's erstwhile BPO business, which expanded more than tenfold within a short span of time. In 2014 and 2017, the Aegis business was monetised in two tranches at a value that was almost 20 times the amount invested in the business. He was also responsible for the Power business' entry into the transmission segment.

Currently, Anshuman is leading Essar's investment in asset-light, new age businesses in the technology and fintech domains. He is also involved in the Ports business where he is driving higher efficiencies and developing an international footprint.

Anshuman's deep knowledge of finance and corporate structure has earned him the respect of his peers. He is a member of the YPO (Young Presidents Organisation). He is married to Radhika, and has two sons, Yuvraj and Yudhishthir. Anshuman is also a passionate connoisseur of music and a keen table tennis player



ANNEXURE C

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 dated July 13, 2023

Appointment of Mr. Munesh Khanna (DIN:00202521) as an Additional Independent Director of the Company with effect from August 13, 2024 upto the ensuing 38th AGM and recommended appointment as an Independent Director for a period of 5 Years commencing from August 13, 2024, for approval of shareholders at the forthcoming AGM.

Sr. No.	Particulars	Details
1.	Name	Mr. Munesh Khanna (DIN: 00202521)
2.	Reason for Change viz., appointment, re- appointment, resignation, removal, death or otherwise	Appointment as an Additional Independent Director to hold office till the forthcoming AGM.
3.	i. Date of appointment/re-appointment cessation (as applicable)	August 13, 2024
	ii. Terms of appointment	To hold office till the forthcoming AGM.
4.	Brief profile (in case of appointment)	Annexed as annexure C-1
5.	Disclosure of relationships between directors (in case of appointment of a director)	None



ANNEXURE C-1

Brief profile of Mr. Munesh Khanna:



Mr. Munesh is a Chartered Accountant form the Institute of Chartered Accountants of India (Ranked 13th All India) and has done his Bachelor of Commerce from DAV College, Amritsar.

Over the past thirty years, he has built a wealth of experience in corporate finance, restructuring, and strategic decision making through his involvement in numerous significant transactions spanning various industries. His engagements have not only provided him with substantial industry knowledge but also valuable insights in specific sectors. As a corporate advisory professional, he specializes in providing strategic advice to corporates, businesses, owners and seniors managers for enhancing the value of their businesses through initiatives such as, raising resources from Capital Markets and Private Equity, Mergers & Acquisitions, divestitures and corporate restructuring. He has worked closely, both with large conglomerates, mid-sized companies as well as with startups. His extensive industry experience and knowledge spans across Infrastructure, Energy, Telecom, Airline and Airports, Entertainment and Media, Pharma, Healthcare, Financial Services, Payments, and Fintech.

Mr. Munesh has served and advised as a member of the Boards of various renowned listed and unlisted Companies for over 2 decades which includes, Hinduja Global, Gulf Oil, JSW Energy, JM Financial, Arvind group and Indofil Organic etc. He is also serving as a trustee for Balaji Medical and Diagnostic Research Centre (Society), which operates a 550-bed hospital at Patparganj, NCR.

He is a member of the Young Presidents Organization (YPO). He has been a Member of CII, a member of the Executive Committee of FICCI (Federation of Indian Chambers of Commerce and Industry) and served as Co-Chairman of the Finance & Capital Market committee of FICCI. He has also been a member of Business India's Panel for selection of India's Best Bank and Business Man of the Year as also a member of Business Today's Panel for the Businessman of the Year.

Mr. Munesh currently runs his own corporate & strategic advisory and investment banking firm, **Backbay Advisors Private Limited**.

He reads voraciously, travels extensively and occasionally blogs in the business press about his travel experiences.

BLACK BOX LIMITED