Excellence in Digital Infrastructure

Black Box Limited (Formerly AGC Networks Limited)

Annual Report 2022-23

Corporate Information

Directors

Sujay R. Sheth (Chairman)	- Independent Director
Dilip Thakkar	- Independent Director
Neha Nagpal	- Independent Director
Naresh Kothari	- Non-Executive Director
Anshuman Ruia	- Executive Director
Sanjeev Verma	- Whole-time Director
Deepak Kumar Bansal	- Executive Director
Mahua Mukherjee	- Executive Director

Chief Financial Officer

Deepak Kumar Bansal

Auditors

M/s. Walker Chandiok & Co LLP

Registered Office

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

+91 22 6661 7272

info.india@blackbox.com

https://www.blackbox.com

CIN: L32200MH1986PLC040652

Global Presence

North America, Latin America, Europe, India & SAARC, Middle East & Africa, Asia-Pacific

Company Secretary & Compliance Officer

Aditya Goswami

Regional Offices – India

Bengaluru, Chandigarh, Chennai, Gandhinagar, Gurugram, Guwahati, Hyderabad, Kochi, Kolkata, Mumbai, & Pune

Bankers

1. India - Yes Bank Limited, IDBI Bank Limited & Bank of India
2. United States of America – Fifth Third Bank and East West Bank

Registrar and Share Transfer Agent (RTA)

Datamatics Business Solutions Limited

Plot No.B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai – 400093

+91 22 6671 2001-2006

investorsqry@datamaticsbpm.com

www.datamaticsbpm.com

Table of Contents

Excellence in Digital Infrastructure: Innovate, Integrate, Elevate

Black Box, a leading IT Global Solutions Integrator and products specialist, is committed to delivering excellence in digital infrastructure solutions. With a strong focus on innovation, expertise, and customer-centricity, Black Box is dedicated to providing comprehensive and cutting-edge solutions tailored to meet the unique needs of its clients.

Engaging, embracing, and adopting new ways of working with the latest and emerging technologies.

As a forward-thinking organization, Black Box understands the critical role that digital infrastructure plays in enabling businesses to thrive in today's competitive landscape. From designing and deploying robust networks and data centers to implementing secure communication systems and comprehensive audio-visual solutions, Black Box is dedicated to building reliable and scalable digital infrastructure that enables its clients to achieve their business objectives.

Innovation is critical to the heartbeat of any successful organization.

Black Box understands the pivotal role that innovation plays in shaping the IT landscape and driving business growth. By actively fostering a culture of innovation, we have been on the edge of technological advancements, consistently introducing groundbreaking solutions to meet the evolving needs of our clients. Through our dedicated research and development efforts, we have harnessed emerging technologies to deliver transformative outcomes for businesses across various sectors.

Integration is the key differentiation.

As an expert in IT solutions integration, Black Box excels in seamlessly integrating diverse technologies to provide holistic solutions that optimize performance and efficiency for our clients. Through meticulous planning, testing, and collaboration, we minimize disruptions and maximize return on investments. With a comprehensive approach to integration, we also enable businesses to leverage the full potential of their IT ecosystem, enabling streamlined operations and enhanced productivity.

Making the customer the hero of our story.

Black Box firmly believes in taking a customer-centric approach to everything it does. By collaborating closely with clients throughout the solution lifecycle, we ensure that the solutions are perfectly aligned with the client's business objectives. We emphasize on the scalability of solutions, enabling businesses to adapt and expand as needed while maintaining optimal performance. We know that every business is unique and requires customized solutions to thrive. By investing time and effort into understanding the individual needs and goals of each customers, we empower businesses to elevate their performance to achieve their vision.

If everyone is moving forward together, then success takes care of itself.

Black Box relies on the power of collaboration. Through strategic alliances with leading technology providers, we strengthen our capabilities and expand our solutions portfolio. We work closely with our partners to stay ahead of industry trends and benefit from collective expertise and resources. This collaborative approach enables us to continuously enhance our offerings and deliver unparalleled value to our clients.

Innovate, Integrate, and Elevate are three pillars that define our commitment to excellence. By fostering a culture of innovation, seamlessly integrating solutions, thereby elevating businesses to new heights, Black Box continues to be a trusted partner in the digital transformation journey of its clients.

About Black Box

Black Box Limited is a leading Global Information & Communications Technology (ICT) Solutions Provider, known for pioneering the development of digital infrastructure pathways for customers in over 35 countries, across six continents. With a team of 3,800+ skilled professionals, we deliver cutting-edge technology solutions and provide world-class consulting services to businesses. Our extensive global reach and depth of expertise enable us to bring together people, ideas, and technology to solve real-world business challenges, accelerating customer success. Through our IT infrastructure solutions, services, and products, we facilitate secure and seamless connectivity, as well as meaningful collaboration, for businesses across various industries.

We have expertise in consulting, designing, deploying, managing, and securing customers' IT and communication infrastructure. By anticipating and meeting the evolving demands of our customers with certified technology experts and innovative technologies, we are well-positioned to shape the digital infrastructure landscape for our esteemed clients. From designing and implementing AI, IoT, and Cloud-based solutions, networks, and data centers, to providing secure communication systems and audio-visual solutions, Black Box is committed to building reliable and scalable digital infrastructure that helps clients achieve their business objectives.

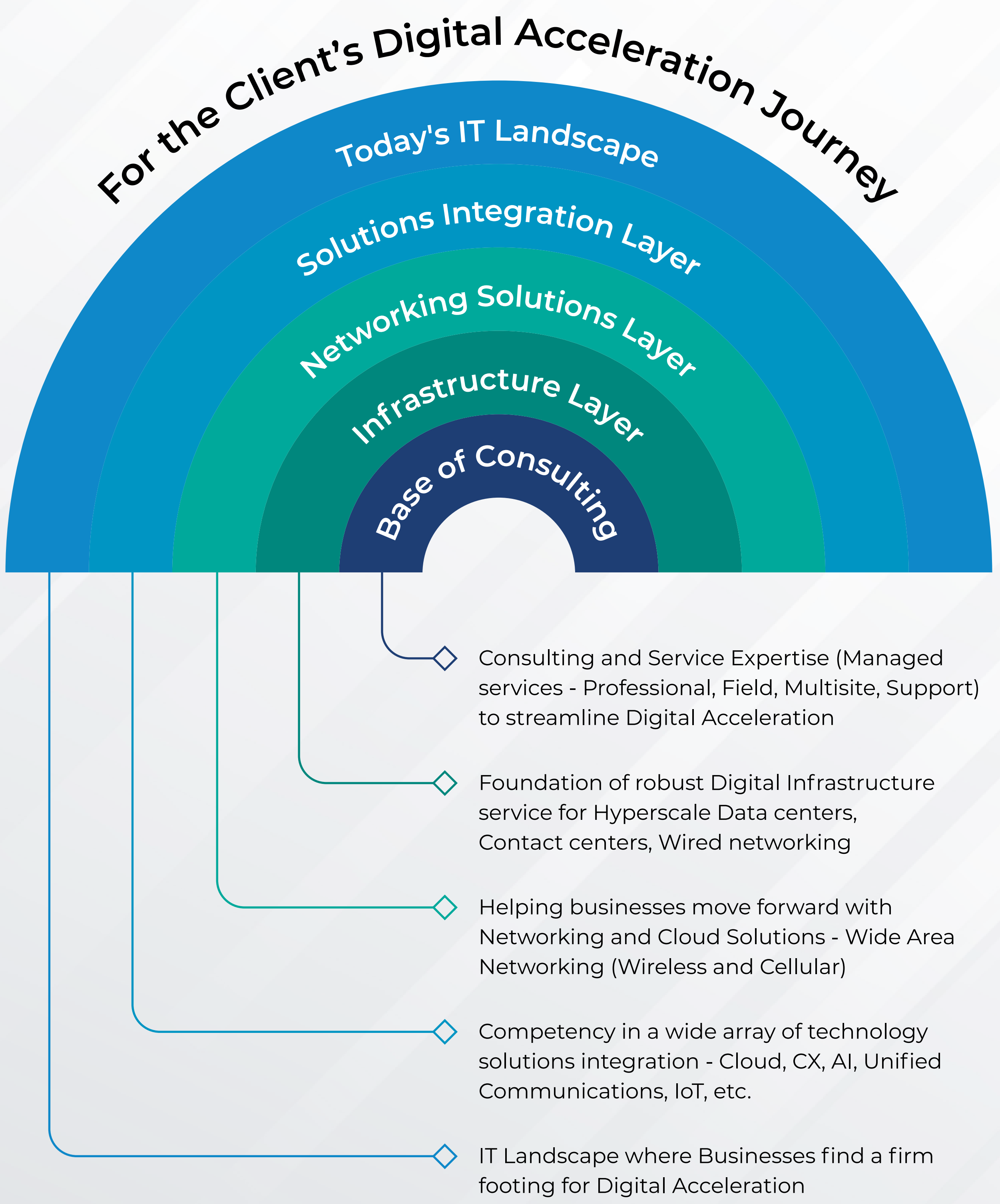
In the realm of KVM and AV technology, your Company stands as a leading player. Our recently introduced additions to the award-winning Emerald® KVM-over-IP platform ensure exceptional user experiences, offering remote access 24/7. One of our latest offerings, Emerald® DESKVUE, revolutionizes the KVM-over-IP concept, catering specifically to the needs of modern broadcast, command centers, and gaming environments.

Our mission is to actively lead the digital infrastructure revolution on a global scale by embracing diverse cultures, reinforced by our astute global approach of 'Think Global, Act Local.' The strategy helps us maintain strong relationships with our customers at a global level, ensuring relevance and flexibility in delivering cost-effective portfolios of solutions and services across Connected Buildings, Enterprise Networking, Enterprise UCC, 5G, AV, Customer Experience, Data Centers, accompanied by Managed and Professional Services.

As a global and socially responsible IT solutions company, we strive to drive sustainable and responsible business practices through our sustainability policies, practices, and reporting. We are fully committed to designing, integrating and implementing solutions that accelerate efforts to address climate change and achieve net-zero transitions. In all our interactions with customers, employees, communities, and the environment, we uphold the principles of Environmental, Social, and Governance (ESG).

At Black Box, we utilize the power of technology to provide mission-critical IT services that have a tangible impact on businesses. We pride ourselves on being an employer of choice, fostering a culture of inclusivity, belonging, and corporate citizenship.

Multiple Layers of Tech Competency



Board of Directors

Sujay R. Sheth

Chairman - Independent Director

Audit Committee – **Chairman**

Stakeholders Relationship Committee – **Chairman**

Corporate Social Responsibility Committee – **Chairman**

Ethics and Compliance Committee – **Chairman**

Risk Management Committee - **Chairman**

Nomination and Remuneration Committee – **Member**

Sujay is a Chartered Accountant and a Fellow member of the Institute of Chartered Accountants of India. He brings his expertise in the areas of audit, taxation, attestation and assurance functions across a wide selection of Indian and multinational clients in an independent capacity.

Dilip Thakkar

Independent Director

Nomination and Remuneration Committee – **Chairman**

Audit Committee – **Member**

Stakeholders Relationship Committee - **Member**

Dilip is a Chartered Accountant and a Fellow member of the Institute of Chartered Accountants of India. He is associated with several public and private companies in the capacity of a Director.

Anshuman Ruia

Executive Director

Anshuman is part of the second generation of the Ruia family that founded Essar. Highly regarded for his financial expertise and project execution skills, he has made an invaluable contribution in Essar's value creation journey.

He is a member of the YPO (Young Presidents' Organization).

Naresh Kothari

Non-Executive Director

Nomination and Remuneration Committee - **Member**

Naresh is a seasoned financial services professional with over two and half decades of experience. He has held various management roles including President of Edelweiss Capital, senior member of Management Committee, Co-Head of Edelweiss Alternative Asset Advisors, Head of Coverage & ECM, and Co- Head of Institutional Equities.

Neha Nagpal

Independent Director

Risk Management Committee - **Member**

Neha has been a lawyer for over a decade and has vast experience as a commercial law and litigation expert at the Supreme Court of India as well as various High Courts. She also has the experience of working with National Company Law Tribunal, National Company Law, Appellate Tribunal and Competition Commission of India.

Sanjeev Verma

Whole-time Director

Stakeholders Relationship Committee – **Member**

Corporate Social Responsibility Committee – **Member**

Risk Management Committee - **Member**

Sanjeev is a technology veteran with over two and a half decades of rich global experience in the ICT domain. He is a natural leader with an extremely successful track record in business operations, consulting, M&A, start-up operations, and sales & marketing domains at a global level.

Deepak Kumar Bansal

Executive Director

Deepak is a Chartered Accountant and a business enabler with over two and a half decades of extensive experience in large corporations. He has expertise in leading financial operations and strategic initiatives globally including fund raising, business control, and corporate governance.

Mahua Mukherjee

Executive Director

Audit Committee – **Member**

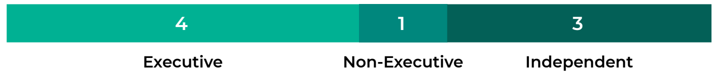
Corporate Social Responsibility Committee – **Member**

Ethics and Compliance Committee - **Member**

Mahua is a senior HR professional with over two and a half decades of experience. She is an expert with strategic, operational and global focus within the HR function. She specializes in HR activities and processes with a focus on business model pyramid, manpower planning, succession planning, and performance management.

Gender Diversity

Board Composition



Message from the Chairman

Dear Shareholders,

I am happy to share the Annual Report of your company for the financial year ending 31 March 2023.

This year has been challenging in terms of the global operating environment. Margins were impacted by unprecedented interest rate hikes across the globe as well as cost pressures and supply chain challenges. However, the earlier-than-expected opening of China has alleviated supply chain disruptions, especially in the technology sector, rekindling hopes for a moderate economic recovery.

According to projections from the International Monetary Fund (IMF), global growth is expected to reach its lowest point at 2.8% this year, before experiencing a modest rise to 3.0% in 2024. These projections reflect cautious optimism regarding the future trajectory of the world economy amidst a complex and evolving global landscape.

The amount of data being consumed globally is growing exponentially. This is fueled by four main factors. Firstly, as the Internet spreads deeper into under-served areas of the world, the demand for and use of data grows rapidly. Secondly, the demographics of the most populous regions of the world are creating technology natives who demand more data than ever imagined. Thirdly, the number of connected devices, whether phones, cars, signaling or security systems, home IoT devices, or simply computers - is growing at a pace that we have never seen before. Finally, the rate of refreshing technology installations and equipment to faster and more powerful networks and chipsets being produced is making things we saw in fiction movies being brought to reality now.

All of this also needs reliable information highways and networks, whether they are in the form of optic or other cables, WiFi, 5G, 6G, or LTE. It requires installation, refreshing, maintenance, and cybersecurity services. It requires IoT devices, wiring, and connection. Your company does all of this.

Your company is well poised to participate in this multi-trillion-dollar opportunity that lies ahead. While the management has made great progress in consolidating operations and stabilizing margins through various measures, there is an enormous addressable market that is still untapped. Due to the unique position your company is in by being present in 35+ countries, I am confident that the management will ensure a large share of this market is captured, in every geography we are present in.

During the year, your company earned its second USD 100+ Million customer and serves most of the Fortune 500 companies globally while management strives to grow relationships with these prestigious customers.

This performance can be attributed to the tireless efforts of your company's workforce, consisting of over 3,800+ skilled and talented professionals who serve our customers globally across 35+ countries. Their dedication has been instrumental in our success. This year again, your company has established a strong foundation of excellent customer connections and is committed to further enhancing these relationships.

Your company is actively investing in various areas to solidify its position for profitable growth and long-term value creation in the next phase of expansion. We continue our global investments in partnerships, white-space opportunities, forward-thinking work practices, efficient delivery methods, go-to-talent strategies, and mergers and acquisitions, among other areas. These strategic initiatives are designed to ensure that your company remains agile, adaptable, and well-positioned to capitalize on existing and emerging opportunities.

On the ESG front, at Black Box, the dedication to fostering a clean and healthy environment is unwavering. We prioritize offering our customers a service that is not only safe and reliable but also responsive to their needs, all the while maintaining a strong sense of environmental consciousness and responsibility. We firmly believe that implementing sound environmental policies not only enhances our competitive advantage but also brings benefits to our customers and team members. By actively contributing to the overall well-being and economic vitality of the communities we serve, your company strives to create a positive impact on the environment and ensure the sustainability of our operations.

In the coming years, Black Box will continue to have a sharp focus on fostering strong partnerships, embracing innovative approaches, and expanding our capabilities. We aim to not only meet the evolving needs of our customers but also create sustainable value for all stakeholders. Our unwavering focus on these key areas will pave the way for continued growth and success in the dynamic business landscape ahead.

I thank you for your continued support!

Best Wishes,

Sujay R. Sheth

Message from the Whole-time Director

Dear Shareholders,

In the face of a challenging global economic landscape marred by interest and cost pressures, supply chain hurdles, geopolitical tensions, such as the Russia-Ukraine conflict, inflationary pressures, and a looming recession, it's truly inspiring to witness the resilience of businesses as they deliver improved performances. Our remarkable success in boosting our top line stands as a testament to the collective strength of our team. Their unwavering dedication to delivering unparalleled customer experiences, ability to implement innovative solutions, and exceptional service have not only fortified our customer relationships but also positioned us for continuous growth. This revenue surge is a direct result of a robust order book, highlighted by new wins and a larger share of our existing customers' wallets.

The acquisition of Black Box Corporation has been nothing short of transformative, opening new avenues for us to serve our global customer base in a multitude of impactful ways. This strategic leap has expanded our capabilities and skill sets, culminating in a fortified portfolio of products, solutions, and services. The geographic breadth of our presence in over 35 countries has substantially bolstered our capacity to partner with clients and crafting, delivering, and overseeing their evolving digital infrastructure requirements.

Throughout our journey, Your company has forged ahead as a trailblazer, laying the foundations for customer digital infrastructure and catalyzing business transformation. Over four decades, we've emerged as the dependable choice for IT solutions and services, reinforcing digital infrastructure, from networks to customer experiences, across continents and diverse cultures. Our unwavering focus spans Consulting, Design, Deployment, and the safeguarding of our customers' IT and communication infrastructure, enabling businesses to fortify their core objectives of accelerating their businesses.

Harnessing our expertise, innovation, and customer-centric ethos, we stand in an advantageous position to cater to the burgeoning demands of enterprises in the domains of cybersecurity, cloud, and data center solutions. Noteworthy wins across our business areas, with a significant contribution from the data center segment, are a testament to our focused investments and position us favorably in a data center market projected for substantial growth, particularly within the hyperscale and cloud domains.

In the era of artificial intelligence (AI), we find ourselves at the cusp of a transformative movement. Recent strides in AI present the perfect opportunity to re-evaluate our utilization of AI in enhancing customer experiences. This recalibration seeks to strike the delicate balance between human interactions and digital interfaces. Our approach envisions equipping human agents with AI-driven tools to amplify productivity and decision-making, while ensuring the continuity of experience across interactions. Black Box's judicious use of AI, spanning embedded chat, Visual IVR, Speech IVR, and more, strikes the optimal equilibrium for our customers.

During the fiscal year 2023, we encountered initial margin challenges amidst the global turmoil. Our endeavors in cost rationalization and enhanced productivity bore fruit, with margins exhibiting sequential improvement. Our unwavering commitment to enhancing operational profitability and margins remains steadfast. Crucial drivers for this performance enhancement encompass optimized customer operations, leveraging our Center of Excellence in India, refining procurement and subcontractor management, ensuring cost efficiency through the right shore strategy, facility optimization, ERP consolidation, and repricing contracts for improved yields.

The bottom line experienced a pinch due to escalated interest costs and severance payouts. As a ratio-centric entity, we undertook quick measures to rebalance our on-shore: off-shore metrics resulting in some severance costs. We anticipate normalization in our operating costs resulting in improved

profitability going forward. Over the past couple of years, our concerted efforts have paved the way for a pivotal juncture in the company's growth trajectory.

Our growth blueprint is characterized by a two-fold approach: organic and inorganic expansion. Organically, our investments are meticulously channeled into high-growth areas encompassing data centers, cloud offerings, and cybersecurity and IoT underscored by an elevated focus on cross-selling. The inorganic facet revolves around the careful selection of acquisitions that not only scale and bolster revenues but also seamlessly align with our existing business, extending our reach to new customers, diversifying geographic locations, and fortifying capabilities. The swift transformation and attainment of short-term synergies underpin the essence of our acquisition philosophy.

Our "GLOCAL" approach, encapsulated in the mantra of "Think Global, Act Local," serves as our guiding star, preserving relationships by offering flexibility to customers and cost-effective delivery in the countries we operate. As an ICT solutions provider of global stature, Black Box is steadfast in driving sustainable and responsible business practices to ensure our operations are aligned with bolstering sustainability policies, practices, and reporting standards. We continue to focus on our diversity, equity, and inclusion targets within the workplace.

Adherence to environmental laws and regulations is the cornerstone of our commitment. It's not just about compliance; it's about embodying the ethos of these regulations to uphold the highest environmental standards within our organization.

Our zest to progress is underscored by our reimagined brand promise, a beacon guiding our path as we navigate diverse markets with agility and determination. Despite potential economic headwinds and macro-level challenges in the short term, we stand resolute, fortified by our robust foundations, poised to seize the multitude of opportunities that await us.

We extend our heartfelt gratitude for your unwavering support and guidance.

Thank you.

