



Telephone: +91 22 6661 7272 | Email: info.india@blackbox.com

BBOX/SD/SE/2025/8

February 11, 2025

To,

**Corporate Relationship Department
Bombay Stock Exchange Limited**
P.J. Tower, Dalal Street,
Fort, Mumbai 400001

**Corporate Relationship Department
The National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400051

Sub: Outcome of the Board Meeting held on February 11, 2025

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

Dear Sir/Madam,

With reference to our letter no. BBOX/SD/SE/2025/5 dated February 5, 2025 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, February 11, 2025, *inter-alia*, decided on following business items among others:

1. Considered and approved the Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter/period ended December 31, 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/period ended December 31, 2024; and
 - b) Limited Review Report on the Unaudited Standalone and Consolidated Financial Results of the Company, for the quarter/period ended December 31, 2024.
2. Re-appointed **Mr. Sanjeev Verma (DIN: 06871685)**, as **Whole-time Director of the Company** for a period of 3 (three) years w.e.f. February 15, 2025 on such terms and conditions as decided by the Board of Directors subject to necessary approvals.

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**

3. Considered and approved the revision in use of proceeds received/to be received under preferential issue of convertible warrants issued to promoter and non-promoter allottees.
4. Approved the Notice of Postal ballot for seeking approval of the Members of the Company for item no. 2 and 3 above.

The Board Meeting commenced at **12.50 p.m.** and concluded at **01:55 p.m.**

BLACK BOX LIMITED

Registered Office: 501, 5th Floor, Building No. 9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai 400 708, India

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

Yours Faithfully,
For Black Box Limited

Aditya Goswami
Company Secretary & Compliance Officer

Encl.: A/a.

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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

Re-appointment of Mr. Sanjeev Verma (DIN: 06871685), as Whole-time Director of the Company

Sr. No.	Particulars	Details
1.	Name	Mr. Sanjeev Verma (DIN: 06871685)
2.	Reason for Change viz., appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment as Whole-time Director
3.	i. Date of appointment/re-appointment cessation (as applicable)	February 15, 2025
	ii. Terms of appointment	For period of 3 (three) years commencing from the February 15, 2025.
4.	Brief profile (in case of appointment)	Annexed as annexure A-1
5.	Disclosure of relationships between directors (in case of appointment of a director)	None

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BRIEF PROFILE OF MR. SANJEEV VERMA

Mr. Sanjeev Verma is Whole-time Director (WTD) of Black Box Limited (BBL). Apart from being the WTD of the Company since February 2016, Mr. Verma has also been an employee and Director of Black Box Technologies Pte Ltd., direct Wholly owned subsidiary of the Company and few other key subsidiaries in US.

He is also the President & CEO of Black Box Corporation (100% subsidiary of Black Box) since its acquisition by Black Box (BBL) on January 7, 2019.

Think Globally, Act Locally is his vision for Black Box.

Over his 16 year-stint at the Company, he has served as CEO (Americas) & President International operations where he led the Worldwide business and P&L of Black Box. He was earlier the President & Executive Director responsible for overall P&L and growth strategies and Executive Vice President of Global Sales & Business Operations, responsible for Global Sales & business operation and instrumental in building Black Box's global expansion strategies. His resilient leadership has been an asset to the company's growth in India and its expansion onto foreign shores.

Mr. Verma is a technology veteran with around 30 years of extensive global experience in the ICT domain. A visionary with global experience across multiple continents, he holds an exceptional track record in diverse management and leadership roles. His expertise spans business operations, sales and marketing, consulting, M&A, and startup operations, consistently driving success on a worldwide scale.

Prior to joining the Company, Mr. Sanjeev has held management positions at Wipro, 3D Networks (acquired by Wipro in 2006) & Global Tele Systems both in the United States & internationally.

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Independent Auditor's Review Report on consolidated unaudited financial results of Black Box Limited for the quarter and year to date 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 of Black Box Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries, (the Holding Company and its subsidiaries together referred to as the 'Group') and its share of the net profit after tax and total comprehensive income of its associate for the quarter ended December 31, 2024 and the year to-date results for the period from April 1, 2024 to December 31, 2024 ('the Statement') attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the 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' prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the 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 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 circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Regulations, to the extent applicable.