Warm Regards,

Sanjeev Verma

Company Snapshot

35+ Countries Worldwide	**30+** International Technology Partnerships	**5,000 +** Active Client Locations Serviced On-Site	**75** Delivery & Support Centers Across 6 Continents
3,800+ Universal Representatives	**4,000+** Certifications	**250 +** Fortune 500 Clients	**8,000+** Global Customers

- **Innovative** and **customized** digital, cloud-ready, secure solutions and services.
- **Future-ready** technology products portfolio.
- **Best-in-class** technology partners.
- **Worldwide** multivendor, multisite support.
- Agile, flexible, **right-size organization**.

Our Mission, Vision & Values

Our Mission

Our mission is to provide cutting-edge technology solutions, deep global resources, and world-class consulting services that accelerate customer success and drive stakeholder value.

Our Vision

Our vision is to be the leading global IT solutions provider known and trusted for our customer-centric approach, commitment to customer success, and continuous innovation.

Our Values

At Black Box, our values are our guiding principles. We believe in accountability and transparency with all stakeholders. We embrace global citizenship by nurturing diversity and respecting our differences. We strive for continuous innovation that anticipates the ever-changing needs of our customers and accelerates their success.

Company Milestones

1986
AGC founded as Tata Telecom Ltd.

1994
Tata Telecom forms JV with AT&T

1996
AT&T exits, Tata-Avaya JV takes shape

2004
Tata exits & Avaya Global Connect is formed

2010
Avaya exits – Essar enters & AGC Networks is born

2011
AGC goes global and expands into North America & MEA

2014
AGC forms Multi-Alliances providing Multi-Solutions in Multi-Geos

1976
Black Box founded as Expandor, Inc. Mails first catalog with 9 products in 6 pages

1980-90
Grows from a small catalog to "The Big Book" & becomes Black Box. Headquarters moves from Simi Valley, California to Lawrence, PA

1992
Black Box goes public (NASDAQ: BBOX)

1996
Known for its 24×7 tech support. Black Box expands international presence and forms JVs in Europe, APAC, and South America

1998
Black Box's GSI division begins

1999
Black Box named one of the "200 Best Small Companies in America" by Forbes magazine

2000-10
Black Box acquired multiple IT service providers

2019
Expanding global presence, AGC completes acquisition of Black Box Corporation

AGC Accelerating Business

BLACK BOX

2020
Acquired FUJISOFT in the Middle East, enhancing cloud computing & virtualization solutions.

Acquired PYRIOS in Australia & New Zealand, expanding customer experience cloud services.

Acquired MOBIQUEST in Singapore, an enterprise mobile enabler.

2021
Growing the global organization with key acquisitions to become One Name, One Brand, One Language.

Acquired ZSERVICES in UAE, a cybersecurity Cloud services provider.

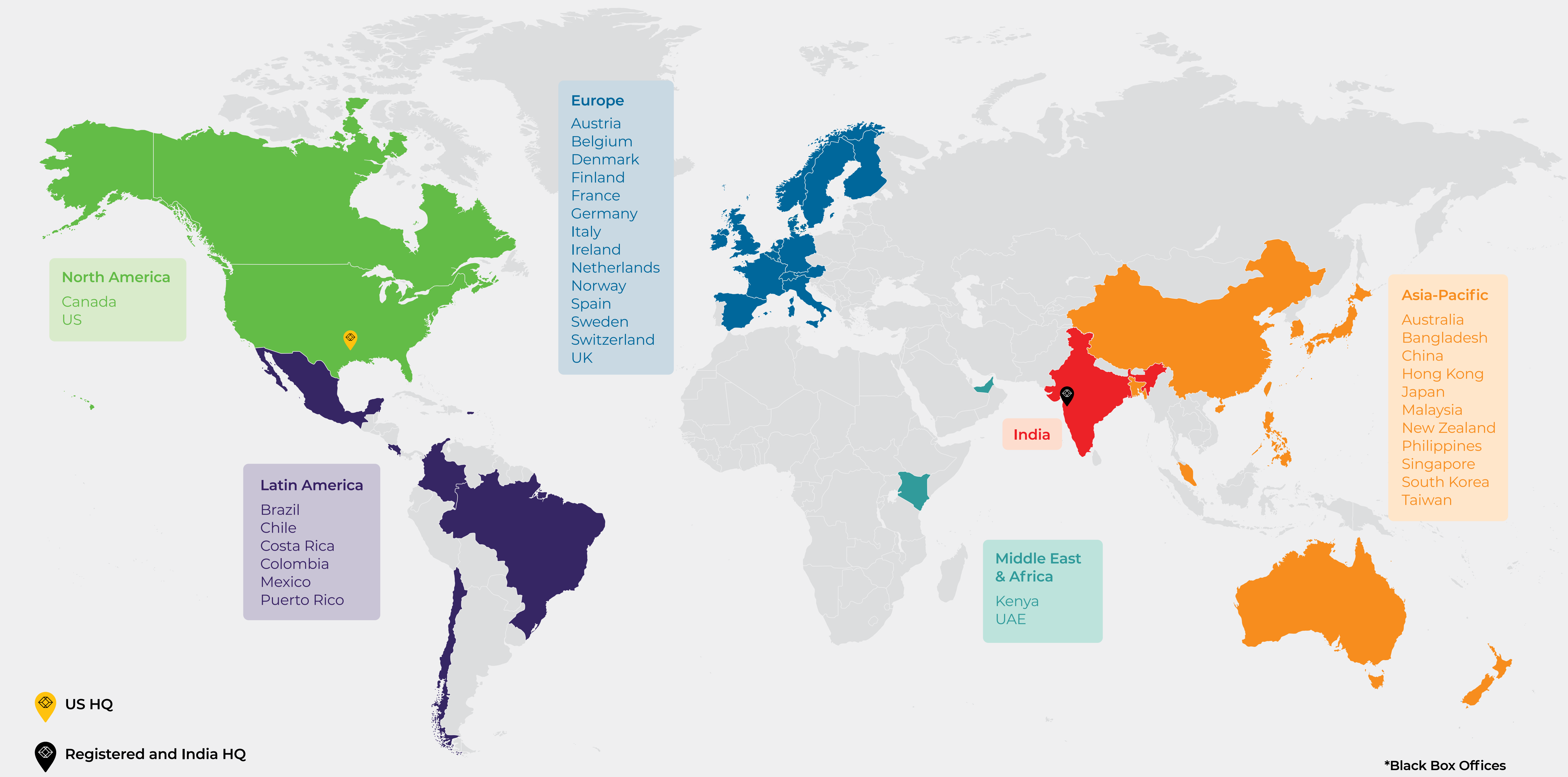
Acquired SXTREO in India, an IoT products and solution company.

2022
Acquired DRAGONFLY in Australia, a cybersecurity, enterprise networking, and automation company.

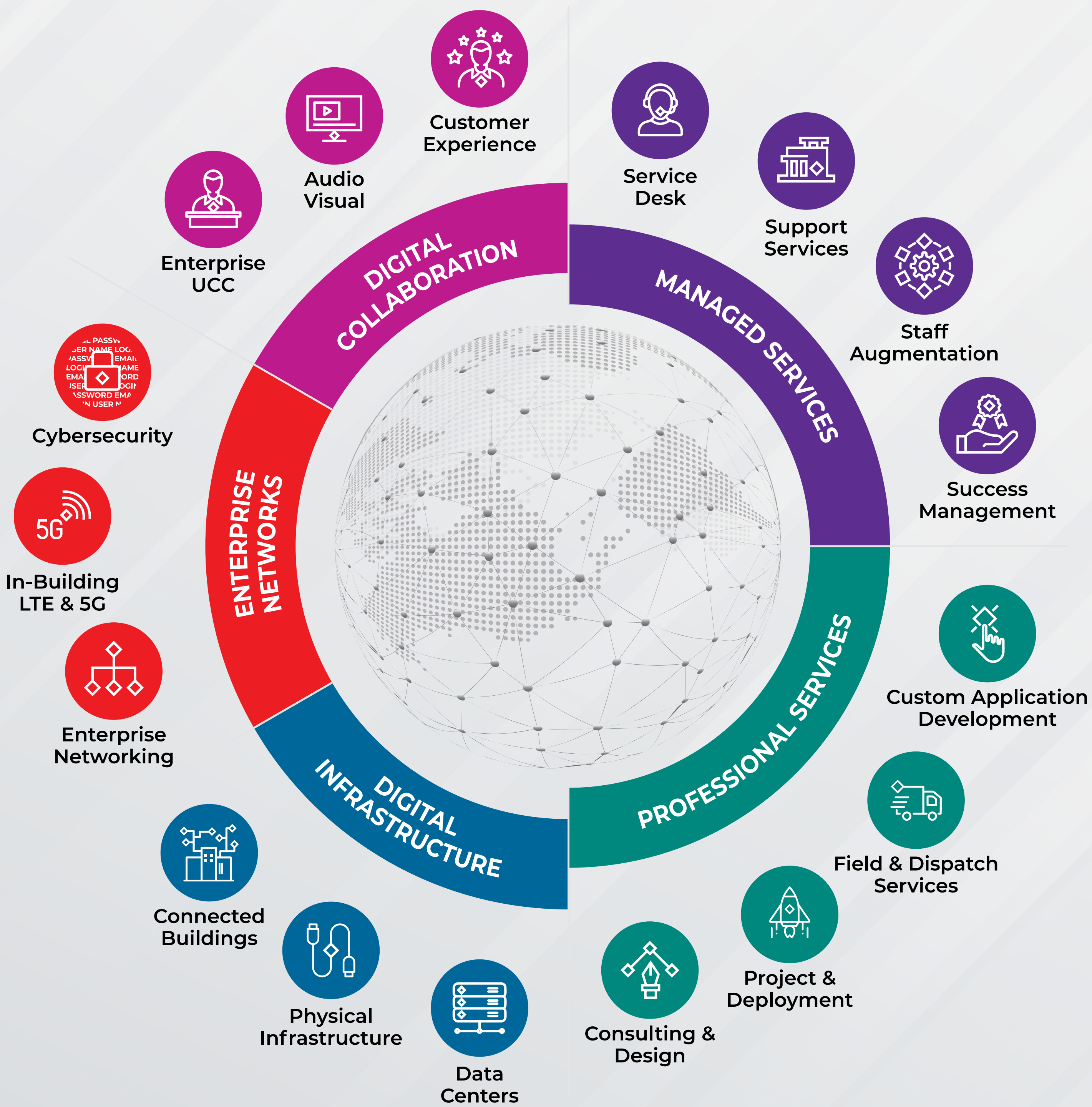
2023
Acquired GSN AUSTRALIA in Australia, a Cloud Contact Center and Digital Experience solutions company.

BLACK BOX
Continuing its commitment to digital excellence and customer satisfaction

Global Footprint



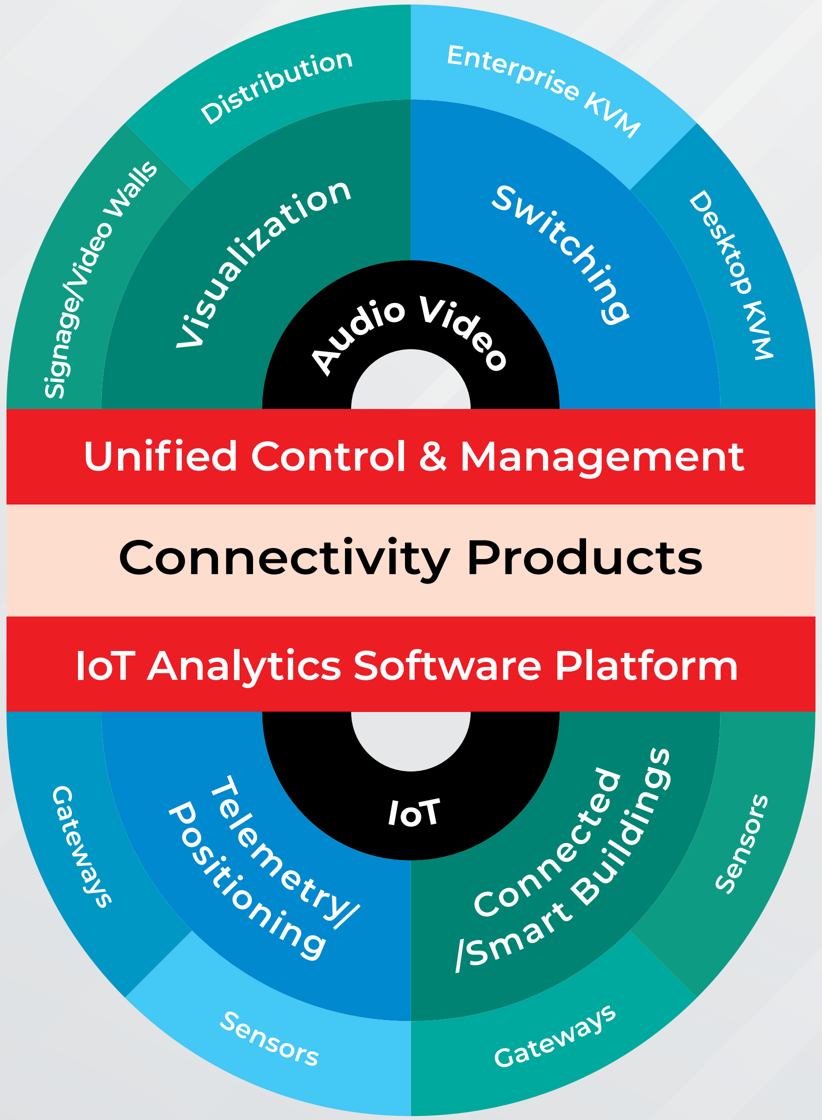
Global Solutions Integration



Global Solution Partners

- Airspan
- ARISTA
- AVAYA
- aruba
- ascom
- Atos
- celona
- cisco Partner
- COMMSCOPE
- CORNING
- Extreme
- FORTINET
- GENESYS
- inseego
- JMA WIRELESS
- JUNIPER NETWORKS
- Microsoft
- Mitel
- NEC
- NICE
- NOKIA
- opentext
- ORACLE
- paloalto NETWORKS
- PANDUIT ONE Partner Program
- poly
- RingCentral
- SECURONIX
- VERGE SENSE
- VERINT
- zoom

Technology Product Solutions



Support & Professional Services

Consulting

Tailored combinations of technologies and products

Factory Pre-Configuration

IT infrastructure, hardware and software setup and maintenance

Support

Through all project and product lifecycle stages

Technology Product Partners

AEM Design & Build Green Data Center	Accu-Tech	wesco	BlueStar Your Solutions Distributor	CDW
CONVENA distribution	D&H	DeviceDeal	f9Distribution	GraybaR
HYPERTEC	INGRAM MICRO	JENNE Cloud Services Brokerage Value-Added Distributor	LONGJOIN	MultiNet communications
novo	scansource	TD SYNNEX	techvalue Líder en Tecnología Industrial	

Entrenched Customer Relationship Across Sectors

Technology
6 of top 10 tech companies in the US

Healthcare
5 of top 10 Healthcare companies in the US

Manufacturing
2 of top 10 manufacturing companies globally

Utilities
4 of the top 15 utility companies in the US

Broadcasting
2 of the top 5 broadcasters globally

Retail
7 of top 30 retail setups in the US

Hospitality
3 out of top 5 hotel brands

Banking
3 out of world's top 10 banks

Government
Top Government institutions in the US

Business Services
4 of top 10 Business services companies

Case Studies

Turn-key Vulnerability and Gaps Assessment for Geauga County

An Overview

Geauga County, a county in the U.S. state of Ohio, required a robust, secure, and vulnerability-free IT infrastructure. The challenges faced by the company were visibility, cybersecurity gaps, cybersecurity risks and security policies addressing the new privacy & security compliance requirements.

The Solution

- Vulnerability and gaps assessment on external and internal IT infrastructure
- Series of reports identifying the findings, risks, & remediation efforts
- Remediation engineering, security policy vCISO services & security program maturity development

The Benefits

- Optimization of security assets
- Devices and systems hardening
- Improved security posture
- Security policy ensuring privacy and safety protections

Preparing for the Future of Global Air Service – Houston Airport System

An Overview

The Houston Airport System manages George Bush Intercontinental Airport, William P. Hobby Airport, and Ellington Field. HAS serves as a crucial gateway to the southcentral United States and Latin America. The company needed to migrate the Airport Command Centers to a new voice platform with minimal interruption to daily activity as this system plays a key role in keeping the airport system running smoothly.

The Solution

Black Box provided the expertise and resources to make this migration seamless. Facilitating a phased move to Cisco UC Manager, Black Box delivered professional services, including design, on-site assessment and surveys, project management, as well as deployment services including subscriber programming, infrastructure installation, device deployment, on-site training, hardware replacement, carrier testing, and performance functionality testing.

The Benefits

- Optimization of voice communication infrastructure/ management/monitoring
- Increased availability of technical expertise and resources
- Highly effective incident and performance remediation
- Freedom to shift internal resources to other business priorities
- Seamless modernization of voice communication technology

Shannon Brewing Company Implements Complete AV-IoT Solution

An Overview

Shannon Brewing Company is proud of their one-of-a-kind, award-winning fire-brewed beer. The brewing company faced two challenges: enhancing the video entertainment in the customer-service area and transitioning the monitoring equipment from the analog age to the digital age in the brewing area.

The Solution

Black Box's MCX-AVoIP video matrix system combines the eleven TVs and eight media sources to be able to send any source to any TV, at any time. The AlertWerks IoT Web Gateway and LoRaWAN wireless sensors monitor temperature, humidity, water leak detection, door operation, and more.

The Benefits

Debuting on Super Bowl Sunday, the brewery rolled out the AV-IoT solution from Black Box. The big game was broadcast on the video walls in the bar area and outside the patio. The environmental monitoring equipment in the back room operate efficiently, maintaining the quality and taste of the beer brewed on-site.

Case Studies

Transformation of Voice/Data Service Management for Leading U.S. Automobile Manufacturer

An Overview

The leading automobile company with multiple major manufacturing units used a telecom expense management system and was facing problems in their voice and data documentation with no clear way to correlate existing services and monthly expenses. The business needed a more effective means of managing its carrier environment ensuring both cost recovery and operational efficiency.

The Solution

Black Box has provided carrier-managed services that optimize the management of voice and data services to expand the savings potential for the business and provide better service to all business locations and end users. Through this relationship, the business now maintains a well-organized inventory of voice and data services mapped to monthly invoices.

The Benefits

The manufacturer has reduced the burden on its IT department and established a 'cleaner' voice and data environment. The business can now efficiently validate charges before paying their service providers and has realized additional savings by eliminating recurring late payment charges. Its business management unit now is positioned to make better-informed decisions for digital transformation.

Building a Cloud-Based Omnichannel Contact Center

An Overview

The logistics start-up company wanted to implement a Cloud CX and SimpleCRM solution as their Capex drastically dropped due to the absence of customer data and delivery centers. Their customers have higher and varied requirements regarding convenience, agility, smooth interaction, channel availability, quick time to market, and personalized solutions. The company was unable to fulfill such requirements without a scalable and reliable platform.

The Solution

Black Box offered a comprehensive, robust Enterprise CRM platform with Intelligent Automation capabilities to build state-of-the-art technology. With Genesys Cloud CX and SimpleCRM hosted on multi-cloud, our experts provided top-notch multi-cloud solutions to address the challenges like the absence of customer data centers and delivery centers and introduced cloud contact center operations.

The Benefits

Implementing a multi-cloud solution with Genesys and SimpleCRM, Black Box ensured the integration of an omnichannel customer engagement platform with best-in-class features. The cloud contact center helped the start-up tailor their conversations and bring desired business success. The solutions helped the company to make the most of the all-in-one design of Genesys Cloud CX which allows integration with existing systems through its open architecture.

Fitness Company Reimagines AV Content Distribution System to Engage and Inform Customers

An Overview

A large fitness organization partnered with a system integrator with the goal of updating the AV content distribution system in their facilities. The organization's old AV content distribution system failed to work, so they wanted a unified screen system in various areas in their facility, controlled from a central location as well as from the point of access.

The Solution

In each training area, MediaCento propels a large screen that broadcasts training sessions with a virtual trainer. In the restaurant area, three large displays form a video wall. In the entrance area, interactive kiosks allow self-service login, service bookings, and more, all connected via USB and serial ports.

The Benefits

The system operates 24/7, is easy to maintain, and doesn't require any further training or support after its first short introductory training. The fitness club chain saves costs through self-service at the kiosks and training areas. Selling third-party ads though the system offers them extra income, accelerating the ROI for the AV installation.

Case Studies

MCX Unifies Video Manipulation in Military Tank Training Simulations

An Overview

A large military tank manufacturer supplies real-world tank simulators. Whenever the company wins a tender for vehicles, they also need to sell simulators to train soldiers cost-effectively before really driving a tank. The manufacturer needed basic video manipulation, like extension, switching, and splitting. Saving space and reducing the number of rendering PCs were also their priorities.

The Solution

The Black Box MCX AV over IP solution proved to be a perfect fit. As IP is easy to deploy, it reduces cabling and breaks distance limitations of proprietary solutions. Reducing the number of required components to virtually three devices: transmitter, receiver, and one controller added to its simplicity.

The Benefits

MCX delivers premium performance, quality AV, and uses network switching to connect everything together in a seamless environment.

About the MCX product solution, the customer said, "It is overwhelmingly easy and we plan to use it for all major new releases."

Philadelphia Eagles Use Black Box Emerald KVM for Flexible, User-Friendly Virtual Access to Production Systems

An Overview

After replacing the aging KVM system that used to support the game-day production system and a control room, NFL's Philadelphia Eagles wanted a new KVM solution that would allow for virtual machine access and flexible remote desktop access while ensuring optimal performance and use for engineers, creatives, and others working across all Eagles facilities and production systems.