4. This Statement includes the results of the Holding Company and the list of entities as per Annexure 1
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of the other auditor referred to in paragraph 7 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 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Independent Auditor's Review Report on consolidated unaudited financial results of Black Box Limited for the quarter and year to date pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Contd)

6. We draw attention to Note 5 to the accompanying Statement, which describes the delay in remittance of import payments, repatriation of proceeds of export for goods and services and other receipts aggregating to Rs. 33.33 Crores, Rs. 12.04 Crores and Rs. 9.35 Crores, respectively outstanding as at December 31, 2024 by the Holding Company and its subsidiary companies incorporated in India, 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 limit and condonation of such delays and response on the same is awaited as on date.

Our conclusion is not modified in respect of this above matter.

7. The Statement also includes the Group's share of net profit after tax of Rs. 0.14 Crores and Rs.0.38 Crores and total comprehensive income of Rs. 0.14 Crores and Rs. 0.38 crores for the quarter ended December 31, 2024 and for the period from April 1, 2024 to December 31, 2024, respectively, as considered in the Statement, in respect of One associate, whose interim financial results has not been reviewed by us. These interim financial results has been reviewed by other auditor whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

Further, such Associate is located outside India whose interim financial results has been prepared in accordance with the accounting principles generally accepted in their respective country and which have been reviewed by other auditor under generally accepted auditing standards applicable in their respective country. The Holding Company's Management has converted the interim financial results of such Associate located outside India 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 on the Statement, in so far as it relates to the interim financial results of such Associate located outside India is based on the report of other auditor and the conversion adjustments prepared by the Management of the Holding Company and reviewed by us.

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

Independent Auditor's Review Report on consolidated unaudited financial results of Black Box Limited for the quarter and year to date pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Contd)

8. The Statements of the Group for the quarter ended December 31, 2023 and year to date for the period from April 1, 2023 to December 31, 2023, were reviewed by another auditor whose report dated February 08, 2024, expressed an unmodified conclusion on that Statement. Further, the Statement of the Group for the year ended March 31, 2024, was audited by another auditor whose audit report date May 30, 2024, expressed an unmodified opinion on those Statement.

Our conclusion is not modified in respect of the above matter.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No.105047W

Udit
Brijesh
Parikh

Digitally signed
by Udit Brijesh
Parikh
Date: 2025.02.11
13:22:28 +05'30'

Udit Brijesh Parikh

Partner

Membership No.: 151016

UDIN: 25151016BMLNKX2273

Place: Mumbai

Date: February 11, 2025

MSKA & Associates

Chartered Accountants

Independent Auditor's Review Report on consolidated unaudited financial results of Black Box Limited for the quarter and year to date pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Contd)

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 LLC, USA
3. AGC Networks Philippines, Inc.
4. AGC Networks & Cyber Solutions Limited
5. AGC Networks LLC, Dubai
6. AGC Networks LLC, Abu Dhabi
7. BBX Main Inc.
8. BBX Inc.
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 Corporation of Pennsylvania
16. Black Box Network Services, Inc. – Government Solutions
17. Black Box Services LLC (formerly known as Black Box Services Company)
18. Delaney Telecom, Inc.
19. Norstan Communications, Inc.
20. Black Box Network Services Australia Pty Ltd
21. Black Box GmbH
22. Black Box Network Services NV
23. Black Box do Brasil Industria e Comercio Ltda.
24. Black Box Canada Corporation
25. Norstan Canada, Ltd. / Norstan Canada, Ltée
26. Black Box Holdings Ltd.
27. Black Box Chile S.A.
28. Black Box E-Commerce (Shanghai) Co., Ltd.
29. Black Box A/S
30. Black Box Network Services (UK) Limited
31. Black Box Finland OY
32. Black Box France
33. Black Box Deutschland GmbH
34. Black Box Network Services India Private Limited
35. Black Box Network Services (Dublin) Limited
36. Black Box Software Development Services Limited
37. Black Box Network Services S.r.l.
38. Black Box Network Services Co., Ltd.
39. Black Box Network Services Korea Limited
40. Black Box Network Services SDN. BHD.
41. Black Box de Mexico, S. de R.L. de C.V.
42. Black Box International B.V.

MSKA & Associates

Chartered Accountants

Independent Auditor's Review Report on consolidated unaudited financial results of Black Box Limited for the quarter and year to date pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Contd)

Annexure 1 (Contd.)

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

Subsidiary companies

43. Black Box International Holdings B.V.
44. Black Box Network Services New Zealand Limited
45. Black Box Norge AS
46. Black Box P.R. Corp.
47. Black Box Network Services Singapore Pte Ltd
48. Black Box Comunicaciones, S.A.
49. Black Box Network Services AB
50. Black Box Network Services AG
51. Black Box Network Services Corporation
52. Servicios Black Box S.A. de C.V.
53. Black Box Network Services Hong Kong Limited
54. Black Box Network Services Philippines Inc.
55. Black Box Technologies Australia Pty Limited
56. AGCN Solutions Pte. Limited
57. COPC Holdings Inc.
58. COPC Inc.
59. COPC International Inc.
60. COPC Asia Pacific Inc.
61. COPC International Holdings LLC
62. COPC India Private Limited
63. COPC Consultants (Beijing) Co. Limited
64. Black Box Technologies New Zealand Limited
65. Fujisoft Security Solutions LLC
66. Black Box Technologies LLC, Dubai
67. Black Box Technologies LLC, Abu Dhabi (formerly known as Fujisoft Technology LLC)
68. Black Box Costa Rica S.R.L
69. Black Box Network Services Colombia S.A.S.
70. Black Box Bangladesh Technologies Private Limited
71. Black Box Technologies Group B.V.
72. Dragonfly Technologies Pty Ltd
73. Cybalt LLC (formerly known as Cybalt Inc.)
74. Black Box Products FZE
75. Global Speech Networks Pty Limited
76. Global Speech Networks Limited

Associate

77. Black Box DMCC

Black Box Limited

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 AND NINE MONTHS PERIOD ENDED 31 DECEMBER 2024

(Rs. in Crores, unless otherwise stated)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		Unaudited			Unaudited		Audited
		31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	31/03/2024
1	Income						
	(a) Revenue from operations	1,501.72	1,497.23	1,655.47	4,422.33	4,801.23	6,281.58
	(b) Other income	1.44	1.02	11.19	3.51	18.39	19.17
	Total income	1,503.16	1,498.25	1,666.66	4,425.84	4,819.62	6,300.75
2	Expenses						
	(a) Cost of materials and components consumed	0.75	0.17	(0.05)	1.59	1.94	1.66
	(b) Purchase of stock-in-trade	515.16	409.79	460.87	1,263.56	1,399.21	1,682.10
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(0.86)	20.58	62.55	25.66	82.85	115.50
	(d) Service charges	181.17	248.04	292.11	657.09	842.59	1,130.31
	(e) Employee benefits expense	552.14	603.08	627.84	1,758.77	1,866.01	2,500.81
	(f) Finance costs	31.31	32.25	35.80	97.50	100.75	141.25
	(g) Depreciation and amortisation expense	31.15	28.31	28.36	85.75	84.93	114.34
	(h) Other expenses	110.07	82.94	97.00	321.05	307.62	425.00
	Total expenses	1,420.89	1,425.16	1,604.48	4,210.97	4,685.90	6,110.97
3	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)	82.27	73.09	62.18	214.87	133.72	189.78
4	Share of net profit / (loss) of associate accounted for using the equity method	0.14	(0.14)	0.27	0.38	1.29	1.67
5	(Loss) / gain on foreign currency transactions and translations (net)	(9.78)	2.38	(1.39)	(11.78)	5.18	4.60
6	Profit before exceptional items and tax (3+4+5)	72.63	75.33	61.06	203.47	140.19	196.05
7	Exceptional items - expenses (refer note 3)	(13.40)	(20.74)	(9.36)	(49.39)	(30.69)	(39.66)
8	Net profit before tax (6+7)	59.23	54.59	51.70	154.08	109.50	156.39
9	Tax expense / (credit)						
	- Current tax	3.12	2.69	1.44	7.65	5.89	9.11
	- Deferred tax charge / (credit)	0.03	0.76	(0.30)	2.12	(2.95)	(4.33)
	- Tax adjustment relating to earlier periods / year	-	-	9.69	-	9.79	13.94
	Total tax expense	3.15	3.45	10.83	9.77	12.73	18.72
10	Net profit for the period / year (8-9)	56.08	51.14	40.87	144.31	96.77	137.67
11	Other Comprehensive Income						
	Items that will not be reclassified subsequently to profit or loss (net of taxes)	(0.08)	(0.42)	0.17	(0.35)	0.13	13.25
	Items that will be reclassified subsequently to profit or loss (net of taxes)	1.67	(74.46)	15.40	(45.89)	14.55	33.43
	Total Other Comprehensive Income - gain / (loss) (net of taxes)	1.59	(74.88)	15.57	(46.24)	14.68	46.68
12	Total Comprehensive Income for the period / year (net of taxes) - gain / (loss) (10+11)	57.67	(23.74)	56.44	98.07	111.45	184.35
13	Paid-up equity share capital (face value of Rs. 2 each) (refer note 7)	33.84	33.62	33.58	33.84	33.58	33.61
14	Other equity						447.31
15	Earnings per share of Rs. 2 each before exceptional items:						
	Basic (in Rs.)	4.13*	4.28*	2.99*	11.52*	7.59*	10.56
	Diluted (in Rs.)	4.06*	4.27*	2.98*	11.49*	7.57*	10.54
	Earnings per share of Rs. 2 each after exceptional items:						
	Basic (in Rs.)	3.33*	3.04*	2.43*	8.58*	5.76*	8.20
	Diluted (in Rs.)	3.28*	3.04*	2.43*	8.56*	5.75*	8.18