The Solution

Black Box Emerald SE and PE KVM-over-IP systems and Boxilla KVM manager support signal transport for everything in the Philadelphia Eagles' television production world. As Philadelphia Eagles Senior Broadcast and Media Engineer David Sullivan puts it, "It's our connection to everything."

The Benefits

"The Black Box Emerald system has 100% changed the way we work in our facility," says David Sullivan. "Because it is standards-based networking and it's over a one gig infrastructure, I can take a KVM receiver and go to any port in the building, drop it down, and have full access to all of our production systems."

Returkraft Deploys Emerald PE and Central Power Hub in a Brand-New Control Room

An Overview

Returkraft recycles ordinary household and company waste and turns it into energy. Serving 23 Norwegian municipalities in Agder and Telemark, Returkraft recovers 63% of the energy in the waste received. The company was facing a challenge of building a temporary control room to monitor and access targets in a technical room after they suffered an explosion that destroyed their control room.

The Solution

A KVM over IP solution using Emerald PE extenders connecting the systems and operators replaced the damaged equipment. The Emerald PE transmitter and receiver units are installed in the temporary control room and server room with future plans to deploy the same setup in the new installation.

The Benefits

Returkraft now enjoys point-to-point KVM extension over a limited number of infrastructure cables, including power and network redundancy. The new solution extends the same number of KVM signals over a fewer number of cables.

Achievements & New Launches

From April 2022

Black Box India Partnership With Juniper Networks Elevated To Elite Plus

Black Box India partnership with Juniper Networks, a leader in secure, AI-driven networks, has been elevated to the highest level of their partner Juniper Partner Advantage Program 2022 - Elite Plus.

Black Box Achieves Gold Partner Status in Genesys Ascend Partner Program

Black Box is a leading IT solutions provider that delivers cutting-edge technology solutions and consulting services to businesses worldwide. Black Box has been named a Gold Partner by Genesys®, a global cloud leader in customer experience orchestration. As a Gold Partner in the Genesys Ascend program, Black Box is better positioned to create value for customers across sales, delivery, success, and support.

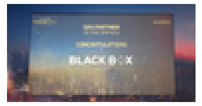
Black Box Brazil Awarded by CommScope for Training on Structured Cabling Solutions

Black Box received the CommScope award this year, this time for leading the category “Focus on Training - 2021”, accounting for the largest number of employees trained on CommScope structured cabling solutions among the partners in Brazil during the whole period.

Black Box recognized at Automation Expo, twice in a row.

Black Box received back-to-back recognitions for its futuristic and interactive booth at Automation Expo 2022 and 2023.

Visitors appreciated the demos on Interactive Control Rooms and IoT Solutions, and we received the Platinum award for the ‘Best Category Booth’ in 2022 and 2023.



Black Box Recognized as CommScope Wireless Partner of the Year

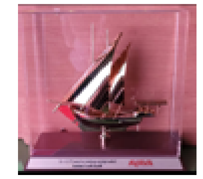
Black Box earns DAS Partner of the Year recognition from CommScope, a leading global manufacturer of advanced wired and wireless networks. Black Back demonstrated excellence in designing, installing, and managing CommScope solutions, with notable expertise in delivering sophisticated solutions for a variety of complex RF problems.

Black Box Recognized as a Disability Equality Index® Best Place to Work for Disability Inclusion

At Black Box, we are committed to fostering an inclusive workplace for all team members, enabling us to make Black Box the employer of choice for the best talent while driving excellence for our customers. We are very proud to announce that we have earned a top score on the 2022 Disability Equality Index® and have been named a “Best Place to Work for Disability Inclusion.”

Black Box Recognized as Juniper Mist AI-Driven Enterprise Partner of the Year; and Overall Enterprise Partner of the Year by Juniper Networks

Black Box India was recognized as Juniper Mist AI-Driven Enterprise Partner of the Year (National Level) and overall Enterprise Partner of the Year (National Level) by Juniper Networks, a leader in secure, AI-driven networks, at the annual Juniper India Partner conference. Partner of the Year Awards is part of the Juniper Partner Advantage Program (JPA). The 2022 program not only recognizes partners for their outstanding performance but also focuses on partner development through specializations, certification, and Enterprise Plus and Deal Registration programs that aim to drive opportunity in the AI-Driven Enterprise.



Avaya - Subscription Partner of the Year (India)

Black Box India was named the Avaya Subscription Partner of 2022. Our managed services, combined with Avaya Subscription technologies, enable customers to seamlessly migrate business applications to the cloud.

TVB Europe Best of Show Award IBC 2022

Emerald® DESKVUE won the TVB Europe Best of Show award at IBC 2022. The awards celebrate the innovation and craft of the industry’s R&D teams by recognizing some of the standout products and solutions on display in Amsterdam.

National Best Employer Brand - 2022 Award conferred to Black Box (India)

Black Box has been recognized as National Best Employer Brand for the Year 2022 by Times Ascent & World HRD Congress. Credit goes out to the able leadership of Black Box and the untiring efforts of Team Black Box. The World HRD Congress also awarded Mahua Mukherjee, Chief People Officer (India, APAC, and MEA) the Top 50 Most Innovative HR Tech Leaders Award.

Verint - Partner Excellence Award (India)

Black Box India received the Partner Excellence Award at Engage 22, which is Verint’s APAC Customer and Partner conference in Syndey, Australia. Winners for this award are chosen based upon their proven track record, expertise, and focus on maximizing customer value from Verint’s open platform during the preceding year.

Silver Stevie Award Winner Customer Service Team of the Year (USA)

Black Box was a Silver Stevie® winner in the Customer Service Team of the Year category. The Stevie Awards for Sales and Customer Service are the world’s top honors for customer service, contact center, business development, and sales professionals. Winners are determined after more than two months of judging by the average scores of more than 300 professionals worldwide.

Black Box at the 2023 NAB Show: Award-Winning Emerald® DESKVUE Launch

At the 2023 NAB Show® in booth W1322, Black Box showcased new additions to the company’s award-winning Emerald® KVMover- IP platform that offers exceptional user experiences with anywhere, anytime remote access. The company offered visitors to its booth a demonstration of the award-winning Emerald® DESKVUE, a completely new concept in KVM-over-IP.

To March 2023

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **BLACK BOX LIMITED** (Formerly known as AGC NETWORKS LIMITED) ("the Company") will be held on **Tuesday, September 26, 2023 at 10:30 A.M. Indian Standard Time (IST)** through Video Conferencing ("VC") to transact the following business(s):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 along with the Reports of Board Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Anshuman Ruia (DIN: 00008501), Executive Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Dilip Thakkar (DIN:00007339) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Dilip Thakkar (DIN:00007339), who was appointed by the Members of the Company at their 33rd Annual General Meeting held on August 1, 2018 as an Independent Director on the Board of Company to hold office for period of 5 years and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from August 1, 2023 and his office shall not be liable to retirement by rotation."

4. Continuation of appointment of Mr. Anshuman Ruia (DIN: 00008501), Executive Director of the Company on "office or place of profit" in Black Box Technologies LLC, Dubai

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the shareholders be and is hereby given for continuation of appointment of Mr. Anshuman Ruia (DIN: 00008501) on "office or place of profit" as Executive Director of Black Box Technologies LLC (BBTL), Dubai, Step-down Subsidiary of the Company, without any change in existing terms and conditions of his appointment (including remuneration) as determined under the employment agreement executed by and between Mr. Anshuman Ruia and BBTL at the time of such appointment.

RESOLVED FURTHER THAT Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director, Mr. Deepak Kumar Bansal (DIN: 07495199), CFO & Executive Director and Mr. Aditya Goswami, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file any form, application, return, disclosure and other necessary documents with the Registrar of Companies or any other regulatory or statutory authority as may be required and to do all such acts, deed and things as may be necessary or incidental to give effect to the aforesaid resolution."

5. Approval of raising of funds by issuance of securities upto ₹ 1,500 Crores

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively the "**Companies Act**"), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively "**FEMA**"), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") where the equity shares of the Company of face value of ₹2/- each ("**Equity Shares**") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("**GOI**"), the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE, NSE, Registrar of Companies ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the GOI, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter singly or collectively referred to as "**Appropriate Authorities**"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issue of equity shares/ preference shares or by way of an issue of any instrument or security including by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares, issue of 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 (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, with or without premium, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and / or private and/or right offer, and/or on preferential allotment basis including Qualified Institutions Placement ("**QIP**"), private placement basis or any combination thereof, and/or any other permitted modes through issue of prospectus and /or placement document and/or an offer document or other permissible/requisite documents/writings/ circulars/memoranda in such a manner, to any eligible person, including Qualified Institutional Buyers ("**QIBs**") as defined under the SEBI ICDR Regulations in accordance with Chapter VI 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 category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether they be holders of equity shares of the Company or not (collectively called the "**Investors**"), for an aggregate amount not exceeding ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a permissible discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, security, rate of interest etc. as may be deemed appropriate by the Board and where necessary in consultation with the book running lead manager(s) to be appointed for the Issue ("**Lead Manager(s)**") and/or underwriters and/or stabilising agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, determining the categories of Investors to whom the offer, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms if any, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "**Issue**"), as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company' so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations), the following shall apply:

1. the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations ("**QIBs**");

2. the Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the memorandum of association and articles of association of the Company;

3. the Eligible Securities, or any combination thereof, in one or more tranches as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the "**QIP Floor Price**"), with the authority to the Board, in consultation with the book running lead managers may offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;

4. the Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;

5. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

6. the Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;

7. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

8. the "**relevant date**" for the purpose of pricing of Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP;

9. in case of allotment of eligible convertible securities, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares, as decided by the Board;

10. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

11. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

12. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and

13. Any subsequent QIP shall not be undertaken until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

1. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company; and

2. the Equity Shares created, offered, issue or allotted by the Company shall rank pari passu in all respects with the existing Equity Shares of the Company, in all respects.

RESOLVED FURTHER THAT in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary placement documents and placement documents, determining the form and manner of the Issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the Issue, or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorized committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars, Statutory Auditors and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT Ms. Walker Chandiok & Co., being the Statutory Auditors of the Company are duly appointed and authorised to provide financial statements and certifications as may be required by the Company and/or the Lead Managers from time to time in relation to the Issue.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory / regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution."

By Order of the Board of Directors
For Black Box Limited
(Formerly known as AGC Networks Limited)
Sd/-
Aditya Goswami
Company Secretary & Compliance Officer
Membership No. A27365

Place: Navi Mumbai
Date: August 12, 2023

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

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

2. Pursuant to the provisions of the Companies Act, 2013 , "the Act", a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC pursuant to the said relevant Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No. 3, 4 and 5 is annexed as **Annexure I** hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("**SS-2**")

issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in **Annexure II** to this Notice.

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of the aforesaid MCA Circulars the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

5. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate there at and cast their votes through e-voting. Institutional and Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in on or before September 24, 2023.

6. Pursuant to the applicable provisions of the Act and Secretarial Standard on General Meetings (SS-2) in conjunction with the relevant Circulars, the Register of Directors and Key Managerial Personnel and their shareholding, maintained in accordance with Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, maintained in accordance with Section 189 of the Act ("**Statutory Registers**") will be available for inspection by the members at the website of NSDL https://www.evoting.nsdl.com during the AGM.

7. M/s. Datamatics Business Solutions Limited ("Datamatics") is the Registrar and Share Transfer Agent ("**RTA**") of the Company. All members and investors are hereby advised to contact Datamatics Business Solutions at the below mentioned contact details for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change/updation of residential address/email address/contact number, non-receipt of annual report, dividend payments or any other query/grievance relating to the shares of the Company:

   M/s. Datamatics Business Solutions Limited
   Plot No. B-5, Part B, Cross Lane,
   MIDC, Andheri (East), Mumbai – 400093
   Tel: +91 22 6671 2001 to 6671 2006
   Fax: +91 22 6671 2209
   E- mail: investorsqry@datamaticsbpm.com

8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 20, 2023 till Tuesday, September 26, 2023** (both days inclusive) for the purpose of this AGM.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Datamatics Business Solutions Limited, Registrar and Share Transfer Agent of the Company for assistance in this regard.

10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Datamatics in case the shares are held by them in physical form.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs (in case the shares are held by them in electronic form) as well as to Datamatics in **Form no. ISR-1** quoting their folio number and enclosing the self-attested supporting document.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Datamatics in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates to Datamatics, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members who wish to seek any information with regard to the Company's Annual Report FY2023, Financial Statements (Standalone and Consolidated) alongwith the Directors' Report and Auditors' Report thereon or any matter to be placed at the AGM, are requested to address their query(ies) to the Company Secretary of the Company through email on investors@blackbox.com well in advance, i.e. at least 10 days before the Meeting. This will enable the Management to keep the information readily available at the Meeting.

16. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investors@blackbox.com between Monday, September 18, 2023 (9:00 a.m. IST) and Friday, September 22, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id i.e. investors@blackbox.com will be allowed to express their views/ask questions during the AGM.

    When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, the Company has transferred all the unpaid Dividends and relevant shares to the IEPF authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form No. IEPF-5 available on www.iepf.gov.in.

    Members are further informed that the Company has been facing technical difficulty in submission of E-verification Report with IEPF authority. There were several claims which were received by the Company and e-verifications could not be submitted with IEPF Authority due to the said technical difficulty which lead to rejection of all such *claims from IEPF authority. In the interest of shareholders, the Company had initially filed verification report in physical form to overcome the challenge being faced while submission of E-verification report. However, IEPF did not consider the verification report in physical mode and all such claims were also rejected. We have made sincere efforts to get this issue resolved as early as possible. However, till date no solution has been provided by IEPF authority. The Company is engaging with Ministry of Corporate Affairs to get the issue resolved and will update all the shareholders suitably.*

18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 read with Circular dated May 13, 2022, Notice of the AGM along with the Annual Report FY2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report FY2022-23 will also be available on the Company's website https://www.blackbox.com/en-in/investors, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com

19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. At the 33rd AGM held on September 26, 2019 the Members approved re-appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office for a period of Five (5) Years from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company.

21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the date of AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's Website at www.blackbox.com.

22. Since the AGM will be held through VC, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period commences at **9:00 AM (IST) on Saturday, September 23, 2023 and ends at 5:00 PM (IST) on Monday, September 25, 2023**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, September 19, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Members can join the AGM in the VC mode during the period commencing from 15 minutes before the scheduled time of the AGM and ending at 15 minutes after the scheduled time of AGM, by following the procedure given hereinunder. The facility of participation at the AGM through VC will be made available for 1,000 Members only on first come first served basis. However, this shall not include Large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Authorised Representatives of Auditors etc. who will be allowed to attend the AGM without restriction on account of first come first served basis.

Those Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC but shall not be entitled to cast their vote again. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

Type of shareholders	Login Method
	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders(holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@blackbox.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@blackbox.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC link**" placed under "**Join meeting**" menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

GENERAL INSTRUCTIONS

The Board of Director has appointed M/S S. K. Jain & Co., Practicing Company Secretaries, (Membership No. FCS 1473 CP No 3076) has appointed as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declared alongwith the Scrutinizer Report shall be placed on the Company website www.blackbox.com and on the website of NDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to NSE and BSE, where the equity shares of the Company are listed.

Annexure I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Dilip Thakkar was appointed as Independent Director of the Company for a period of 5 (Five) Years by the shareholders of the Company at 32nd AGM held on August 1, 2018.

The Board of Directors at their Meeting held on August 12, 2023, based on recommendation from Nomination and Remuneration Committee, have proposed re-appointment of Mr. Dilip Thakkar as an Independent Director of the Company for a second term of 5 (Five) years subject to shareholder's approval. A Notice has been received from Mr. Thakkar proposing his candidature for the office of Independent Director of the Company for a period of 5 (Five) years. Brief resume of Mr. Thakkar, nature of his expertise in specific functional areas is provided in the **Annexure II** to this Notice.

The Board considers that the re-appointment of Mr. Thakkar as an Independent Director would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment for a second term of 5 (Five) years w.e.f August 01, 2023 and his period of office shall not be liable to retirement by rotation being an Independent Director. Mr. Thakkar has completed the age of 86 years and as per the Regulation 17(1)(A) of SEBI (LODR) (Amendment) Regulation, 2018 the Company needs to obtain approval of members by way of Special Resolution for re-appointment of Mr. Thakkar as Independent Director. Though Mr. Thakkar is senior in age, he is very efficient and capable to perform his duties and the Board is of the view that he is one of the most suited personality to act as Director of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, for the approval of the members as a **Special Resolution**.

Except Mr. Thakkar being appointee and his relatives, none of the other Directors or Key Managerial Personnel or any relative of any of the other Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in resolution as set out at Item No. 3 of the accompanying Notice.

Item No. 4

Black Box Technologies LLC (BBTL), Dubai, Step-down Subsidiary of the Company had appointed Mr. Anshuman Ruia, as Executive Director of BBTL w.e.f. November 24, 2021 at a remuneration of AED 3,675,000 (Three Million Six Hundreds and Seventy Five Thousand United Arab Dirhams) payable annually.

Such appointment being material, in terms of Section 188 (1) (f) of the Companies Act, 2013 (the "Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 and in pursuance of Regulation 23 (2) of SEBI LODR Regulations, 2015, at the time of such appointment the Company had obtained approval of the Audit Committee, Nomination and Remuneration Committee, the Board and Shareholders of the Company for a period of 2 (Two) years effective from November 24, 2021.

The existing approval from Shareholders of the Company is going to expire in November 2023. Accordingly, it is proposed to obtain approval of shareholders beyond November 2023 on same terms and condition of original appointment without any change in remuneration payable to Mr. Ruia. His appointment in BBTL will continue to be regulated as per the terms of Employment agreement executed between Mr. Ruia and BBTL at the time of appointment.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors have approved such continuation of his appointment on "office or place of profit" to support the organic and inorganic growth plans, global expansion programs under the leadership of Mr. Ruia.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

1. Name of the related party: **Mr. Anshuman Ruia**

2. Name of the director or key managerial personnel who is related, if any: **None**

3. Nature of relationship: **Executive Director of the Company**

4. Nature, material terms, monetary value and particulars of the contract or arrangement: **Appointment of Mr. Anshuman Ruia as Executive Director of Black Box Technologies LLC at an annual fixed salary of AED 3,675,000 payable proportionately per month**.

5. Any other information relevant or important for the members to take a decision on the proposed resolution: **The aforesaid appointment will be regulated as per the terms and conditions mentioned in the employment agreement executed between Mr. Anshuman Ruia and BBTL.**

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice, for the approval of the members as a **Special Resolution**.

Except Mr. Ruia being the Related Party and his relatives, none of the other Directors or Key Managerial Personnel or any relative of any of the other Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in resolution as set out at Item No. 4 of the accompanying Notice.

Item No. 5

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, making investments in companies including in subsidiaries or otherwise (either through debt or equity or any convertible securities), growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

In line with the above, the Company proposes to raise funds by way of one or more public and / or private offerings, through equity/ equity linked instruments/debentures/preference shares including on Preferential allotment basis, Private Placement basis, Qualified Institutions Placement ("QIP"), Rights Offer, 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 ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) as deemed appropriate by the Board, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and (c) other applicable law (the "**Issue**").

Accordingly, the Board, at its meeting held on August 12, 2023, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorised committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Sections 23, 42, 71 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In the event that Securities are issued through a QIP, the resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

In the event that Equity Shares are issued through a QIP, the 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board / its duly constituted committee decides to open the QIP, as decided by the Board, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. Further, in the event that eligible convertible securities are issued through a QIP, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in Item no. 5 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the special resolution by the members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company .Further, the Promoters will not participate in the Issue.

Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the notice for the approval of the members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution as set out at Item No. 5 of the accompanying Notice.

Annexure II

DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT/ RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Name of Director	Mr. Dilip Thakkar	Mr. Anshuman Ruia
Date of Birth	October 1, 1936	March 11, 1971
Date of first appointment	February 8, 2018	September 10, 2020
Expertise in specific functional areas; Qualifications and Brief Resume/ Profile	Mr. Dilip Thakkar is a practicing Chartered Accountant with over 59 years' experience in Taxation and Foreign Exchange Regulations. He is associated with several public and private companies as a Director. He is a fellow member of Institute of Chartered Accountants of India.	Mr. Ruia is part of the second generation of the Ruia family that founded Essar. Mr. Ruia is known for his financial expertise and project execution skills that have been invaluable in Essar's value creation journey. His contribution to Essar's value creation includes his involvement in the construction of the 20 million tons Essar Oil refinery in Vadinar, which is one of India's most advanced refineries; his involvement in construction of Essar's coal-based and gas-based power plants in Gujarat, Madhya Pradesh and Odisha and his oversee of Aegis, Essar's erstwhile BPO business, which expanded more than tenfold within a short span of time. The refinery was acquired by Rosneft and the Trafigura-UCP consortium in a landmark $12.9 billion transaction which was the largest FDI in India's Energy sector. Also, in 2014 and 2017, the Aegis business was monetised in two tranches at a value almost 20 times the amount invested in the business. He was also responsible for the Power business' entry into the transmission segment and is also involved in the Ports business where he is driving higher efficiencies and developing an international footprint. Mr. Ruia is a strong believer in adopting a modular approach in project management and he has ensured that these assets of national importance were completed within committed timelines. Mr. Ruia has always been a trenchant advocate for business turnaround and growth by taking bold decisions. Mr. Ruia is presently leading Essar's investment in asset-light, new age businesses in the technology and fintech domains.