* Not annualised

Note:

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

Notes:

- 1) 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) The Statement has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 February 2025. The statutory auditors have carried out a limited review of this Statement.

3) Exceptional items (expense):

Particulars	Quarter ended			Nine months ended		(Rs. in Crores)
	Unaudited			Unaudited		Year ended
	31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	Audited
Provision of severance expenses [refer note (a)]	9.21	18.10	6.81	39.64	16.34	21.03
Acquisition cost [refer note (b)]	-	-	-	-	4.27	6.00
Foreclosure of leases [refer note (c)]	2.49	2.64	2.55	8.05	10.08	12.63
Legal expenses [refer note (d)]	1.70	-	-	1.70	-	-
	13.40	20.74	9.36	49.39	30.69	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.
- (d) Represents one time settlement expenses.

- 4) 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.
- 5) The Group has foreign currency trade payables (before eliminating inter-company balances) amounting to Rs. 33.33 Crores as on 31 December 2024 (30 September 2024: Rs. 27.99 crores), which are outstanding for a period more than six months as on 31 December 2024, and includes balances amounting to Rs. 13.60 crores which are outstanding for a period more than three years as on 31 December 2024 (September 30, 2024: Rs. 12.64 crores). Further, the Company has foreign currency trade receivables, other financial assets and other current assets (before eliminating inter-company balances) amounting to Rs. 12.04 Crores, Rs. 9.14 crores and Rs. 0.21 crores respectively, as on 31 December 2024 (30 September 2024: Rs. 10.69 crores, Rs. 8.11 crores, Rs. 0.21 crores), which are outstanding for a period more than nine months as on 31 December 2024, and include balances amounting to Rs. 3.47 crores which are outstanding for a period more than three years as on 31 December 2024 (30 September 2024: Rs. 3.17 crores).

These balances are pending for settlement and have resulted in delay in remittance/collection beyond the timeline stipulated under the Circulars, Directions issued under the Foreign Exchange Management Act, 1999, as amended from time to time. The Holding Company and its two subsidiary companies incorporated in India, have filed necessary application with Authorised Dealer Category – I bank ('AD Bank') for extension of time limit on payables aggregating to Rs. 22.30 Crores during the current period and on payables aggregating to Rs. 4.50 Crores subsequent to 31 December 2024. Similarly, the Holding Company and its subsidiary companies incorporated in India, have filed application with AD Bank for extension of time limit for the aforementioned receivables aggregating to Rs. 17.16 Crores during the current period and on receivables aggregating to Rs. 4.23 Crores subsequent to 31 December 2024. Further, for the remaining payables amounting to Rs. 6.53 Crores where extension has not been filed, the management of respective Companies are planning to approach AD Bank or the Reserve Bank of India with a request to write back. However, approval is awaited from the AD Bank on those applications filed. The management of the Group is certain that no material penalties or fines would be levied on account of such non-compliances and hence, the Group has not accounted for penalties and fines, if any, on account of such non-compliances in the consolidated unaudited financial results for the quarter and nine month period ended 31 December 2024.