Name of Director	Mr. Dilip Thakkar	Mr. Anshuman Ruia
		Mr. Ruia's deep knowledge of finance and corporate structure has earned him the respect of his peers. He is a member of the Young Presidents Organisation (YPO). He is a passionate connoisseur of music and a keen table tennis player.
Remuneration last drawn	NIL	NIL
Name/s of other Listed Companies in which Directorship held	Indo Count Industries Limited Premier Limited	None
Name/s of other Listed Companies in which the Director holds membership in the Committees	Indo Count Industries Limited	None
Name/s of Listed entities in which director has resigned in the past three years	Poddar Housing and Development Limited Walchandnagar Industries Limited	None
Shareholding in the Company	NIL	NIL
Relationship between the Directors inter-se	Unrelated, except being on the Board of Black Box Limited	Unrelated, except being on the Board of Black Box Limited
Skill and capabilities required for the role and manner in which requirements are met (applicable in case of Independent Directors pursuant to Regulation 36(3) (f) of SEBI (LODR) Regulations, 2015)	Experience of serving on the board of companies belonging to various industries/ sectors (including public companies), to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices. Mr. Thakkar has vast experience of serving on the Board of various renowned listed entities as Independent Director for more than 2 decades. His expertise in Taxation and Foreign Exchange Regulations provide valuable inputs in various outbound transaction and help Company in avoiding any compliance related shortcomings.	Not Applicable

DIRECTORS' REPORT

The Directors of your Company hereby present the Thirty Seventh (37th) Annual Report alongwith the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ("FY") ended March 31, 2023.

FINANCIAL RESULTS

The summary of the Company's financial performance, both on a consolidated and standalone basis, for the FY2023 as compared to the previous FY2022 is given below:

₹ in Crores

	Standalone		Consolidated	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations	**363.37**	**293.59**	**6,287.56**	**5,370.17**
Other income	2.22	6.10	21.63	6.36
Total income	365.59	299.69	6,309.19	5,376.53
Profit before finance costs, depreciation, exceptional items and tax	**18.40**	**17.09**	**294.80**	**264.13**
Less: Finance costs	7.75	5.70	111.28	73.60
Less: Depreciation	6.51	4.49	107.48	98.60
Profit / (loss) before impact of foreign currency transactions and translations, loss / (gain) on financial liability, exceptional items and tax	**4.14**	**6.90**	**76.04**	**91.93**
Add/(less): Gain / (loss) on foreign currency transactions and translations (net)	1.65	0.64	16.27	2.60
Add: Gain on settlement of financial liability	-	-	-	13.59
Less: Loss on fair valuation of deferred purchase consideration	-	-	(10.55)	-
Less: Exceptional item	-	(1.73)	(52.31)	(22.14)
Profit/(loss) before tax	**5.79**	**5.81**	**29.45**	**85.98**
(Add)/Less: Tax	(0.05)	-	5.75	13.26
Profit/(loss) after tax	**5.84**	**5.81**	**23.70**	**72.72**
Add/(less): Other Comprehensive Income/(loss)	0.14	0.50	(26.05)	(21.31)
Total Comprehensive Income/(loss) for the year	**5.98**	**6.31**	**(2.35)**	**51.41**
Earnings/(loss) per share of ₹ 2/- each after exceptional items:				
Basic (in ₹)	0.35	0.36	1.42	4.45
Diluted (in ₹)	0.35	0.35	1.41	4.38

FINANCIAL PERFORMANCE

The Company has recorded a gross turnover of ₹ 6,288 Crores for FY23 as against ₹ 5,370 Crores in FY22 on consolidated basis, reflecting a growth of 17.1% over previous year. On standalone basis, the gross turnover was ₹ 363 Crores as against ₹ 294 Crores for the period ended March 31, 2023 reflecting a growth of 23.76% over previous year. This growth was mainly attributed by strong order book reflected in new as well as old customer bookings this year and strong execution capabilities across all geographies.

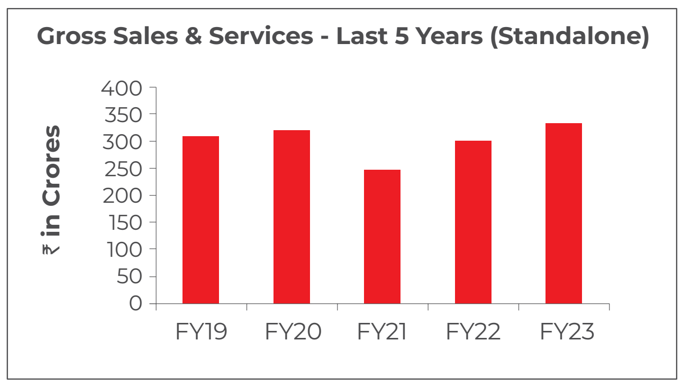
Consolidated EBITDA for FY23 stood at ₹ 269 Crores as compared to ₹ 260 Crores during FY22. EBITDA margin reduced to 4.29% for FY23 as compared to 4.85% during FY22. The Company took various initiatives focusing on cost rationalization and productivity improvement during H2FY23 to counter the margin pressure and successfully achieved overall margin improvement during H2FY23 due to positive impact of these initiatives. The management expects further improvement in margins going forward.

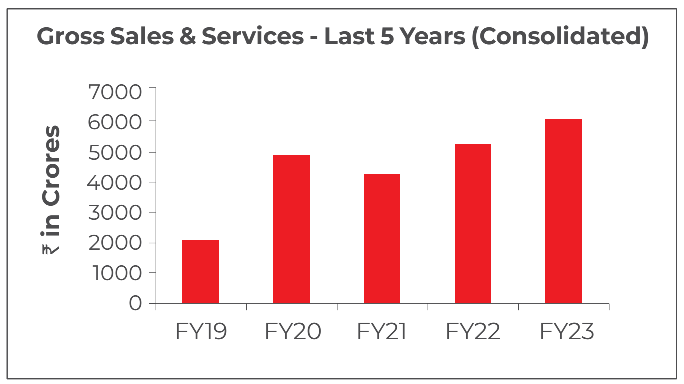
On Standalone basis EBITDA stood at ₹ 17.83 Crores as against ₹ 11.63 Crores during FY22, reflecting more than 50% improvement YoY. This was mainly due to significant improvement in sales and better margins in India business.

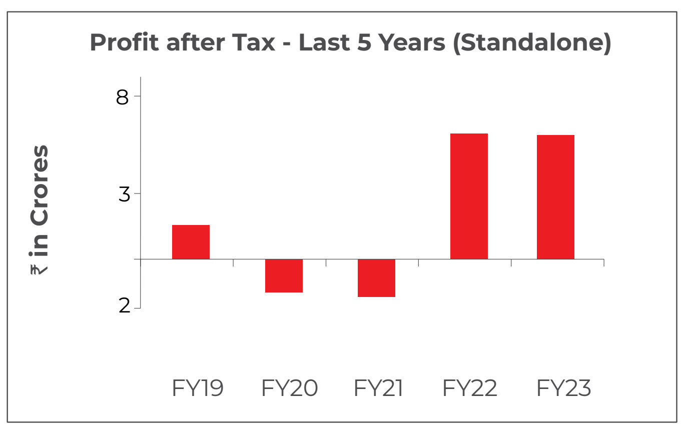
On consolidated basis, the Company has recorded a net profit before exceptional item of ₹ 76 Crores for FY23 as compared to ₹ 95 Crores for FY22 despite of higher revenues. On Standalone basis, the net profit stood at ₹ 5.84 Crores for FY23 as against net profit of ₹ 5.81 Crores for FY22. The underperformance of bottom-line despite of healthy revenue growth was due to significant inflationary pressure seen on overall manpower cost including contingent workforce, supply chain disruptions and higher freight costs.

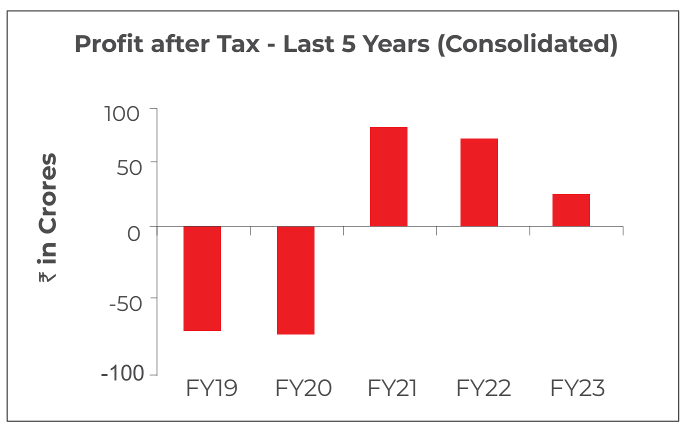
The Company has taken additional measures to optimise costs and pass on the additional cost to customers while executing new proposals. The Company continues its focus on all the financial metrics together with better liquidity management and profitability growth initiatives.

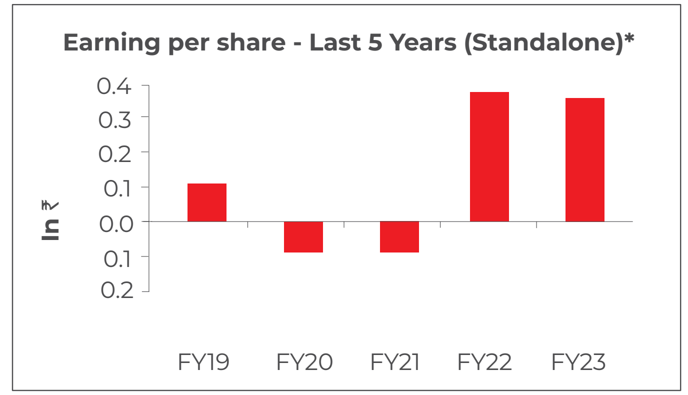
Key financial matrix provided below highlights overall financial performance of the Company during FY23:

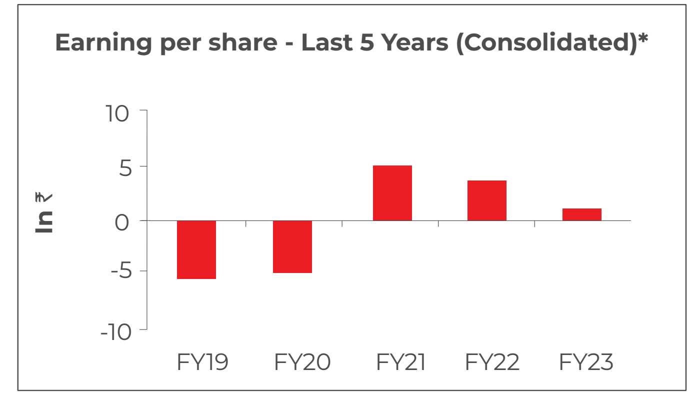












** Calculated on Equity Shares of ₹ 2/- each.*

NATURE OF BUSINESS AND STATE OF AFFAIRS OF THE COMPANY

During the year under review, there have been no changes in the nature of business of the Company. The information on the affairs of the Company has been covered under the Management Discussion & Analysis forming part of this Report.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the Financial Year to which these financial statements relate and the date of this Report.

SHARE CAPITAL

At the beginning of the FY2023, the Authorized Share Capital of the Company was ₹ 1,45,00,00,000/- (Rupees One Hundred and Forty Five Crores Only) divided into 4,50,00,000 Equity shares of ₹ 10/- (Rupees Ten only) each, 50,00,000 Cumulative/Non-Cumulative Redeemable Preference Shares and 50,00,000 Convertible Preference Shares of ₹ 100/- (Rupees Hundred only) each respectively and the Paid-up share capital of the Company at the beginning of the FY2023 was ₹ 32,81,28,540/- (Rupees Thirty Two Crore Eighty One Lakh Twenty Eight Thousand Five Hundred and Forty only) consisting of 3,28,12,854 Equity shares of ₹ 10/- (Rupees Ten only) each.

Subsequently, the Equity shares of ₹ 10/- (Rupees Ten only) each in the Capital of the Company were sub-divided into Equity Shares of ₹ 2/- (Rupees Two Only) each pursuant to approval of Shareholders by way of Special Resolution passed through Postal Ballot on April 20, 2022. Consequently, the Authorized Share Capital of the Company changed to ₹ 1,45,00,00,000/- (Rupees One Hundred and Forty Five Crores Only) divided into 22,50,00,000 Equity shares of ₹ 2/- (Rupees Two only) each, 50,00,000 Cumulative/Non-Cumulative Redeemable Preference Shares and 50,00,000 Convertible Preference Shares of ₹ 100/- (Rupees Hundred only) each respectively. The Paid-up Share Capital changed to ₹ 32,81,28,540/- (Rupees Thirty Two Crore Eighty One Lakh Twenty Eight Thousand Five Hundred and Forty only) consisting of 16,40,64,270 Equity Shares of ₹ 2/- (Rupees Two only) each.

During the year under review, the Company issued & allotted 36,73,415 Equity Shares of ₹ 2/- (Rupees Two only) each to Promoter's Group pursuant to conversion of warrants and 1,66,925 Equity Shares of ₹ 2/- (Rupees Two only) each to ESOP Allottee's pursuant to exercise of Employee Stock Options ("ESOPs") duly vested in them, in accordance with the applicable terms of Company's ESOP Scheme.

Consequently, as on March 31, 2023, the Paid-up Share Capital of the Company got increased to ₹ 33,58,09,220/- (Rupees Thirty Three Crore Fifty Eight Lakh Nine Thousand Two Hundred and Twenty only) consisting of 16,79,04,610 Equity shares of ₹ 2/- (Rupees Two only) each.

The Company has not made any issue of Sweat Equity Shares or Equity Shares with Differential Voting Rights during the year under review.

DIVIDEND

With a view to conserve resources for future growth, your Directors have not recommended any dividend for the Financial Year ended March 31, 2023.

Pursuant to Regulation 43A of SEBI LODR Regulations, 2015, the Company has formulated a Dividend Distribution Policy effective from April 02, 2021. The said policy is accessible on the Company's website at https://www.blackbox.com/en-us/investors/dividend-distribution-policy

TRANSFER TO RESERVE

With a view to facilitate the growth of the Company's business over the coming years, the Board of Directors have recommended that the entire profits generated in the current Financial Year should be transferred to the reserves of the Company.

HUMAN RESOURCE MANAGEMENT AND HR INITIATIVE

At Black Box, our people and culture are the key enablers to continue creating value for the organization. Our values work as guiding principles for everything we do. We believe in accountability and transparency with all stakeholders. We embrace global citizenship and respect our differences by nurturing diversity. We strive for continuous innovation that anticipates the ever-changing needs of our customers and accelerates their success.

We strongly practice Diversity and Inclusion in our processes and Black Box was conferred with Best Place to Work for Disability inclusion 2022 with 90% Disability Equality Index. Special care is taken to ensure procedures have reduced biases related to a candidate's age, race, gender, religion, sexual orientation, and other personal characteristics that are unrelated to their job performance. We work relentlessly to support the women at the workplace and provide them with an ecosystem that nurture their careers while being mindful of their unique challenges. Today, 19% of our workforce consists of women and we have set a target to increase this in the forthcoming years. We practice equity in the workplace by ensuring that all employees collectively have an equal chance to succeed. We believe in hiring a diverse workforce, mitigating gender biases of roles, managing career progression more fairly, and providing benefits to improve work-life balance that supports more successful careers. On International Women's Day, a session 'Step into Your Spotlight', had been curated specially to help employees raise awareness about their personal brand and help forge positive change for themself.

Talent Acquisition at Black Box is an ongoing strategic approach that focuses on finding the right leaders, or specialists and genera towards its workforce buildup. In this endeavour, we focused on getting the right talent and had more than 900 new hires in the financial year. A strong employee referral program is the best way to spread the word that the organization requires skilled individuals that are the right fit for the job, and we proudly promote this culture in the organization through the employee referral program.

At Black Box the Learning & Development program offers wide range of approaches like online self-learning, interactive learning experiences, and classroom trainings. Training at Black Box is viewed as a process comprised of five related stages - assessment, motivation, design, delivery, and evaluation. A calendared training program is designed and rolled out with training catalogues to meet desired learning outcomes. The Induction program is crucial in making the employees familiar with the culture and the organization's long-term objectives. Our Leadership Excellence Program covered people managers through a six-month blended learning series. The ELEVATE program, for Service Excellence, enables employees to learn about Professional Excellence, and Customer Orientation.

Our people strategies are geared towards building an unparalleled Employee Engagement through mental, physical, and financial wellbeing of our employees. Our employee wellness programs encompass the three areas of employee wellbeing, namely physical, emotional, and financial wellbeing. To help employees take care of their mental health to navigate stress at work and beyond, various webinars on Mental Health Awareness were conducted for global employees. Towards better physical wellness, some health checkup camps were also held to support our employees in this wellness journey. Our benefits program follows an integrated approach and provides a range of options for better financial security to our employees.

At Black Box, we believe in celebrating accomplishments and milestones that contribute to achieving organizational goals. With the vision to build a positive, collaborative, and creative work environment, Black Box's first ever digital, seamless and multi directional Reward & Recognition platform – iShine was launched this year. This empowers Managers to recognize their team members achievements on the go and enable leaders reward performances that result in exceptional business outcomes and in exceeding individual and company goals and expectations during a quarter and across the year.

Black Box shares its proud moment this year being honored with the "National Best Employer Brands 2022" in the World HRD Congress forum in association with Times Ascent. This award entails the essence of the Organization Branding, which reflects the company managing its Intellectual Capital and employee potential as a corporate asset. It also reflects the organization's commitment to creating a positive brand experience for their employees which is of due importance than just effective management of the customer brand experience. Some of the key criteria for the assessment were translation and combination of the company vision with actions of aligning HR Strategy, weave HR Strategy with Business, and developing capabilities to enable a future-ready organization. This award establishes employees' pride, loyalty, and sense of respect at work that has translated into brand of the organization.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis for the year under review, in terms of the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR Regulation"), is set out as a separate section, forming an integral part of this Annual Report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls for ensuring orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information with reference to financial statements.

During the year under review, these internal controls have been subject to audit. For details with regard to reportable material weaknesses in the said controls, if any, please refer the Statutory Auditors' Report forming part of this Annual Report.

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits, including from the public and as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

SUBSIDIARIES/HOLDING COMPANY

During the year under review, the following changes took place in Subsidiaries and Holding Company of the Company:

Holding Company

As on March 31, 2023, Essar Telecom Limited and Essar Steel Metal Trading Limited (Promoter group companies) collectively held 11,94,41,430 Equity shares of ₹ 2/- each of the Company, constituting 71.14% Promoter shareholding in the Company. Essar Global Fund Limited remains the ultimate Holding Company of the Company.

DISSOLUTION(S)/DEREGISTRATION(S)/DIVESTMENTS

1. Pyrios Pty Limited, Step-down subsidiary of the Company was deregistered w.e.f May 15, 2022.

2. Black Box Holdings Limited, Step-down subsidiary of the Company, has diluted its stake in Black Box DMCC from 86% to 39.50% during the year. Consequently, Black Box DMCC has become Associate Company of the Company as on March 31, 2023.

As on March 31, 2023, the following are the subsidiaries/step-down subsidiaries/Associate Company of the Company:

Sr. No.	Name of the Entity	Registration Geos	Nature of Relationship
1.	Black Box Technologies Pte. Ltd.	Singapore	Subsidiary Company
2.	Black Box Technologies Group B.V.	Netherlands	Step-down subsidiary
3.	AGC Networks Philippines Inc.	Philippines	Step-down subsidiary
4.	AGC Networks & Cyber Solutions Limited	Kenya	Step-down subsidiary
5.	Black Box Products FZE	Dubai	Step-down subsidiary
6.	AGC Networks LLC	Dubai	Step-down subsidiary
7.	AGC Networks LLC	Abu Dhabi	Step-down subsidiary
8.	BBX Main Inc.	USA	Step-down subsidiary
9.	Cybalt Inc.	USA	Step-down subsidiary
10.	BBX Inc.	USA	Step-down subsidiary
11.	Black Box Bangladesh Technologies Pvt. Ltd.	Bangladesh	Step-down subsidiary
12.	Black Box Corporation	USA	Step-down subsidiary
13.	Black Box Chile S.A	Chile	Step-down subsidiary
14.	Black Box Network Services (UK) Limited	England	Step-down subsidiary
15.	Black Box Finland OY	Finland	Step-down subsidiary
16.	Black Box Network Services India Private Limited	India	Step-down subsidiary
17.	Black Box Network Services (Dublin) Limited	Ireland	Step-down subsidiary
18.	Black Box Network Services SDN. BHD.	Malaysia	Step-down subsidiary
19.	Black Box de Mexico, S. de R.L. de C.V.	Mexico	Step-down subsidiary
20.	Black Box Norge AS	Norway	Step-down subsidiary
21.	Black Box Network Services Singapore Pte Ltd	Singapore	Step-down subsidiary
22.	Black Box Network Services AB	Sweden	Step-down subsidiary
23.	Black Box Network Services Corporation	Taiwan	Step-down subsidiary
24.	BBOX Holdings Puebla LLC	USA	Step-down subsidiary
25.	Black Box Corporation of Pennsylvania	USA	Step-down subsidiary
26.	Black Box Network Services Inc. – Government Solutions	USA	Step-down subsidiary
27.	Black Box Services Company	USA	Step-down subsidiary
28.	COPC Holdings Inc.	USA	Step-down subsidiary
29.	Delaney Telecom Inc.	USA	Step-down subsidiary
30.	Norstan Communications Inc.	USA	Step-down subsidiary
31.	ACS Investors LLC	USA	Step-down subsidiary
32.	AGC Network LLC	USA	Step-down subsidiary
33.	Norstan Canada Ltd. / Norstan Canada LTÉE	Canada	Step-down subsidiary
34.	Nu-Vision Technologies LLC	USA	Step-down subsidiary
35.	ACS Dataline LP	USA	Step-down subsidiary
36.	Black Box Technologies Australia Pty Ltd.	Australia	Step-down subsidiary
37.	Black Box Network Services Australia Pty Ltd	Australia	Step-down subsidiary
38.	Black Box GmbH	Austria	Step-down subsidiary
39.	Black Box Network Services NV	Belgium	Step-down subsidiary
40.	Black Box do Brasil Industria e Comercio Ltda.	Brazil	Step-down subsidiary
41.	Black Box Canada Corporation	Canada	Step-down subsidiary
42.	Black Box Holdings Ltd.	Cayman Islands	Step-down subsidiary
43.	Black Box A/S	Denmark	Step-down subsidiary
44.	Dragonfly Technologies Pty Ltd	Australia	Step-down subsidiary
45.	AGCN Solutions Pte. Limited	Singapore	Step-down subsidiary
46.	Black Box Network Services New Zealand Limited	New Zealand	Step-down subsidiary
47.	Black Box Technologies New Zealand Limited	New Zealand	Step-down subsidiary
48.	Black Box France	France	Step-down subsidiary
49.	Black Box Network Services S.r.l.	Italy	Step-down subsidiary
50.	Black Box Network Services Co., Ltd.	Japan	Step-down subsidiary
51.	Black Box Network Services Korea Limited	Korea	Step-down subsidiary
52.	Black Box International Holdings B.V.	Netherlands	Step-down subsidiary
53.	Black Box P.R. Corp.	Puerto Rico	Step-down subsidiary
54.	Black Box Comunicaciones, S.A.	Spain	Step-down subsidiary
55.	Black Box Network Services AG	Switzerland	Step-down subsidiary
56.	BB Technologies, Inc.	USA	Step-down subsidiary
57.	Black Box Deutschland GmbH	Germany	Step-down subsidiary
58.	Black Box Software Development Services Limited	Ireland	Step-down subsidiary
59.	Black Box International B.V.	Netherlands	Step-down subsidiary
60.	Black Box Network Services Philippines Inc.	Philippines	Step-down subsidiary
61.	BBOX Holdings Mexico LLC	USA	Step-down subsidiary
62.	Black Box Network Services Colombia S.A.S.	Colombia	Step-down subsidiary
63.	Black Box Costa Rica S.R.L	Costa Rica	Step-down subsidiary
64.	Servicios Black Box S.A. deC.V.	Mexico	Step-down subsidiary
65.	Black Box E-Commerce (Shanghai) Co., Ltd.	China	Step-down subsidiary

Sr. No.	Name of the Entity	Registration Geos	Nature of Relationship
66.	Black Box Network Services Hong Kong Limited	Hong Kong	Step-down subsidiary
67.	Black Box Technologies LLC	Abu Dhabi	Step-down subsidiary
68.	Black Box Technologies LLC	Dubai	Step-down subsidiary
69.	Fujisoft Security Solutions LLC	Dubai	Step-down subsidiary
70.	COPC Inc.	USA	Step-down subsidiary
71.	COPC International Inc.	USA	Step-down subsidiary
72.	COPC Asia Pacific Inc.	USA	Step-down subsidiary
73.	COPC Consultants (Beijing) Co. Ltd	China	Step-down subsidiary
74.	COPC International Holdings LLC	USA	Step-down subsidiary
75.	COPC (India) Pvt Limited	India	Step-down subsidiary
76.	Service Journey Strategies Inc.	USA	Step-down subsidiary
77.	Black Box DMCC	Dubai	Associate Company

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The particulars of loan(s) given, investment(s) made, guarantee(s) given and/or securities provided by the Company along with the purpose for which such amount of loan, guarantee or security is proposed to be utilized by the recipient, has been provided in the notes to financial statements.

STATUTORY AUDITORS AND THEIR REPORT

M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Registration No. 001076N/N00013) were re-appointed as the Statutory Auditors of the Company, vide resolution passed by Shareholders at the 33rd Annual General Meeting (AGM) of the Company to hold office for a period of Five (5) year commencing from conclusion of the 33rd AGM till the conclusion of 38th AGM of the Company.

Statutory Auditors' Report

The Statutory Auditors' Report on the financial statements of the Company (Standalone & Consolidated) for the financial year ended March 31, 2023, has been annexed to the financial statements contained in this Annual Report. The Statutory Auditors have expressed their Emphasis of Matter (EOM) on the Standalone & Consolidated financial statements of the Company in the said report. Further, the said EOM alongwith the management's response on the same is given below:

A. Standalone Audit Report:

Emphasis of Matters – Non- compliances with laws and regulations

"We draw attention to Note 47 to the accompanying standalone financial statements which describes the delay in remittance of import payments and repatriation of proceeds of export of goods and services, aggregating to ₹ 3.28 Crores and ₹ 17.82 Crores, respectively, outstanding as at 31 March 2023 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 standalone financial statements in respect of aforesaid delays. Our opinion is not modified in respect of this matter."

Management's views on the above:

The outstanding balance of trade payables, trade receivables and other financial assets as at 31 March 2023 includes amount payable aggregating to ₹ 3.28 Crores and amount receivable aggregating to ₹ 6.02 Crores and ₹ 11.80 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 ₹ 2.71 Crores during the current year and on payables aggregating to ₹ 0.24 Crores subsequent to 31 March 2023. For the remaining payables amounting to ₹ 0.33 Crores where extension has not been filed, management 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 ₹ 15.43 Crores during the current year and on receivables aggregating to ₹ 2.39 Crores subsequent to 31 March 2023. For all the 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.

B. Consolidated Audit report

Emphasis of Matters – Non- compliances with laws and regulations

"As stated in note no. 50 of the Auditors' report on Consolidated Financial Statement of the Company which describes the delay in remittance of import payments and repatriation of proceeds of export of goods and services, aggregating to ₹ 17.88 Crores and ₹ 20.34 Crores, respectively, by the Holding Company and its subsidiary companies incorporated in India, outstanding as at 31 March 2023 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 consolidated financial statements in respect of aforesaid delays. Our opinion is not modified in respect of this matter.

Management's views on the above:

The outstanding balance (before eliminating inter-company balances) of trade payables, trade receivables and other financial assets as at 31 March 2023 includes amount payable aggregating to ₹ 17.88 Crores and amount receivable aggregating to ₹ 8.54 Crores and ₹ 11.80 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 ₹ 11.81 Crores during the current year and on payables aggregating to ₹ 0.79 Crores subsequent to 31 March 2023. 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 ₹ 17.20 Crores during the current year and on receivables aggregating to ₹ 2.92 Crores subsequent to 31 March 2023. For all these cases, approval is pending from AD Bank. Further, for the remaining payables and receivables amounting to ₹ 5.28 Crores and ₹ 0.22 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 consolidated financial statements do not include any adjustments that may arise due to such delays.

SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to Section 204(1) of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit of the Company was carried out by Dr. S. K. Jain, Practicing Company Secretary (FCS No. 1473) & Proprietor of M/s. S. K. Jain & Co., (Secretarial Auditor) for FY2023. The Report given by the Secretarial Auditor is annexed as **Annexure - I** and forms an integral part of this Board's Report.

REPORTING OF FRAUDS BY THE AUDITORS

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported to the Audit Committee or Board, pursuant to the provisions of Section 143(12) of the Act, any fraud committed against the Company by its employees or officers.

COST RECORDS AND COST AUDIT

The maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business and activities carried out by the Company.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several benchmark corporate governance practices as prevalent globally. The Corporate Governance Report, as stipulated under the SEBI LODR Regulations, forms an integral part of this Annual Report. Further, in accordance with the applicable provisions of Schedule V of the said Regulations, a compliance certificate issued by M/s. S. K. Jain & Co. LLP, Practicing Company Secretaries (ICSI Certificate of Practice No. 3076), confirming that the Company has complied with the conditions of corporate governance is annexed herewith and marked as **Annexure II**.

NUMBER OF BOARD MEETINGS

During the FY2023, 4 (Four) Board meetings were held. Further detail on the same is available in the Corporate Governance Report which forms part of this Annual Report.

The Company has complied with the requirements prescribed under the Secretarial Standards on Meetings of the Board of Directors (SS–1) and General Meetings (SS–2) read with the MCA Circulars granting exemptions.

EMPLOYEES' STOCK OPTION SCHEME

Pursuant to the shareholders' approval dated April 21, 2015, the Nomination and Remuneration Committee of the Board of Directors of the Company has granted stock options as per the terms of "AGC Networks Employee Stock Option Scheme 2015" from time to time, to the employees and executive directors of the Company and its subsidiary(s). The following table shows detailed information with regards to the same:

Total options granting eligibility of the Company (A)	71,16,615
Total options granted as on 31.3.2022 (B)	77,94,565
Total options lapsed as on 31.3.2022 (C)	47,08,390
Options available for grant as on 31.3.2022 (D) = (A-B+C)	**40,30,440**
Options granted during the FY 2022-23 (E)	-
Options lapsed/cancelled during the FY 2022-23 (F)	-
Options available for grant as on 31.3.2023 (H) = (D-E+F)	**40,30,440**

Disclosures on ESOP Scheme of the Company for the FY2023, pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars	FY2023
1	Total No. of Shares covered by ESOP Scheme approved by the Shareholders	71,16,615
2	Options Granted	NIL
3	Options Vested	1,66,925
4	Options Exercised	1,66,925
5	The total no. of shares arising as a result of options	1,66,925
6	Options Lapsed	NIL
7	Pricing Formula	10% discount on last closing price
8	Variation of terms of Options/Exercise Price	-----
9	Money realized by exercise of Options	₹ 35,72,195
10	Total No. of Options in force	5,36,480

Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20: Kindly refer note no. 32 (Standalone) forming part of notes to accounts.

Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options: Kindly refer note no. 33 (Standalone) forming part of notes to accounts.

The details pursuant to the SEBI ESOP Regulations have been placed on the website of the Company and web link of the same is https://www.blackbox.com/en-in/investors/corporate-governance/esop

TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND/SHARES TO IEPF

The dividends which remained unpaid/unclaimed for a period of more than seven consecutive years from the date of transfer to respective unpaid dividend account, have been transferred on due dates by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Pursuant to the applicable provisions of Section 124 of the Companies Act, 2013 (the "Act") read with applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), the Company is required to transfer all amounts of dividend that has remained unpaid or unclaimed for a period of seven years from the date of transfer to respective unpaid dividend account, to the IEPF Fund. Further, according to the applicable provisions of the said section read with the rules made thereunder, the Company is also required to transfer the corresponding shares with respect to the unpaid/unclaimed dividend, which has not been paid or claimed for seven consecutive years or more, to the demat account of the IEPF Authority.

Accordingly, the Company has transferred unpaid/unclaimed dividends alongwith the corresponding shares to IEPF Fund within the time limits prescribed under the said section and rules. The details of the shares already transferred and the shares which are due for transfer have been uploaded on the website of the Company and can be accessed at https://www.blackbox.com/en-in/investors/investor-services/iepf

Members are further informed that the Company has been facing technical difficulty in submission of E-verification Report with IEPF authority in respect of claims received from shareholder for transfer of shares and unclaimed dividend *from IEPF authority. There were several claims which were received by the Company and e-verifications could not be submitted with IEPF Authority due to the said technical difficulty which lead to rejection of all such claims from IEPF authority. In the interest of shareholders, the Company had initially filed verification report in physical form to overcome the challenge being phased while submission of E-verification report. However, IEPF did not consider the verification report in physical mode and all such claims were also rejected. We have made sincere efforts to get this issue resolved as early as possible. However, till date no solution has been provided by IEPF authority. The Company is engaging with Ministry of Corporate Affairs to get the issue resolved and will update all the shareholders in due course of time.*

As per SEBI Circular dated December 30, 2022, the Company has opened Suspense Escrow Demat Account and it is disclosed that there were no shares lying at the beginning/during/at the end of the FY2023.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Directors of the Company, including the Independent Directors, are provided with necessary documents/ brochures, reports and internal policies to facilitate their familiarization with the procedures and practices followed by the Company. Further, periodic presentations are made at the meetings of the Board of Directors and its various Committees, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates, new amendments, circulars and notifications issued by the regulatory authorities including ROC, RBI and SEBI which mandates further compliances for the Company and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Further, at the time of appointment of any Independent Director the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities alongwith Code of Conduct to be adhered by the Directors. The Familiarization Policy for Independent Directors is accessible on the website of the Company at https://blackbox.com/investors/familiarization-policy-of-independent-directors

VIGIL MECHANISM

The Vigil Mechanism of the Company in terms of the LODR Regulations, has been established through the Whistle Blower Policy/Policy on Vigil Mechanism of the Company. Protected disclosures can be made by a Whistle Blower through an e-mail or a letter to the Chief Ethics Officer or to the Chairman of the Audit Committee. The Policy on Vigil Mechanism/Whistle Blower Policy may be accessed on the Company's website at the link https://www.blackbox.com/investors/Whistle-Blower-Policy

PERFORMANCE EVALUATION

In terms of the requirement of the Companies Act, 2013 and LODR Regulations, annual performance evaluation of the Board, the Chairman of the Board, Independent and Non-Independent Directors and various Committees of the Board for the Financial Year 2023, was undertaken by the Company.

The evaluation was carried out through questionnaire based rating assessment mechanism where the evaluators were requested to give rating for each criteria set for evaluating the performance of the Director or the Committee of which, the performance was being evaluated. The board evaluation process was focused around how to make the Board more effective as a collective body in the context of the business and the external environment in which the Company functions. From time to time during the year, the Board was appraised of the business issues and the related opportunities and risks. The Board discussed various aspects of the functioning of the Board and its Committees such as structure, composition, meetings, functions and interaction with management.

Additionally, during the evaluation process, the Board also focused on the contribution being made by the Board as a whole as well as through Committees. The overall assessment of the Board was that it was functioning as a cohesive body including the Committees of the Board that were functioning effectively.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 will be available on the Company's website on https://www.blackbox.com/en-in/investors/financials/annual-returns

DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP")

Section 152 of the Act provides that unless the Articles of Association provide for the retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the independent directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, Mr. Anshuman Ruia (DIN:00008501) Executive Director of the Company shall retire by rotation at the ensuing AGM and being eligible has offered himself for re-appointment.

Mr. Dilip Thakkar who was appointed as Independent Director by the shareholders of the Company at the 32nd AGM held on August 01, 2018, is proposed to be re-appointed for a further period of 5 Years w.e.f August 01, 2023.

The above proposals will be considered for approval by the shareholders of the Company at the ensuing AGM scheduled on Tuesday, September 26, 2023.

As on March 31, 2023, the Company had the following KMPs:

- Mr. Sanjeev Verma, Whole-time Director (DIN:06871685)
- Mrs. Mahua Mukherjee, Executive Director (DIN:08107320)
- Mr. Deepak Kumar Bansal, Executive Director & Chief Financial Officer (DIN:07495199)
- Mr. Anshuman Ruia, Executive Officer (DIN:00008501)
- Mr. Aditya Goswami, Company Secretary & Compliance Officer

The Company has received declarations from all the Independent Directors on its Board, confirming that he/she meets criteria of independence laid down under Section 149(6) of the Act and Regulation 16(1)(b) of LODR Regulations and that he/she is not aware of any circumstance/situation, which exists or may be reasonably anticipated, that could impair/impact his/her ability to discharge the duties of an Independent Director with objective independent judgment and without any external influence. These declarations and confirmations of the Independent Directors were duly noted by the Board of Directors after due assessment. Consequently, the Board is of the opinion that all Independent Directors of the Company fulfil the criteria of independence specified under the Act & SEBI LODR Regulations and are independent from the management of the Company.

Further, in the opinion of the Board of Directors, all Independent Directors of the Company hold highest standards of integrity and possess requisite expertise & experience enabling them to fulfil their duties as Independent Directors.

For detailed composition of Board of Directors and various Committees, kindly refer the Corporate Governance Report forming part of the Annual Report.

The Nomination and Remuneration Committee of the Company has devised a policy for performance evaluation of Directors, Board and Senior Management which includes the criteria for performance evaluation as well as the remuneration policy for the Directors, Senior Management and Employee of the Company. These policies are annexed to this report as **Annexure III** and **Annexure IV** respectively and are also accessible on the Company's website at the link https://www.blackbox.com/en-us/investors/performance-evaluation-policy and https://www.blackbox.com/investors/remuneration-policy respectively.

COMMITTEES OF THE BOARD

The details relating to various Committees constituted by the Board of Directors of the Company are mentioned in the 'Corporate Governance Report', which forms a part of the Annual Report.

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

Pursuant to the provisions of Regulation 17(5) of the LODR Regulations, a Code of Conduct for the Directors & Senior Management of the Company has been formulated & approved by the Board of Directors. Further, in accordance with the provisions of Regulation 26(3), all Directors & members of Senior Management of the Company have affirmed compliance with the said Code of Conduct during the Financial Year 2023.

The said Code of Conduct is accessible on the Company's website at the link https://www.blackbox.com/en-us/investors/Code-Of-Conduct-Directors

Further, pursuant to the provisions of Regulation 34(3) readwith Schedule V Part D of the LODR Regulations, Mr. Sanjeev Verma, Whole-time Director, has issued a declaration stating that all the Directors and members of Senior Management of the Company have complied with the Code of Conduct of the Company during the FY2023. The said declaration has been disclosed in the Corporate Governance Report forming part of the Annual Report.

PERSONNEL

The Board places on record its appreciation for the hard work and dedicated efforts put in by all the employees. The relations between the management and employees continue to remain cordial on all fronts.

The statement of particulars of appointment and remuneration of managerial personnel and employees of the Company as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure V**.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

POLICY ON PREVENTION OF GENDER HARASSMENT AT WORKPLACE AND INTERNAL COMPLAINTS COMMITTEE ("ICC")

The Company has in place a policy for prevention, prohibition and redressal of gender harassment at workplace. Appropriate reporting mechanisms are in place for ensuring protection against gender harassment and the right to work with dignity.

Further, in accordance with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had constituted an Internal Complaints Committee ("ICC") to consider and resolve sexual harassment complaints raised by the employees of the Company. The constitution of the ICC is in accordance with the applicable provisions of the said Act.

During the year under review, no complaints were received from any of the employee(s) of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

(i) Part A pertaining to conservation of energy is not applicable to the Company.

(ii) Part B pertaining to particulars relating to technology absorption is as per **Annexure VI** to this report.

(iii) Part C pertaining to foreign exchange earnings and outgoings is as mentioned below:

₹ in Crores

EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)	FY2023	FY2022
Service charges	0.31	0.39
Travelling and conveyance expenses	0.50	0.25
Expenses reimbursement paid	0.11	0.46
Total	**0.92**	**1.11**

₹ in Crores

EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)	FY2023	FY2022
Sale of goods and services (Including sale from overseas branch and to Export Oriented Units)	32.38	33.04
Interest and Commission income	0.11	0.33
Expenses reimbursement received	15.41	18.31
Total	**47.90**	**51.68**

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy is accessible on the Company's website at the link https://www.blackbox.com/en-us/investors/csr-policy

The Report on CSR activities is annexed herewith marked as **Annexure VII**.

RISK MANAGEMENT POLICY

The Company has a comprehensive Risk Management Policy in place which clearly indicates all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks that have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Risk Management Policy is accessible on the Company's website at https://www.blackbox.com/en-us/investors/risk-management-policy

In terms of Regulation 21(5) of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has constituted the Risk Management Committee (the "Committee" or "Risk Committee") on April 02, 2021. The Committee's constitution and terms of reference meet with the requirements of the Regulations. The Risk Committee dwells upon the potential risks associated with the business and their possible mitigation plans and is responsible for Framing, Overseeing and Monitoring implementation of Risk Management Policy.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Company's policy of on materiality of related party transactions. Most of these are purchase/sales transactions and maintenance services transactions which are of the duration of 3 months to 12 months. Your Directors draw attention of the members to Note no. 39 (Consolidated) and note no. 36 (Standalone) to the financial statement which sets out related party disclosures.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may is accessible on the Company's website at the link https://blackbox.com/investors/rpt

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a. in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023 and of the profit/(loss) of the Company for the financial year ended on the said date;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts on a 'going concern' basis;

e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company; work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee; the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY2023.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT 31 MARCH, 2023

There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

ACKNOWLEDGEMENTS

The Board is thankful to the Shareholders, Bankers and Customers of the Company for their continued support. It also takes this opportunity to express gratitude to its various suppliers and its partners for their continued co-operation, support and assistance. Above all, the Board expresses its appreciation to each and every employee for his / her contribution, dedication and sense of commitment to the Company's objectives.

For and on behalf of the Board of Directors

Sanjeev Verma **Whole-time Director** **DIN: 06871685**	**Mahua Mukherjee** **Executive Director** **DIN: 08107320**
Dallas, USA **August 12, 2023**	**Navi Mumbai** **August 12, 2023**

ANNEURE I TO DIRECTORS' REPORT

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Black Box Limited,
(Formerly known as AGC Networks Limited)
501,5th Floor, Building No.9,
Airoli Knowledge Park,
MIDC Industrial Area,
Airoli, Navi Mumbai- 400708

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Black Box Limited, (Formerly known as AGC Networks Limited)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2023** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board–processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **'Annexure-I'** for the financial year ended on **31st March, 2023** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act,1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (The Company has complied with Foreign Exchange Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations, 2004);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

  c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable as the Listed Entity has not listed its Non-Convertible Securities);**

  f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable as the Company has not delisted/propose to delist its Equity Shares from any Stock Exchange during the financial year under review)**

  h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; **(Not applicable as the Company has not bought back / propose to buy-back any of its securities during the financial year under review)**

  i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi. **Other laws specifically applicable to the Company are:**

  a) Information Technology Act, 2000 as amended up to date and the rules made thereunder;

  b) The Trade Marks Act, 1999;

I have also examined Compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with (Listing Obligations and Disclosures Requirements Regulations), 2015.