6) The Board of Directors and the Shareholders of the Holding Company at their meetings held on 02 August 2024 and 29 August 2024, respectively, had approved the issuance of 9,832,123 convertible warrants at a price of Rs. 417 per warrant.
The approval received from the Board and the shareholders and based on the receipt of initial subscription money from the allottees, the Board of Directors, through a circular resolution passed on 27 September 2024, allotted 9,265,215 convertible warrants to both the promoter and non-promoter categories. These warrants were allotted at a price of Rs. 417 per warrant, with the right for each warrant holder to apply for and be allotted one equity share of the Holding Company, having a face value of Rs. 2 per share and a premium of Rs. 415 per share, within a period of 18 months from the date of allotment of the warrants.

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.33.84 Crores (169,181,895 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. Further 461,626 and 645,179 equity shares of Rs. 2/- each were allotted on 9 December 2024 and 20 December 2024, respectively, pursuant to conversion of warrants during the quarter ended 31 December 2024.

8) 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.

9) 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.

10) 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

Digitally signed by
SANJEEV SHEKHAR VERMA
Date: 2025.02.11 13:04:53
+05'30'

SANJEEV VERMA

WHOLE-TIME DIRECTOR

DIN: 06871685

Place : Mumbai

Date : 11 February 2025

CIN : L32200MH1986PLC040652

Black Box Limited

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 AND NINE MONTHS PERIOD ENDED 31 DECEMBER 2024

Segment information

Particulars	Quarter ended			Nine months ended		Year ended
	Unaudited			Unaudited		Audited
	31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	31/03/2024
Segment revenue						
System integration	1,266.56	1,285.88	1,416.16	3,773.27	4,149.26	5,417.56
Technology product solutions	197.43	173.55	212.00	548.21	578.62	758.41
Others	37.73	37.80	27.31	100.85	73.35	105.61
Revenue from operations	1,501.72	1,497.23	1,655.47	4,422.33	4,801.23	6,281.58
Segment results						
System integration	115.75	119.28	76.14	334.84	232.62	348.60
Technology product solutions	(10.24)	(19.77)	6.94	(35.71)	(17.98)	(45.26)
Others	6.63	4.81	3.71	9.73	1.44	8.52
Total of segment results	112.14	104.32	86.79	308.86	216.08	311.86
Other income	1.44	1.02	11.19	3.51	18.39	19.17
Finance costs	31.31	32.25	35.80	97.50	100.75	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	82.27	73.09	62.18	214.87	133.72	189.78
Share of net profit / (loss) of associate accounted for using the equity method	0.14	(0.14)	0.27	0.38	1.29	1.67
(Loss) / gain on foreign currency transactions and translations (net)	(9.78)	2.38	(1.39)	(11.78)	5.18	4.60
Profit before exceptional items and tax	72.63	75.33	61.06	203.47	140.19	196.05
Exceptional items - expenses (refer note 3)	(13.40)	(20.74)	(9.36)	(49.39)	(30.69)	(39.66)
Net profit before tax	59.23	54.59	51.70	154.08	109.50	156.39
Tax expense	3.15	3.45	10.83	9.77	12.73	18.72
Net profit for the period / year	56.08	51.14	40.87	144.31	96.77	137.67
Depreciation and amortisation expense	31.15	28.31	28.36	85.75	84.93	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.

Independent Auditor's Review Report on Standalone unaudited financial results of Black Box Limited for the quarter and year to date 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 standalone unaudited financial results of Black Box Limited (hereinafter referred to as 'the Company') for the quarter ended December 31, 2024 and the year to-date results for the period from April 1, 2024 to December 31, 2024 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').
2. This Statement, which is the responsibility of the Company's Management and has been 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', prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the 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 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.
4. Based on our review conducted as stated in paragraph 3 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 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 3 to the accompanying Statement, which describes the delay in remittance of import payments, repatriation of proceeds for export of goods and services and other receipts aggregating to Rs. 2.85 Crores, Rs. 3.13 Crores and Rs. 9.14 Crores, respectively, outstanding as at December 31, 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 limit and condonation of such delays and response on the same is awaited as on date.

Our conclusion is not modified in respect of this matter.

MSKA & Associates

Chartered Accountants

Independent Auditor's Review Report on Standalone unaudited financial results of Black Box Limited for the quarter and year to date pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. (Contd)

6. The Statements of the Company for the quarter ended December 31, 2023 and year to date for the period from April 1, 2023 to December 31, 2023 were reviewed by another auditor whose report dated February 08, 2024, expressed an unmodified conclusion on that Statement. Further, the Statement of the Company for the year ended March 31, 2024, was audited by another auditor whose audit report date May 30, 2024, expressed an unmodified opinion on those Statements.

Our conclusion is not modified in respect of the above matter.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No.105047W

Udit
Brijesh
Parikh

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by Udit Brijesh
Parikh
Date: 2025.02.11
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Udit Brijesh Parikh

Partner

Membership No.: 151016

UDIN: 25151016BMLNKKW9831

Place: Mumbai

Date: February 11, 2025

Black Box Limited

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 AND NINE MONTHS PERIOD ENDED 31 DECEMBER 2024

(Rs. in Crores, unless otherwise stated)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		Unaudited			Unaudited		Audited
		31/12/2024	30/09/2024	31/12/2023	31/12/2024	31/12/2023	31/03/2024
1	Income						
	(a) Revenue from operations	87.13	81.09	103.96	252.40	282.96	386.65
	(b) Other income	1.42	1.11	11.18	3.47	12.47	13.11
	Total income	88.55	82.20	115.14	255.87	295.43	399.76
2	Expenses						
	(a) Purchase of stock-in-trade	45.35	33.49	47.39	114.65	133.45	165.65
	(b) Changes in inventories of stock-in-trade	(0.62)	0.88	3.78	1.73	1.51	(2.09)
	(c) Service charges	26.48	29.72	27.85	84.84	79.95	128.97
	(d) Employee benefits expense (net)	7.53	12.54	15.20	32.33	42.17	56.83
	(e) Finance costs	1.50	0.94	1.71	3.63	5.36	6.68
	(f) Depreciation and amortisation expense	1.97	2.03	2.00	6.08	5.79	7.91
	(g) Other expenses	5.16	5.00	4.17	16.46	18.81	37.79
	Total expenses	87.37	84.60	102.10	259.72	287.04	401.74
3	Profit / (loss) before impact of foreign currency transactions and translations and tax (1-2)	1.18	(2.40)	13.04	(3.85)	8.39	(1.98)
4	Gain on foreign currency transactions and translations (net)	0.31	0.07	0.09	0.38	0.52	0.87
5	Net profit / (loss) before tax (3+4)	1.49	(2.33)	13.13	(3.47)	8.91	(1.11)
6	Tax expense / (credit)						
	- Current tax	-	-	-	-	-	-
	- Deferred tax	0.03	0.14	(0.05)	0.12	(0.04)	0.10
	- Tax adjustment relating to earlier years	-	-	9.69	-	9.69	13.77
	Total tax expense	0.03	0.14	9.64	0.12	9.65	13.87
7	Net profit / (loss) for the period / year (5-6)	1.46	(2.47)	3.49	(3.59)	(0.74)	(14.98)
8	Other Comprehensive Income						
	Items that will not be reclassified subsequently to profit or loss (net of taxes)	(0.08)	(0.42)	0.17	(0.35)	0.13	(0.31)
9	Total Comprehensive Income for the period / year (net of taxes) - gain / (loss) (7+8)	1.38	(2.89)	3.66	(3.94)	(0.61)	(15.29)
10	Paid-up equity share capital (face value of Rs. 2 each) (refer note 6)	33.84	33.62	33.58	33.84	33.58	33.61
11	Other equity						280.85
12	Earning / (loss) per share of Rs. 2 each:						
	Basic (in Rs.)	0.09*	(0.15)*	0.21*	(0.21)*	(0.04)*	(0.89)
	Diluted (in Rs.)	0.09*	(0.15)*#	0.21*	(0.21)*#	(0.04)*#	(0.89)#