I have also examined the books, papers and returns filed and other records maintained by **Black Box Limited** (Formerly known as AGC Networks Limited) for the Financial Year ended on **31st March, 2023** according to the provisions of various other Laws applicable, including Rules made therein, and amended from time to time, to the Company, as informed by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, there has been no change in the constitution of Board of Directors of the Company.

Adequate notice (including board meeting convened at shorter notice) is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961; Goods and Services Tax Act, 2017 and The Customs Act, 1962. I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

I further report that during the audit period, the Company has the following specific events:

1. During the period under review, the Shareholders of the Company through Postal Ballot approved the following:

    (i) Sub-division/ Split of Equity Shares of the Company from face value of ₹ 10/- each into Equity Shares of face value of ₹ 2/- each.

    (ii) Approved Alteration in Clause V of Memorandum of Association and Article 4(A) of Articles of Association of the Company to give effect to Sub-division of Equity Shares of face value of ₹ 10/- each to face value of ₹ 2/- each.

    (iii) Amendment in the Articles of Association of the Company by inserting the following new sub-clause (c} after existing clause 65(b) of the Articles of Association:

    Clause 65 (c) - "Subject to the provisions of the Companies Act, 2013, the Company may by Special Resolution:

    (i) consolidate and divide all or any of its share capital into shares of larger nominal amount than its existing shares;

    (ii) sub-divide its existing shares or any of them into shares of smaller nominal amount than is fixed by the memorandum;

    (iii) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and add back the same to the share capital."

2. Pursuant to Regulations 30 of SEBI LODR Regulations, 2015, as amended, the Board of Directors of the Company vide its Circular Resolution dated May 19, 2022 had approved allotment of 36,73,415 Equity Shares of ₹ 2/- each pursuant to conversion of warrants at a price of ₹ 135/- per share (including a Premium of ₹ 133/- per share) for cash, aggregating to ₹ 49,59,11,025/- to the following allottees:

Name of the allottee (s)	Category	No. of Equity Shares of ₹ 2/- each allotted	Total Amount Received (in INR)
Essar Telecom Limited	Promoter	11,78,595	15,91,10,325
Essar Steel Metal Trading Limited	Promoter Group	24,94,820	33,68,00,700
Total		**36,73,415**	**49,59,11,025**

Consequently, w. e. f May 19, 2022 the Issued, Subscribed and Paid-up share capital of the Company stands increased from ₹ 32,81,28,540 (Rupees Thirty Two Crores Eighty one Lakhs Twenty Eight Thousand Five Hundred and Forty Only) Consisting of 16,40,64,270 Equity Shares of ₹ 2/- each to ₹ 33,54,75,370/- (Rupees Thirty Three Crores Fifty Four Lakhs Seventy Five Thousand Three Hundred and Seventy Only) Consisting of 16,77,37,685 Equity Shares of ₹ 2/- each.

3. Allotment of 1,66,925 Equity Shares to eligible ESOP Holders pursuant to exercise of ESOP Options granted under Employee Stock Option Scheme 2015 of the Company. Consequently, as on August 12, 2022, the Issued, Subscribed and Paid-up Capital of the Company stands increased to ₹ 33,58,09,220/- divided into 16,79,04,610 Equity Shares of ₹ 2/- each.

4. Subject to the approval of the Shareholders, Hon'ble National Company Law Tribunal, Mumbai and any other regulatory approval as may be required, the Board of Directors, at its meeting held on 11th November, 2022 has approved the Scheme of Reduction of Share Capital between the Company and its Shareholders under section 66 read with section 52 and other applicable sections of the Companies Act, 2013.

For S.K. JAIN & Co.

Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076
UDIN: FOO1473E000287627

Place: Mumbai
Date: 11.05.2023

This report is to be read with our letter of even date which is annexed as **"Annexure - III"** and forms an integral part of this report.

ANNEXURE-I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial year ended 31st March, 2022
3. Minutes of the Meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Ethics Compliance Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee along with Attendance Register held during the Financial Year under review.
4. Minutes of General Body Meetings held during the Financial Year under review.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors /Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under review.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under review.

For S.K. JAIN & Co.

Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076
UDIN: FO01473E000287627

Place: Mumbai
Date: 11.05.2023

ANNEXURE-II

List of applicable laws to the Company

1. The Payment of Bonus Act, 1965;
2. The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
3. The Payment of Gratuity Act, 1972;
4. The Profession Tax Act, 1975;
5. The Bombay Shops and Establishment Act, 1948;
6. The Maternity Benefit Act, 1961;
7. The Sexual Harassment at Workplace (Prohibition, Prevention and Redressal) Act, 2013;
8. The Bombay Stamp Act. 1958.

ANNEXURE-III

To,
The Members
Black Box Limited
(Formerly known as AGC Networks Limited)

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S.K. JAIN & Co.

Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076
UDIN: FO01473E000287627

Place: Mumbai
Date: 11.05.2023

ANNEXURE II TO DIRECTORS' REPORT

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members
Black Box Limited,
(Formerly known as AGC Networks Limited)
501,5th Floor, Building No.9,
Airoli Knowledge Park,
MIDC Industrial Area,
Airoli, Navi Mumbai- 400708

We have examined the compliance of conditions of Corporate Governance by **Black Box Limited, (Formerly known as AGC Networks Limited)** for the year ended on **31st March, 2023.**

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements Responsibility

The Compliance of conditions of Corporate Governance is responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2023.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

The certification is addressed to and provided to the members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.K.JAIN & Co.

CS. Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076
UDIN: F001473E000287761

Place: Mumbai
Date: 11.05.2023

ANNEXURE III TO DIRECTORS' REPORT

POLICY FOR EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS OF BLACK BOX LIMITED (FORMERLY KNOWN AS AGC NETWORKS LIMITED)

1. INTRODUCTION:

BLACK BOX LIMITED (Formerly known as AGC Networks Limited) (hereinafter referred to as "the Company") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company's Code of Conduct policy for its Board of Directors and Senior Management Personnel. The honesty, integrity and sound judgment and performance of the Directors and the Senior Management are key criteria for the success and for building a good reputation of the Company. Each Director and executive in the Senior Management is expected to comply with the letter and spirit of this Policy. Any actual or potential violation of this Code by the Board Directors would be the matter of serious concern for the Company.

Therefore, the Company has made this Policy to comply with various provisions under the Listing Agreement entered into by the Company and Stock Exchanges in India as per the SEBI Regulations published vide its Circular No. CIR / CFD / POLICY CELL / 2/ 2014 dated April 17, 2014 as amended and published vide its Circular No.CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 and also the formal annual evaluation made by the Board of Directors of its own performance (self-appraisals) and that of its Committees and Individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination & Remuneration Committee shall evaluate the performance of the each Board of Director as per subsection (2) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made thereunder.

2. DEFINITIONS:

"Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

"The Company" shall mean **BLACK BOX LIMITED (Formerly known as AGC Networks Limited)**

"The Director" or "the Board" in relation to the Company shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

"The Independent Director" shall mean an Independent Director as defined under section 2 (47) read with section 149 (6) of the Act.

"The Policy" or **"This Policy"** shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

"The Committee" or "This Committee "shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

3. OBJECTIVE:

The Board is ultimately responsible for the sound and prudential management of the Company.

Performance evaluation is the process of both formally and informally providing feedback about an individual's implementation of his / her responsibilities. The object of this policy is to formulate procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

4. VARIOUS KINDS OF PERFORMANCE EVALUATION:

A. EVALUATION OF THE PERFORMANCE:

The Committee shall evaluate the performance of each Director and Senior Management of the Company on the basis of the criteria of Evaluation and rating of Performance as per clause 6 and 7 of this Policy.

Based on the performance evaluation of each and every Director and Senior Management of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria. The detail process of evaluation and ratings thereon are mentioned in the clause 6 and 7 of this policy respectively.

Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

B. EFFECTIVENESS OF THE BOARD:

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company.

5. SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS:

Evaluation of the Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its website for the reference and also in the Annual Report of the Company.

6. CRITERIA FOR EVALUATION OF PERFORMANCE:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board as specified in Annexure – 1 (Board Member Feedback) and available on the website of the Company.

7. PROCEDURE TO RATE THE PERFORMANCE:

Based on evaluation criteria, the Nomination & Remuneration Committee and the Board shall rate the performance of each and every Director.

The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective. Based on the rating of performance the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

8. AMENDMENTS:

The Company reserves its right to amend or modify this Policy as may be considered appropriate at any time.

ANNEXURE IV TO DIRECTORS' REPORT

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Policy Name	Nomination & Remuneration Policy
Purpose	To provide guidelines and restrictions with regards to the appointment and compensation of Directors, Key Managerial Personnel and other senior employees for fulfilment of their employment obligations within **BLACK BOX LIMITED (Formerly known as AGC Networks Limited)** ("the Company")
Aims and Objectives	This policy is intended to ensure that: • All Directors and Executives of the Company are recognized and rewarded for their performance in a fair and equitable manner; • To ensure that remuneration paid to Directors and Executives is competitive, enabling the Company to attract and retain employees capable of meeting the Company's needs and service delivery obligations; and • To reward Directors and Executives for achieving pre-determined Company, Departmental as well as personal/individual performance targets and goals.
Policy Custodian	Compliance Officer
Approving Authority	Recommended by Nomination and Remuneration Committee ("the Committee") and approved by the Board of Directors of the Company ("the Board")
Applicability	This policy applies to all the Directors, Key Managerial Personnel and other permanent senior employees as may be decided by the Committee.
Policy Benchmark and References	As required under section 178 of the Companies Act, 2013 ("the Act") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

PREFACE:

BLACK BOX LIMITED (Formerly known as AGC Networks Limited) (hereinafter called and referred to as "the Company") believes in conducting its affairs in a fair and transparent manner by adopting highest standard of professionalism and good Corporate Governance Practices. The Company is committed to ensure that equitable remuneration is paid to all directors and employees of the Company. In order to attract and retain qualified and skilled directors and executives, to fill vacancies at all levels, it is the Company's aim to maintain fair and competitive remuneration consistent with industry practices and all necessary regulations.

APPLICABILITY OF THIS POLICY:

Directors, Key Managerial Personnel and other Senior Employees as may be decided by the Committee or Board of the Company, subject to the approval of members in the General Meeting for their appointment wherever applicable and subject to the provisions of the Companies Act, 2013 shall be remunerated in line with the service agreement.

CATEGORIES OF EMPLOYEES COVERED UNDER THIS POLICY:

- Directors which includes Whole-Time or Executive Directors and Non-Executive or Independent Directors.
- Key Managerial Personnel as defined under Section 2 (51) of the Act.
- Senior Management i.e. the employees designated as Vice-President and above (normally include the first layer of the management below the Board level).

As per Companies Act 2013:

"Key Managerial Personnel", in relation to a company, means—

(i) the Chief Executive Officer or the managing director or the manager;

(ii) the Company Secretary;

(iii) the Whole-time Director;

(iv) the Chief Financial Officer;

(v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(vi) such other officer as may be prescribed.

As per Listing Regulations:

"Senior Management" includes officers or personnel of the Company who are members of the core management team of the Company excluding the Directors and normally comprising of all the members of management one level below the Chief Executive Officer/ Managing Director/Whole-Time Director/Manager (including the Chief Executive Officer/Manager). The Chief Financial Officer and Company Secretary are specifically included in this definition of Senior Management.

GENERAL POLICY STATEMENT:

The role of the Committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Recommend to the Board the extension of the appointment of the independent Directors based on their performance evaluation
6. Recommend to the Board all remuneration, in whatever form, payable to Senior Management. The Nomination and Remuneration Committee shall ensure that—

   a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel and other employees of the quality required to run the company successfully;

   b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

Provided that such policy shall be disclosed on the website of the Company and the salient features of the policy and changes therein, if any, along with the web address of the policy, shall be disclosed in the Board's report.

The Nomination and Remuneration Policy of the Company is performance driven and is structured to motivate directors and employees, recognize their merits and achievements and promote excellence in their performance. Individual performance pay is determined by business performance and the performance of the individuals is measured through the annual appraisal process. Through compensation program, the Company endeavors to attract, retain, develop and motivate a high performance workforce that will ensure the long term sustainability of the Company and create a competitive advantage in the development field.

The remuneration of the Board members and the senior executives is based on the Company's size and global presence, its economic and financial position, industrial trends, compensation paid by the peer companies etc. Compensation reflects the Board members and executives responsibility and performance.

TERMS OF REFERENCE OF THE COMMITTEE:

i. To identify persons who are qualified to become directors and who may be appointed in senior management level in accordance with the criteria laid down in Schedule I of this policy.

ii. To recommend to the Board, appointment and removal of the directors and evaluation of every director's performance as laid down in Scheduled I of this policy.

iii. To formulate the criteria for determining qualifications and positive attributes of the Directors.

iv. To deal with the matters relating to the remuneration payable to Whole-time Directors, Key Managerial Personnel and Senior Management Executives and commission, if any, to be paid to Non-Executive directors, apart from sitting fees.

v. To review the overall compensation policy, service agreement and other employment conditions of Whole-time Directors, Key Managerial Personnel and Senior Management Executives which include the employees designated as Vice-President and above (normally include the first layer of management below the Board level).

vi. To deal with other matters as the Board may refer to the Nomination and Remuneration Committee ("the Committee") from time to time.

THE LEVEL AND COMPONENTS OF REMUNERATION

Remuneration of Whole-time Directors, Key Managerial Personnel and Senior Executives of the Company: Role and Type of Remuneration:

The Company recognizes the competitive nature of the current professionally/ academically qualified work force and this requires to the Company to provide competitive remuneration offering to directors and employees to ensure that a high caliber of staff is attracted to the Company and retained. The Company further acknowledges that it can only excel in service delivery through the exceptional performance of its people and that the remuneration offering to the directors and employees plays a substantial motivational role when exceptional performance is compensated with exceptional rewards.

The Remuneration of Whole-time Directors, Key Managerial Personnel and Senior Executives of the Company are decided based on criteria stated in Schedule I of this policy and as per the recommendation of the Committee. The Company will pay remuneration to Whole-time Directors, Key Managerial Personnel and Senior Executives by way of salary, retirement benefits perquisites, allowances (fixed component), incentives and commission (variable component) based on the recommendation of the Committee and approval of the Board of Directors and shareholders, if applicable.

Fixed Component of Remuneration:

Whole-time Directors and Employees are receiving fixed component of their Total package on a monthly basis. The total package includes in it guaranteed benefits such as employer's contribution to retirement funds i.e. provident fund and/or pension & gratuity and/ or medical aid funds and/or group life insurance fund contribution etc. as applicable.

Variable Component of Remuneration:

Annual performance linked incentive / increment for exceptional performance above the accepted standard and is variable. These rewards are based on individual, departmental or Company' performance relative to predefined targets. Performance is measured over a year's period.

The remuneration policy should accordingly be considered in the greater human resource context.

The Committee shall consult the Chairman and/or Managing Director about their proposals relating to the remuneration of other Whole-time Directors, Key Managerial Personnel and Senior Executives.

Remuneration of Executive Directors:

For deciding remuneration of the Executive Directors, the Committee shall consider the performance of the Company, the current trends in the industry, their experience, past performance and other relevant factors. The Committee shall regularly keep track of the market trends in terms of compensation levels and practices in relevant industries.

Remuneration of Non-Executive Directors:

Non-Executive Directors are paid remuneration by way of sitting fees. The Company pays a sitting fee per meeting of the Board and the Committee (as may be decided from time to time) to the Non-Executive Directors for attending the meetings within the limit prescribed under the Act.

The remuneration by way of Annual Commission to the Non-Executive Directors shall be decided by the Board of Directors and will be paid to them based on their participation and contribution at the Board/Committee meetings and the time spent on matters other than at meetings.

An independent director may receive remuneration by way fees provided under sub-section (5) of Section 197 of the Act, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members of the Company.

The Company shall disclose in the Board's report, the ratio of the remuneration of each director to the median employee's remuneration and such other details as may be prescribed under the Act.

Where any insurance is taken by a company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel:

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

COST MANAGEMENT

The objective of remuneration cost management is the importance of the directors and employee's role, thereby reflecting their relative worth to the Company. Cost management does not necessarily imply a reduction of overall salary and bill but rather the correct allocation thereof. The Finance and Budget Department in conjunction with Human Resource Department should manage remuneration cost within budgetary constraints, while ensuring the remuneration levels of competent, exceptional performers and key employees are positioned competitively against the market.

As per Provisions of sub-section (9) of Section 197 of the Companies Act, 2013, if any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without the approval of shareholders or requisite authorities, wherever applicable, he shall refund such sums to the company within 2 years or such a lesser period as may be determined by the Company and until such sum is refunded, hold it in trust for the company. The Company shall not waive the recovery of any sum refundable to it, unless such waiver is approved by the shareholders by special resolution within two years from the date the sum becomes refundable.

The Board of Directors of the Company has power to reconstitute the Committee as and when think fit so or as may be required under the law.

SCHEDULE I

Criteria for appointment and performance evaluation – related remuneration for Directors/Key Managerial Personnel and Senior Executives of the Company.

- At the time of selection of a Director the Company must examine the integrity of the person and possession of relevant expertise, qualifications and experience.
- In case of appointment of Independent Director, the Company must observe the pecuniary relationship with the promoters and group companies.
- The level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate directors/executives to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Financial and operating performance vis-à-vis the Annual and Operating Budget of the Company.
- Remuneration of directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- External Competitiveness: The quantum and nature of the total offering to directors and employees determines how competitive the Company is in recruiting and retaining them. The appropriate mix of guaranteed benefits and incentives further enhances the Company's ability to motivate them in a manner that will improve the Company's competitiveness.
- The size and complexity of a position is determined through a valid job evaluation system and individual performance is measured through the established and approved Performance Management System.
- Remuneration recognizes and rewards both high levels of competence and superior performance through the use of incentive bonuses linked to performance.
- Remuneration incentives should be compatible with risk policies and systems, if any.
- The committee shall consider the consequences and associates costs to the Company if basic salary increases and any other changes, whenever required.

ANNEXURE V TO DIRECTORS' REPORT

Particulars of employees as per Rule 5 (1) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Ratio and Relationships

1. Ratio of the remuneration to each Director to the median remuneration of the employees of the Company for the financial year:

Name and Designation of the Director	Ratio of the remuneration to the median remuneration of the employees
Mrs. Mahua Mukherjee, Executive Director	12.00: 1
Mr. Sujay R. Sheth, Independent Director	1.35: 1
Mr. Dilip Thakkar, Independent Director	1.05: 1
Ms. Neha Nagpal, Independent Director	0.30: 1

Notes:

a. Median remuneration of the employees of the Company for the FY2023 was ₹ 10 Lacs.

b. Directors other than those mentioned above, did not receive any remuneration from the Company during the FY2023.

c. Independent Director's remuneration comprises of the sitting fee paid for attending the meetings of the Company.

2. Percentage increase in remuneration of each Director, CFO and CS during the year:

Name and Designation of the Director/KMP	% increase/(decrease) in remuneration
Mr. Sujay R. Sheth, Independent Director	NA
Mr. Dilip Thakkar, Independent Director	NA
Mr. Anshuman Ruia, Executive Director	NIL
Mr. Naresh Kothari, Non-Executive Director	NA
Mrs. Mahua Mukherjee, Executive Director	4.00
Ms. Neha Nagpal, Independent Director	NA
Mr. Sanjeev Verma, Whole-time Director	NIL
Mr. Deepak Kumar Bansal, Executive Director and CFO	NIL
Mr. Aditya Goswami, Company Secretary & Compliance Officer	45.00

Note: Non-Executive Director do not receive any remuneration. Independent Directors receive only sitting fee for attending meetings of the Board and its Committees.

3. % increase in median remuneration of the employees for the year: **5.6%**

4. Total permanent employees on the rolls of Black Box Limited, India as on March 31, 2023: **443**

5. Average percentile increase already made in the salary of employees during FY22 in comparison with the percentile increase in the remuneration of MD/WTD/Manager/other Directors, alongwith justification:

   The remuneration increase outlook has been linked to the Company performance and market trend. The approach for salary increment during the pandemic period has been to recognize effort of employees in achievement of business continuity in the challenging times. The average increase in the remuneration of individual employee is guided by factors like performance, criticality of skills, retention and new / emerging business groups.