* Not annualised

The effect of 366,000, 366,000, 536,480 and 415,500 potential equity shares outstanding as at 30 September 2024, 31 December 2024, 31 December 2023 and 31 March 2024 respectively, is anti-dilutive 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) The Statement has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 February 2025. The statutory auditors have carried out a limited review of this Statement.
- 3) The Company has foreign currency trade payables amounting to Rs. 2.85 Crores as on 31 December 2024 (30 September 2024: Rs. 2.43 crores), which are outstanding for a period more than six months as on 31 December 2024, and include balances amounting to Rs. 2.00 crores which are outstanding for a period more than three years as on 31 December 2024 (30 September 2024: Rs. 1.94 crores). Further, the Company has foreign currency trade receivables and other financial assets amounting to Rs. 3.13 crores and Rs. 9.14 crores respectively, as on 31 December 2024 (30 September 2024: Rs. 1.96 crores and Rs. 8.11 crores), which are outstanding for a period more than nine months as on 31 December 2024, and include balances amounting to Rs. 2.99 crores which are outstanding for a period more than three years as on 31 December 2024 (30 September 2024: Rs. 2.95 crores).

These balances are pending for settlement and have resulted in delay in remittance/ collection beyond the timeline stipulated under the Circulars, Directions issued under the Foreign Exchange Management Act, 1999, as amended from time to time. The Company has filed necessary application with the Authorised Dealer Category – I bank ('AD Bank') for extension of time limit on payables aggregating to Rs. 2.54 Crores during the current period and on payables aggregating to Rs. 0.16 Crores subsequent to 31 December 2024. For the remaining payables amounting to Rs. 0.15 Crores where extension has not been filed, management is planning to approach AD Bank or the Reserve Bank of India with a request to write back. Similarly, the Company has filed application with AD Bank for extension of time limit for the aforementioned receivables aggregating to Rs. 9.54 Crores during the current period and on receivables aggregating to Rs. 2.73 Crores subsequent to 31 December 2024. However, approval is awaited from AD Bank on those applications filed. The management of the Company is certain that no material penalties or fines would be levied on account of such non-compliance and hence, the Company has not accounted for penalties and fines, if any, on account of such non-compliances in the standalone unaudited financial results for the quarter and nine month period ended 31 December 2024.

- 4) In accordance with Ind AS 108 - "Operating Segments", the Company has opted to present segment information along with the unaudited consolidated financial results of the group.
- 5) The Board of Directors and the Shareholders of the Company at their meetings held on 02 August 2024 and 29 August 2024, respectively, had approved the issuance of 9,832,123 convertible warrants at a price of Rs. 417 per warrant.
The approval received from the Board and the shareholders and based on the receipt of initial subscription money from the allottees, the Board of Directors, through a circular resolution passed on September 27, 2024, allotted 9,265,215 convertible warrants to both the promoter and non-promoter categories. These warrants were allotted at a price of Rs. 417 per warrant, with the right for each warrant holder to apply for and be allotted one equity share of the Company, having a face value of Rs. 2 per share and a premium of Rs. 415 per share, within a period of 18 months from the date of allotment of the warrants.
- 6) 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.33.84 Crores (169,181,895 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. Further 461,626 and 645,179 equity shares of Rs. 2/- each were allotted on 9 December 2024 and 20 December 2024, respectively, pursuant to conversion of warrants during the quarter ended 31 December 2024.
- 7) 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.

- 8) 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.

Place : Mumbai
Date : 11 February 2025
CIN : L32200MH1986PLC040652

FOR AND ON BEHALF OF THE BOARD

SANJEEV
SHEKHAR
VERMA

SANJEEV VERMA

WHOLE-TIME DIRECTOR
DIN: 06871685

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SANJEEV SHEKHAR
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Date: 2025.02.11
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