6. Information as per Rule 5 (2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

   A. Top 10 employees in terms of remuneration drawn during the year:

Sr. No.	Name	Designation	Remuneration Received (₹ in Crores)	Qualification & Experience	Date of Com-mencement	Age (Years)	The last employment held by such employee before joining the Company	Nature of Employment (Permanent or Contractual)
1.	Jayantha Prabhu	Business Head - India & SAARC	1.56	MBA (ITM), 29 Years	15-Jan-99	50	Essar Services India Pvt. Ltd.	Permanent
2.	Mahua Mukherjee	Executive Director & Chief People Officer	1.13	MBA (Personal Management and HR)	12-Jul-12	56	Capgemini	Permanent
3.	Abhinav Sharma	Vice President & Head - Sales (India & SAARC)	0.81	PGDBM, 27 Years	21-Feb-11	51	CS Infocomm Pvt. Ltd.	Permanent
4.	Jagdeesh Mhalgi	Vice President - Service Delivery	0.72	BE (Electrical), 34 Years	16-Jul-14	55	Servion Global Solution Ltd.	Permanent
5.	Sanjeev Kumar Gupta	Vice President & Head - Finance (India & MEA Business)	0.65	CA, 26 Years	7-May-19	55	Arya Iron & Steel Co.	Permanent
6.	Rajat Varma	Vice President - West Region	0.60	BE (Mechanical), 25 Years	4-Apr-16	48	Passionkart Services Private Limited	Permanent

Sr. No.	Name	Designation	Remuneration Received (₹ in Crores)	Qualification & Experience	Date of Com-mencement	Age (Years)	The last employment held by such employee before joining the Company	Nature of Employment (Permanent or Contractual)
7.	Prasad Subramaniam	Vice President - Finance & Corporate Controller	0.52	ICWA, B.Com, 35 Years	1-Feb-94	57	Gujarat Steel Tubes Limited	Permanent
8.	Deepak Mallick	Associate Vice President - Sales	0.50	MBA (Marketing), 27 Years	20-Aug-20	48	Sify Technologies Ltd.	Permanent
9.	Sanjay Ahlawat	Associate Vice President - North Region	0.46	BE (EXTC), 32 Years	10-Jan-06	54	Reliance Infocomm Limited	Permanent
10.	Mehul Ramesh Shah	Associate Vice President	0.45	BE (EXTC), 17 Years	8-Oct-21	39	Amtrust Mobile Solutions India Pvt. Ltd.	Permanent

B. Employed for part of the year with an average salary above ₹ 8.5 lakhs per month: **None**

Affirmation:

The remuneration paid by the Company to its employees including members of the Senior Managements, MD/WTD/Manager and other Directors, if any, is in accordance with the Remuneration Policy adopted by the Company.

Notes:

Employees mentioned above are neither relatives of any Directors, nor hold 2% or more of the Paid-up Equity Shares Capital of the Company as per Clause (iii) of sub-rule (2) of Rule of 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNEXURE VI TO DIRECTORS' REPORT

DISCLOSURE RELATING TO RESEARCH AND DEVELOPMENT (R&D) & TECHNOLOGY ABSORPTION

RESEARCH & DEVELOPMENT:

1. Specific areas in which Development carried out by the Company: None
2. Benefits derived as a result: NA
3. Future Plan on Development: NA
4. Expenditure on Development (₹ in Crores)
   a. Capital: - NIL
   b. Recurring: - NIL
   c. % to Revenue: - NIL
   Total (a+b): - NIL

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1. Efforts in brief, made towards, technology absorption, adaptation and innovation: None
2. Benefits derived as a result of the efforts e.g. product improvement, cost reduction, product development, import substitution, etc.: None
3. (i) Technology Imported : None
   (ii) Year of Import : N.A.
   (iii) Has technology been fully absorbed : N.A.
   (iv) If not fully absorbed, areas where this has not taken place, reasons thereof & future plan : N.A.

ANNEXURE VII TO DIRECTORS' REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs –

   At Black Box we believe an organisation's growth has to be in sync with social, economic growth of communities around us. This belief translates into our purpose and commitment to promote a culture of care, inclusiveness, responsibility and trust through our CSR objective and goals. It is an attempt in making our society inclusive by providing opportunities for economically, socially and physically disadvantaged sections through programs around education and healthcare.

2. The Composition of the CSR Committee of the Company is as follows:

Sr. No	Name of the Director	Designation	Number of meetings of CSR Committee held during FY 2023	Number of meetings attended
1	Mr. Sujay R. Sheth	Independent Director (Chairperson)	1	1
2	Mr. Sanjeev Verma	Whole-time Director (Member)	1	1
3	Mrs. Mahua Mukherjee	Executive Director (Member)	1	1

   The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility (CSR) Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

   The Committee's constitution and terms of reference meet with the requirements of the Act.

3. The CSR policy of the Company, as approved by the Board is available on website of the Company at the link https://www.blackbox.com/en-us/investors/csr-policy

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : **Not applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

   a. amount available for set-off : ₹ **1.45 Lakh**

   b. amount required for set off for the financial year : **NIL**

6. Average net profit/(loss) of the company for last 3 Financial Years (after tax): ₹ **0.77 Crores**

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ **1.55 Lacs**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**

   (c) Amount required to be set off for the financial year: **Not applicable**

   (d) Total CSR obligation for the financial year (7a+7b-7c) = ₹ **1.55 Lacs**

8. Details of CSR spent during FY2023:

   (a) Total amount to be spent for the Financial Year: ₹ **1.55 Lacs**

   (b) Total amount spent during the year: ₹ **3.00 lacs**

   (c) Amount unspent, if any: **Not applicable**

   (d) Details of CSR amount spent against ongoing projects for the financial year:

CSR project activity identified	Sector in which the project is covered	Projects or programs Local area or others State and District where project/program undertaken	Amount outlay (budget) – plan or project wise (In ₹)	Amount spent on the project or programs Sub-heads (In ₹): Direct expenditure on project or programs; Overheads	Cumulative expenditure upto reporting period (In ₹)	Amount spent: Direct or through implementing agency
Job Entrepreneurship and Empowerment Training This program targets individual (age 18-35 years) with disability (Locomotor Disability, Hearing Impairment, Visual Impairment) by providing vocational skill building training and sustainable employment opportunities. This program creates job placement for PwD candidates to live financially independent lives.	Employability Enhancement for Physically disabled individual. Through an extensive 3-month training program spread across basic Skill Building (Communication /IT /Life Skills), Sector Specific Training and Pre-Employment Module, 18 PwD individuals were placed successfully with employment.	Uttar Pradesh, Bihar	3,00,000	3,00,000	3,00,000	Implementing Agency - Sarthak Foundation

   (e) Details of CSR amount spent against other than ongoing projects for the financial year: **NA**

9. Details of Unspent CSR amount for the preceding three financial years: **Not applicable**

10. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : **Not applicable**

11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not applicable**

12. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): **Not applicable**

For and on behalf of the Board of Directors

Sujay R. Sheth	**Sanjeev Verma**
Chairman and Independent Director	**Whole-time Director**
DIN: 03329107	**DIN: 06871685**
Singapore	**Dallas, USA**

Date: August 12, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

WORLD ECONOMIC OVERVIEW

After two years of disruptions, uncertainty, and volatility, FY23 marked a relatively normal year for the economy. Both the markets and the economy regained a sense of stability in terms of activity levels, growth trajectory, direction, and future prospects. Central banks initiated the process of normalizing monetary policies by reducing liquidity and raising interest rates. The disrupted supply chains have largely been restored, contributing to a more functional market environment. The organs of the global ecosystem, which were badly infected by the excessive liquidity, irrational exuberance, and unsustainable stress, are now being amputated.

As per the International Monetary Fund, Global growth is estimated to decline from 3.4% in 2022 to 2.8% in 2023 and settle at 3.0% in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. Global headline inflation in the baseline is set to fall from 8.7% in 2022 to 7.0% in 2023 on the back of lower commodity prices, but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

According to the World Bank's global economic prospects, investment growth in emerging markets and developing economies is projected to fall below its average rate observed over the past two decades. This lower growth trajectory raises concerns, as any further adverse shocks could potentially push the global economy into a recession. Immediate policy action is needed to bolster growth and investment including redirecting existing spending, such as agricultural and fuel subsidies.

There are signs of nascent optimism, and the growth outlook has picked up across all regions. However, policymakers, businesses, and households continue to face headwinds, including persistent inflationary pressures and tighter financial conditions. According to a significant majority of the chief economists surveyed, recent turbulence in the financial sector is not a sign of systemic vulnerability, but further disruption is considered likely this year. Growth over the rest of 2023 is set to slow substantially as it is weighed down by the lagged and ongoing effects of monetary tightening and more restrictive credit conditions. These factors are envisaged to continue to affect activity heading into next year.

Source: https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023

https://www.worldbank.org/en/publication/global-economic-prospects

INDIA'S ECONOMIC OVERVIEW AND OUTLOOK

The last two years have seen the global economy struggling to deal with overlapping crises, the latest being the liquidity troubles after a series of global bank crises. While the impact appears to have been contained, these uncertainties continue to undermine the confidence among consumers and businesses to spend, therefore impacting economic growth.

The World Bank now fears that the ongoing slump in global economic growth will likely result in a "lost decade." Despite this gloom, many market analysts believe that this could well be India's decade. Moreover, there are enough reasons and data to back this claim. The Indian economy demonstrated remarkable resilience in the previous fiscal year and emerged as one of the fastest-growing economies among major nations. However, there were certain challenges, such as weakening consumption in the second half of FY23, subdued rural demand, and persistent cost pressures that acted as deterrents. Despite these obstacles, the GDP grew by 7.2% for the full year of FY23. On the supply side, the annual GVA growth of 7% in FY23 was primarily driven by the resilient agriculture and services sectors. Nevertheless, the government's persistent emphasis on capital expenditure, positive performance in the services sector, and the release of pent-up demand served as strong pillars for domestic economic activity throughout FY23.

In terms of macroeconomic indicators, the Consumer Price Index (CPI) experienced a widespread decline from its peak in April 2022. This decline was primarily due to a softening in food, fuel, and core inflation. Additionally, there was a moderation in input prices, leading to a decrease in the Wholesale Price Index for the tenth consecutive month in March 2023. These consecutive declines in WPI indicate a cooling trend in inflation. The persistent cooling in inflation provides encouragement to the RBI, which decided to pause rate hikes.

The Index of Industrial Production (IIP) has grown by 5.1% in FY23. The growth is primarily driven by capital goods, which expanded by 12.9%, while consumer goods have grown by 0.5%. Healthy prospects for the kharif season, higher Minimum Support Prices (MSP) for crops, and increased budgetary spending by the government will likely enhance the farmers' income and boost the rural economy. Current indicators of demand for the rural economy are gaining momentum. Rural income and, thus, rural demand are also expected to increase with a likely uptick in construction activity.

The collection of Goods and Services Tax (GST) serves as a significant indicator of economic buoyancy. In the fiscal year 2022-23, the total gross collection of GST amounted to Rs 18.10 lakh crore, which was 22% higher than the previous year. This substantial increase in GST collection reflects a positive trend in economic activity. According to the latest consumer confidence survey conducted by the Reserve Bank of India (RBI), the Current Situation Index (CSI) demonstrated a consistent upward trajectory. This upward movement was attributed to an improved perception of the general economic situation, employment conditions, and household income. Despite a slight decrease in optimism, households maintained an overall positive outlook for the year ahead. Overall, the robust GST collection and the positive consumer confidence reflected in the CSI signify encouraging signs for the Indian economy, suggesting an upward trend in economic growth and stability.

Industry Data: https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html

NORTH AMERICA IT INDUSTRY 2023

Revenue in the IT Services market is projected to reach US$ 494.9 billion in 2023.

IT Outsourcing dominates the market with a projected market volume of US$ 182.7 billion in 2023.

Revenue is expected to show an annual growth rate (CAGR 2023-2028) of 6.73%, resulting in a market volume of US$ 685.4 billion by 2028.

The average Spend per Employee in the IT Services market is projected to reach US$ 1.98k in 2023.

In global comparison, most revenue will be generated in the United States (US$ 454.7 billion in 2023).

Industry Data: https://www.statista.com/outlook/tmo/it-services/north-america

WORLDWIDE IT SPENDING

Worldwide IT spending is expected to reach a total of US$ 4.6 trillion in 2023, reflecting a growth rate of 5.5% compared to the previous year. Despite continued global economic turbulence, all regions worldwide are projected to have positive IT spending growth in 2023.

This year, the software segment is anticipated to experience significant growth, with a double-digit increase. Enterprises are prioritizing their spending on software to gain a competitive edge by enhancing productivity, implementing automation, and driving transformational initiatives. On the other hand, the devices segment is expected to decline by approximately 5% in 2023. This decline can be attributed to consumers deferring device purchases due to factors such as diminishing purchasing power and a lack of compelling incentives to buy new devices. (See Table 1).

Table 1.Worldwide IT Spending Forecast (Milllons of U.S.Dollars)

	2022 Spending	2022 Growth	2023 Spending	2023 Growth	2024 Spending	2024 Growth
Data Center Systems	216.095	13.7	224.123	3.1	237.790	6.1
Devices	717.048	-10.7	684.342	-4.6	759.331	11.0
Software	793.839	8.8	891.386	12.3	1.007.769	13.1
IT Services	1.250.224	3.5	1.364.106	9.1	1.502.759	10.2
Communications Services	1.424.603	-1.8	1.479.671	3.9	1.536.156	3.8
Overall IT	4,401,809	0.5	4,643,628	5.5	5,043,805	8.6

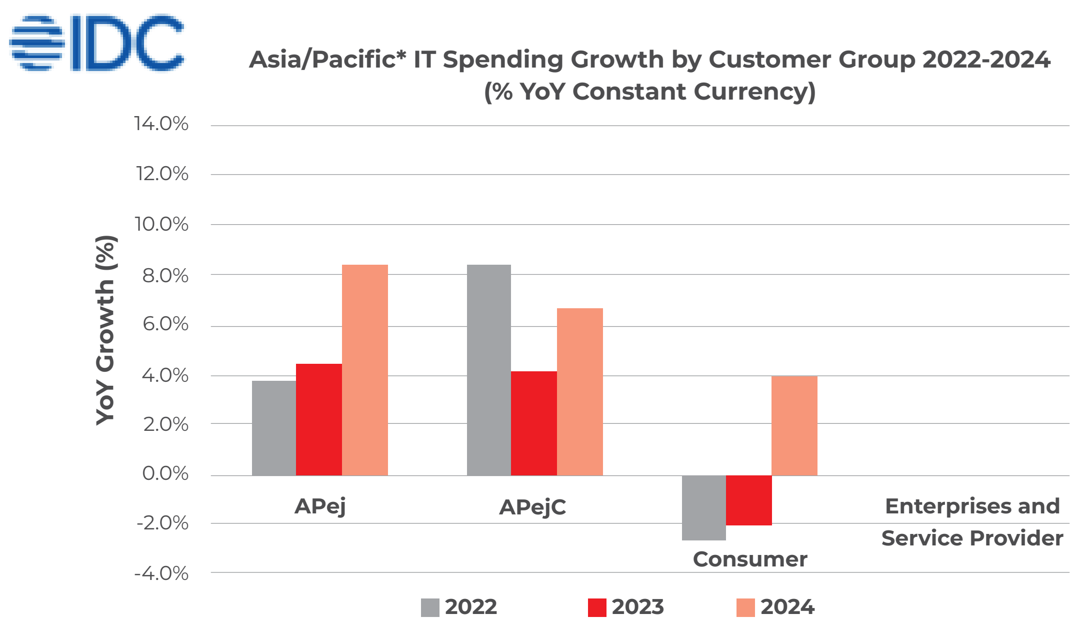
The IT services segment is expected to maintain its growth trajectory until 2024, primarily propelled by the infrastructure-as-a-service (IaaS) market. The IaaS market is projected to witness substantial growth, exceeding 30% this year. A notable shift is occurring, as price becomes a significant factor driving increased expenditure in cloud services segments, alongside increased usage. This signifies that organizations are placing greater emphasis on cost considerations when opting for cloud services, rather than solely focusing on increased usage or functionality.

Source: https://www.gartner.com/en/newsroom/press-releases/2023-04-06-gartner-forecasts-worldwide-it-spending-to-grow-5-percent-in-2023

APAC IT SPENDING

IT spending in the Asia/Pacific* region is expected to grow by 4.4% in 2023, an increase from the 3.8% growth recorded in 2022, despite prevailing uncertainties. The weaker economic outlook, ongoing inflation, and higher prices have directly affected consumer sentiment and spending in the region. Consequently, the forecast for consumer technology spending has been revised downwards for the sixth consecutive month, reflecting a sustained decline. However, enterprises and service providers in the region exhibit resilience, yet remain cautious due to mounting economic pressures.

The reopening of China in the fourth quarter of 2022 has significantly improved the outlook for both the Asia/Pacific region and the global economy. Monetary policy tightening has slowed down, and central banks in the region are reducing the frequency of rate hikes. These factors have enhanced the prospects for enterprise investment decisions, instilling confidence in the business environment. Additionally, although external demand has shown signs of weakening, domestic demand continues to exhibit strength, contributing to the overall stability of the region's economy.



IT Spending excludes telecom spending, business services and some emerging technologies which are included in the ICT Spending taxonomy
*Source: IDC Worldwide Black book Live Edition, May 2023 *Excluding Japan*

Source: https://www.idc.com/getdoc.jsp?containerId=prAP50986823#:~:text=SINGAPORE%2C%20June%20 26%2C%202023%20%E2%80%93,%25%20in%202022%2C%20despite%20uncertainties.

UNIFIED COMMUNICATIONS AS A SERVICE (UCAAS) MARKET

The global Unified Communication as a Service (UCaaS) market size was valued at US$ 28.43 billion in 2022 and is projected to grow from US$ 32.01 billion in 2023 to US$ 85.77 billion by 2030, exhibiting a CAGR of 15.1% during the forecast period.

Businesses across the globe are increasingly embracing Unified Communication as a Service (UCaaS) platforms to harness the benefits of services like video and audio conferencing, messaging, and various collaboration tools. The rapid development of cloud infrastructure has played a pivotal role in fueling the demand for unified communication services. The availability of robust and scalable cloud-based solutions has provided organizations with greater flexibility, cost-effectiveness, and seamless integration capabilities, driving the adoption of UCaaS.

By vertical, the market is segmented into BFSI, IT and telecommunications, IT-enabled Services (ITeS), education, retail and consumer goods, government and defense, healthcare, and others (media and entertainment, manufacturing).

Within the segmented verticals, the IT & telecommunications sector is expected to dominate the market share. This growth can be attributed to the digital transformation initiatives undertaken by businesses, resulting in a strong adoption of unified communication services within the industry. The increased prevalence of remote work, work-from-home arrangements, and other flexible work practices have further fueled the demand for IT-enabled services in the IT & telecommunications sector. As a result, this segment holds significant importance and contributes significantly to the overall growth of the UCaaS market.

The retail and consumer goods segment is likely to hold a significant market share owing to the adoption of unified communication services to enhance customer experience. The technology is helping retailers to enhance their

customer interaction through a cost-optimized and collaborative platform. Such advantageous factors drive growth across the retail and consumer goods industry.

Driving Factors:

Adoption of Distributed Workforce and Remote Work Approaches to Accelerate Demand

The increasing adoption of smart mobile devices and advancements in collaboration tools enable remote work and distributed workforce strategies.

Furthermore, organizations are increasingly adopting a 'Bring Your Own Device' (BYOD) policy within their business units. This strategic approach enables organizations to enhance productivity, improve internal communication, and reduce additional costs. As per Bitglass data, approximately 85% of companies have already implemented BYOD environments for their employees and partners. This widespread adoption of BYOD creates market opportunities for key players in the industry to expand their product offerings.

Rising Usage of API-Driven Programmable Communication to Aid Market Growth

Business applications are enabled with audio, messaging, programmable video, and other services to automate the communication process. These built-in features enable developers to focus on the application's most important key aspects. Thus, the market will likely show exponential growth due to the increasing significance of API-driven programmable communication features.

Source: https://www.fortunebusinessinsights.com/industry-reports/ unified-communication-as-a-service-ucaas-market-101934

GLOBAL DATA CENTERS MARKET

The data center market size stood at US$ 263.34 billion in 2022, and it is expected to advance at a CAGR of 10.9% to reach US$ 602.76 billion by 2030. The exponential increase in data is the major factor that contributes to the growth of the market. Therefore, the demand for these data centers is burgeoning due to the rising need for social, mobile, analytics, and cloud services around the world. The recent explosion in the usage of social media has boosted the construction of new centers, to store the gathered information.

IT Infrastructure is the highest revenue contributor in the market as it comprises server, storage, and network infrastructure, which are the backbone of such facilities. The demand for it will further grow in the future with an around 11.4% CAGR, allowing it to maintain its position in the market.

North America has the leading position in the data center market, and it will hold the same position till 2030, with a value of US$ 191.80 billion.

In North America, the US holds the leading position, and it will grow at a CAGR of 8.4%, attributed to the existence of a large number of data centers. The US has over 2,600 such data centers, many of these in Northern California, where many IT firms are headquartered. North America also has highly advanced, extensive, and efficient technological infrastructure.

The COVID-19 pandemic has contributed to the strong uptick in initiatives and investments in this industry across the globe. Furthermore, the adoption of cloud-based services by government agencies, as well as online learning and contactless payments, helped the market grow. Therefore, during the pandemic, the number of data management centers increased globally. The IT sector is expected to spend approximately US$ 222 billion on these facilities by the end of this year.

Europe is also growing at a considerable rate because it is one of the key hubs for technology in the world. The increasing adoption of AI, 5G, and VR is bringing a revolution to the regional enterprise technology market. Furthermore, for data centers and their collocation facilities, the major driver boosting the industry is the rising demand for IoT, big data, and cloud computing. Western Europe is a more developed region and therefore has a large number of colocation data centers and service providers.

The Exponential growth in data generation boosts infrastructure demand: The efficient analysis of databases helps organizations grow as they leverage this data to analyze historical patterns and make future decisions, accordingly. More than 60% of humans have access to the internet, and their online activity creates data. Businesses in all industries use this digital information to collect information on customers, manage human resources, track inventory, and achieve much more. Each day more than 2.5 quintillion bytes of data are generated. Further, presently more than 44 Zettabytes of data exist in the world, 70% of which is generated by users.

The rate at which information creation is growing has been more or less predictable. By 2025, there will be 175 zettabytes of data in the global data sphere, including medical data.

Industry experts suggest that most companies with more than 10 employees collect some form of digitized data, and the larger ones utilize data for improving their marketing endeavors, transferring it internationally as well. Hence, the growth in data generation is expected to propel the demand for data centers to meet the storage and processing requirements of companies.

In 2022, various data centers were under construction around the world, thus driving the demand for all kinds of associated products and services such as engineering, procurement, and construction (EPC), IT hardware, and cooling and power supply apparatus.

Source: https://www.psmarketresearch.com/market-analysis/data-center-market

WIRELESS (WI-FI) INDUSTRY:

The Wi-Fi Market size is expected to grow from US$ 14.15 billion in 2023 to US$ 27.48 billion by 2028, at a CAGR of 14.19% during the forecast period (2023-2028).

Machine-to-machine applications are increasingly driven toward wireless connections. Multiple investments in connectivity for retail and manufacturing are contributing to the growth. Such growth creates congestion in the 2.4 and 5 GHz spectrums, driving the demand for the 6 GHz spectrum allocation.

Further, edge networks and computing have led enterprise architectures to optimize processing for business-critical analysis of data sets from IoT applications and communications. More than 50% of the workloads are performed outside the enterprise data center. This further boosts the requirement for low-latency, real-time communications, and high-definition video applications thanks to the multi-access edge enabled by 5G and Wi-Fi 6.

For services, the connected networks of control devices are expected to communicate directly with each other without translation or IP-based standards. This integrated approach with wireless connectivity and compute platforms may enable design innovation over the forecast period.

Source: https://www.mordorintelligence.com/industry-reports/wi-fi-market

WAAS:

Wi-Fi is a service that refers to a subscription-based service integrating three essential components software, infrastructure, and managed services. Wi-Fi as a service is used to cut expenses, increase security, and bring expertise to external IT. The main components of Wi-Fi as a service include professional services and managed services. Professional services refer to services that are project-based and target a specific problem or challenge with Wi-Fi as a service solution. Professional services are more often on-demand solutions than managed services. These services are deployed in both indoor and outdoor locations these services are utilized by large enterprises in small and medium enterprises across industries.

The global Wi-Fi service market grew from US$ 4.45 billion in 2022 to US$ 6.36 billion in 2023 at a compound annual growth rate of 16.6% and is further expected to grow to US$ 11.69 billion in 2027 at a CAGR of 16.4%.

The increase in the adoption and development of Wi-Fi systems is expected to propel the growth of the Wi-Fi as a Service market. The increase in the adoption of Wi-Fi systems is primarily due to the reduction of cost of ownership, increased efficiency, access, availability, flexibility, and convenience benefits. The increased adoption and development of Wi-Fi systems automatically triggered in need for Wi-Fi as a service.

New technology development is a key trend gaining popularity in the Wi-Fi as a service market. Many companies operating in the Wi-Fi and service market are developing new products or new technologies to meet the fast-growing demand from end customers and strengthen their business presence. New technology developments including smart Wi-Fi management platforms offering various access points with better integration are focused on increasing operational efficiency and reducing the cost of ownership.

Source: https://www.mordorintelligence.com/industry-reports/wi-fi-market

5G:

SNS Telecom & IT estimates that global spending on private LTE and 5G network infrastructure for vertical industries will grow at a CAGR of approximately 18% between 2023 and 2026, eventually accounting for more than $6.4 Billion by the end of 2026.

As much as 40% of these investments – nearly US$ 2.8 billion – will be directed towards the build-out of standalone private 5G networks that will become the predominant wireless communications medium to support the ongoing Industry 4.0 revolution for the digitization and automation of manufacturing and process industries.

This unprecedented level of growth in the coming years is likely to transform private LTE and 5G networks into an almost parallel equipment ecosystem to public mobile operator infrastructure in terms of market size by the late 2020s.

As for the practical and quantifiable benefits of private LTE and 5G networks, end-user organizations across manufacturing, mining, oil and gas, ports and other vertical industries have credited private cellular network installations with productivity and efficiency gains in the range of 30 to 70%, cost savings of more than 20%, and an uplift of up to 80% in worker safety and accident reduction.

Spectrum liberalization initiatives – particularly shared and local spectrum licensing frameworks – are playing a pivotal role in accelerating the adoption of private LTE and 5G networks.

By capitalizing on their extensive licensed spectrum holdings, infrastructure assets, and cellular networking expertise, national mobile operators have continued to retain a strong foothold in the private LTE and 5G network market. With an expanded focus on vertical B2B (Business-to-Business) opportunities in the 5G era, mobile operators are actively involved in diverse projects extending from localized 5G networks for secure and reliable wireless connectivity in industrial and enterprise environments to nationwide public safety broadband networks.

Source: https://www.snstelecom.com/private-lte

GLOBAL CYBER SECURITY MARKET

The global cyber security market size was valued at US$ 153.65 billion in 2022. The market is projected to grow from US$ 172.32 billion in 2023 to US$ 424.97 billion in 2030, exhibiting a CAGR of 13.8% during the forecast period.

The increasing adoption of enterprise security solutions in manufacturing, Banking, Financial Services, and Insurance (BFSI), and healthcare is expected to drive the cyber security market's growth in the forthcoming years.

Driving Factors:

- Rapid growth of security solutions across healthcare and government sectors during the pandemic led to market growth. The COVID-19 pandemic severely affected the overall behavior of consumers and providers. The short-term closure of manufacturing units, job crunches, lack of resources, data breaches, and weakened supply chains have negatively affected business growth worldwide. However, the demand for healthcare, manufacturing, and government cyber security services grew exponentially post-pandemic.
- The key cyber security players are implementing core technologies such as machine learning, the Internet of Things (IoT), cloud, and Big Data in their business security units. They are further adopting IoT and machine learning signature-less security systems blockchain. This adoption would help the players understand uncertain activities and trials and identify & detect uncertain threats.
- With the rising growth in the IoT market, IoT solutions are gaining popularity across various information security applications. Consequently, adopting advanced technologies in internet security is considered a rapidly emerging market trend. Moreover, Big Data and cloud technology support enterprises in learning and exploring potential risks.
- Another trend that aids the market growth is the increased adoption of cloud computing. Players in the market focus on developing advanced cybersecurity solutions based on cloud computing. These cloud computing services are designed on the Analytics as a Service (AaaS) platform, assisting users in identifying and mitigating threats rapidly.
- The rising number of e-commerce platforms and technological advancements, such as artificial intelligence, cloud, and blockchain, have augmented internet security solutions in a connected network infrastructure. Additionally, e-commerce companies are focused on adopting network security solutions in their IT and electronic security systems.
- The growing adoption of these technologies to eliminate cyber threats drives the demand for network security solutions. The governments of countries, such as India, Germany, France, Israel, Brazil, and others, are investing in internet security solutions to secure their huge volume of confidential data and information.

Based on industry, BFSI and Healthcare are expected to rise with a significant CAGR during the estimated period among all industries. This growth is due to the increasing demand for robust security and digital privacy systems across financial, insurance, and banking institutes.

Geographically, North America is likely to dominate with the highest cyber security market share during the forecast period. The rising number of high-section security breaches drives the demand for cloud application security solutions across the region. The increasing number of online e-commerce platforms boosts market growth in countries such as the U.S. and Canada.

Europe is expected to grow with a notable CAGR during the forecast period. The growth is significantly driven by the increasing number of internet security projects and related investments by major companies in the U.K., Germany, Spain, France, Italy, and others.

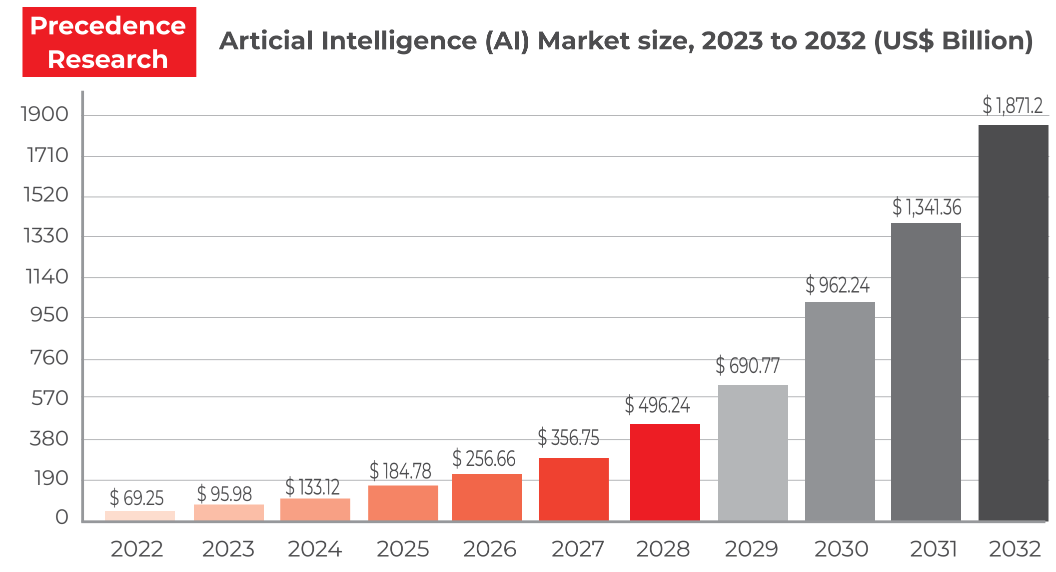
Within Asia Pacific, India, China, and Korea are expected to grow with an excellent CAGR during the forecast period. The growth is owing to the increasing number of service providers and rising investments by government and foreign investors in various security projects.

Additionally, the Middle East & Africa (MEA) and South America regions are expected to grow considerably during the forecast period. This growth is due to the rising investment by the government and private enterprises in countries such as GCC, South Africa, and others.

Source: https://www.fortunebusinessinsights.com/industry-reports/cyber-security-market-101165

GLOBAL AI MARKET

The global Artificial Intelligence (AI) market size was valued at US$ 69.25 billion in 2022 and is expected to hit around US$ 1,871.2 billion by 2032, progressing with a CAGR of 39.1% from 2023 to 2032. The North American artificial intelligence market was valued at US$ 30 billion in 2022.



- North America generated more than 43% of the market share in 2022.
- The Asia Pacific market is expected to expand at the highest CAGR of 42% from 2023 to 2032.
- Based on the technology, the deep learning segment has captured a 39% market share in 2022.
- By solution, the software segment has accounted for a market share of over 41% in 2022.
- By end user, the advertising and media segment accounted for 22% of the market share in 2022.

Growth Factors:

- The rapid penetration of digital technologies and the internet has significantly contributed to the growth of the global artificial intelligence market in the past few years. The heavy investments by the tech giants in research and development are continuously fuelling technological advancements in various industries.
- The burgeoning demand for artificial technology among the various end-use verticals such as automotive, healthcare, banking and finance, manufacturing, food and beverages, logistics, and retail is expected to significantly drive the growth of the global artificial intelligence market in the forthcoming years.
- The shifting focus of the globe towards digitalization is positively impacting the market growth. The top global tech giants are increasing their investments in the upgradation and development of various applications of AI. The rising efforts of the tech giants towards improving access to AI is expected to foster the growth of the global AI market.

Technology Insights

- Based on the technology, the deep learning segment has captured a 39% market share in 2022. This dominance is attributable to its complex applications driven by the data such as audio, video, and text recognition.

- The rising technological advancements in the field of deep learning is expected to overcome the challenges associated with the high volumes of data. Furthermore, the rising adoption of deep learning technology in the medical field is expected to further fuel the growth of the segment.

- The huge share of machine learning in the total investments in AI technology is fuelling its adoption in various applications such as hypothesis generation, clustering, altering, tagging, filtering, visualization, and navigation, which promotes the development of cognitive solutions.

Solution Insights

- By solution, the software segment has accounted for a market share of over 41% in 2022. The improvements in the data storage system, parallel processing, and improved computing power are the major drivers of the software segment in the AI market.

- The higher demand for software technologies for the deployment and designing of AI applications such as linear algebra, video analytics, hardware communication capacity, inference, and sparse matrices is fuelling the growth of the segment. The rising need for enterprises to gain meaningful data and information through visual content analysis is expected to boost the demand for software solutions in the global artificial intelligence market.

End User Insights

- By end user, the advertising and media segment accounted for 22% of the market share in 2022. The increased investments by the various companies in marketing and advertisement have led to the dominance of the marketing & media segment in the global AI market.

- The healthcare segment is expected to overtake the advertising & media segment during the forecast period. The increased adoption of the AI in various applications such as virtual nursing assistants, robotic surgery, clinical trials, automated image diagnosis, and so on is significantly fostering the growth of this segment.

Regional Insights

- North America generated more than 43% of the market share in 2022. The higher demand for automated and technologically advanced hardware and software products across various end-use verticals and the favorable government policies that encourage industries in North America to adopt artificial intelligence have significantly contributed to the growth of the artificial intelligence market.

- The Asia Pacific market is expected to expand at the highest CAGR of 42% from 2023 to 2032. The rising investments by various organizations toward the adoption of artificial intelligence are boosting the demand for artificial intelligence technology.

Source: https://www.precedenceresearch.com/artificial-intelligence-market

GLOBAL IT INDUSTRY OUTLOOK

The global information technology market grew from US$ 8,179.5 billion in 2022 to US$ 8,852.4 billion in 2023 at a compound annual growth rate (CAGR) of 8.2%.

The Russia-Ukraine war disrupted the chances of global economic recovery from the COVID-19 pandemic, at least in the short term. The war between these two countries has led to economic sanctions on multiple countries, a surge in commodity prices, and supply chain disruptions, causing inflation across goods and services and affecting many markets across the globe.

The information technology market is expected to grow to US$ 11,995.97 billion in 2027 at a CAGR of 7.9%.

Asia-Pacific was the largest region in the information technology (IT) market in 2022. North America was the second largest region of the information technology market. The demand for cloud computing services is expected to drive the demand for IT services during the forecast period.

Source: https://www.globenewswire.com/news-release/2023/04/21/2652000/0/en/Information-Technology-Global-Market-Report-2023.html

HUMAN RESOURCES MANAGEMENT

At Black Box, our Human Resource Department plays a pivotal role in nurturing a culture that empowers our employees and fosters their professional growth. Our people-centric approach, guided by our core values, enables us to create a positive and inclusive work environment that drives organizational success. The Company assigns great importance to developing its Human Resources with a focus on its core values of Accountability, Transparency, embracing global citizenship, and respecting differences of our diverse workforce to build a more cohesive and empowered workplace.

DIVERSE YET COHESIVE WORKFORCE:

We strongly believe in embracing diversity and inclusion in all aspects of our organization and a strong testimony to this is the honor the of “Best Place to Work for Disability Inclusion 2022” award for achieving an impressive 90% Disability Equality Index. We are committed to reducing biases in our hiring processes related to age, race, gender, religion, sexual orientation, and other personal characteristics unrelated to job performance. With a strong global team of 19% women workforce, we are focused on increasing the representation of women and have set a strategic goal to further enhance diversity in the years ahead. On International Women’s Day, we conducted specially curated sessions for women - ‘Step into Your Spotlight’, which inspired hundreds of women at Black Box to step into their own spotlight, create their own stage, and re-discover their true potential, passion, and purpose.

TALENT ACQUISITION:

The right talent for the right role has been a strategic priority for Black Box. In the fiscal year, we added over 900 new hires, focusing on attracting the right leaders, specialists, and skilled talent to strengthen our workforce. Our employee referral program has been instrumental in accelerating the pace of hiring like-minded individuals who are not only a perfect fit for the role but also align with our organizational values.

Another notable initiative in our endeavour to meet the company’s future technical needs and build a talent pipeline was the recruitment of more than 100 Graduate Engineer Trainees across multiple locations. Hiring top, fresh talent, straight out of university, provides Black Box a competitive edge as they bring in their keen sense of learning, highly transferable skills along with a set of new ideas and fresh perspectives, all of which is invaluable to the success of an organization.

LEARNING & DEVELOPMENT:

Our success is driven by the dedication and expertise of our employees. We invested in talent development programs, fostering a culture of continuous learning and innovation, which directly contributed to our business growth. Our learning and development strategy enables our employees to upskill and stay abreast with the latest technologies and developments, equip them with critical technical skills required for technology partnerships and cater to business needs, optimize and enhance employee performance, increase employee morale and motivation, set and pursue their career goals in the organization.

Our specially curated program offers a wide range of approaches, including virtual learning, interactive experiences, and classroom training. We follow a structured training process encompassing assessment, learning experience, design, delivery, and evaluation. This fiscal year we hold more than 700 active certfications and skil counts related to technologies catering to our range of business offerings such as connected buildings, Data centres, Edge Networks, Digital workflow and applications, Customer experience, Cyber Security, etc.

Our professional development programs include the extensive new hire orientation and induction program to facilitate a smooth and efficient transition into their roles, ensuring they are aware about the organization's culture and equipped to contribute effectively to the organization's success. The Metamorphosis program ensures the newly graduated individuals develop essential professional skills and adapt seamlessly to the corporate environment, enhancing their performance and productivity. Our bespoke Professional Development courses like Elevate, Ascend, and Service Excellence Program cater to developing personal effectiveness, managerial and customer-oriented skills. All of these address the individual skill gaps, unique challenges, and specific development needs, fostering personal growth and maximizing leadership potential, fostering personal growth and maximize leadership potential.

EMPLOYEE WELLBEING AND ENGAGEMENT WITH A PURPOSE:

We prioritize the mental, physical, and financial well-being of our employees, as we believe a healthy and engaged workforce drives productivity and innovation. Various initiatives like Mental Health Awareness webinars and health checkup camps promote overall well-being. Our comprehensive benefits program offers financial security to our employees and supports their long-term financial goals.

Recognizing the efforts and accomplishments of our employees is an integral part of our culture. This year, we launched our digital, multi-directional Rewards and Recognition platform called iShine. This is our endeavour to shine the spotlight on our Employees, focusing on their efforts and contribution to the journey of Black Box being an Employer of Choice. This platform empowers managers to recognize and acknowledge team members' achievements in real-time and enables leaders to reward exceptional performances that contribute to outstanding business outcomes. The central tenet of this program is to applaud and memorialize every milestone and win - big or small, foster a recognition-rich culture, and create a more engaged and thriving workplace.

AWARDS AND ACCOLADES

We take immense pride in being honored with the "National Best Employer Brands 2022" award in the World HRD Congress forum, in association with Times Ascent. This prestigious award reaffirms our commitment to managing our Intellectual Capital and employee potential as valuable corporate assets. Our dedication to creating a positive brand experience for our employees is instrumental in establishing a sense of pride, loyalty, and respect at work, ultimately translating into a positive organizational brand.

The Human Resource Department at Black Box Limited remains steadfast in its commitment to fostering a culture that values diversity, promotes talent acquisition, supports continuous learning, and prioritizes employee engagement and wellbeing. Our people are the key enablers in creating value for our organization, and we will continue to invest in their growth and development to achieve excellence in all aspects of our business.

INTERNAL CONTROL SYSTEMS

Black Box has an adequate system of internal controls to ensure that the assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded, and reported correctly.

The Company engages in a detailed process of internal audits, reviews by management, and documented policies, guidelines, and procedures to ensure that the financial records are relevant and reliable.

The Company has implemented a SAP ERP platform integrated with Sales Force (SFDC), Oracle HCM, ServiceNow and attendance management system functionalities for Black Box entities including Black Box Corporation US, providing

system-based checks and controls. This results in increased efficiency and effectiveness of Black Box internal control systems. Implementation of complete ERP platform for remaining business units and entities is currently underway and we expect to go live by end of FY24.

The Company's management has assessed effectiveness of the Company's internal control over financial reporting (as defined under Regulation 17 of SEBI LODR Regulations, 2015) as of March 31, 2023.

M/s. Walker Chandiok & Co LLP, the Statutory Auditors of the Company, have audited the financial statements included in this Annual Report and have issued a report on our internal control over financial reporting (as defined under Section 143 of the Companies Act, 2013).

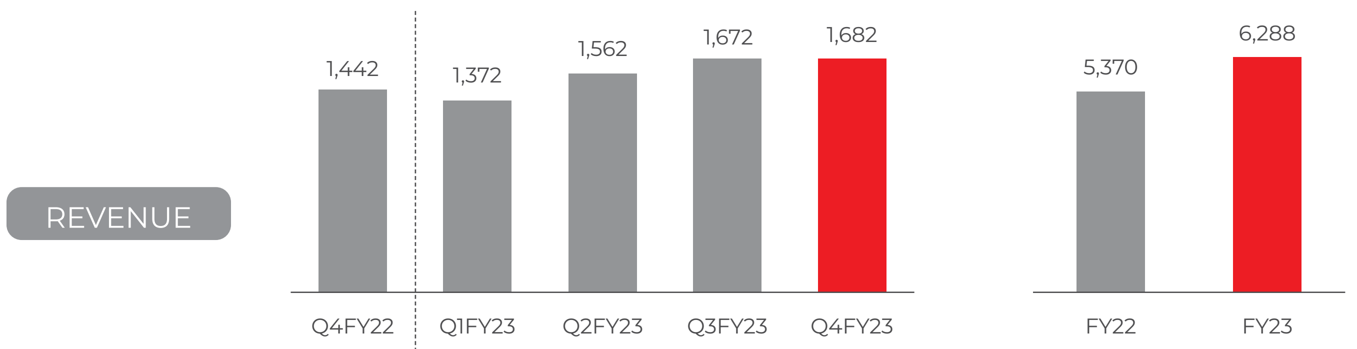
The Company's internal audit systems independently oversee the operations of the organization regularly.

The top management and the Audit Committee of the Board, reviews internal audit findings and recommendations. The Audit Committee is authorized by the Board to investigate any matter pertaining to the internal control and audit. The Committee also ensures compliance of internal control systems in addition to the quarterly, half-yearly, and annual financial statements before submission to the Board.

FINANCIAL PERFORMANCE (CONSOLIDATED)

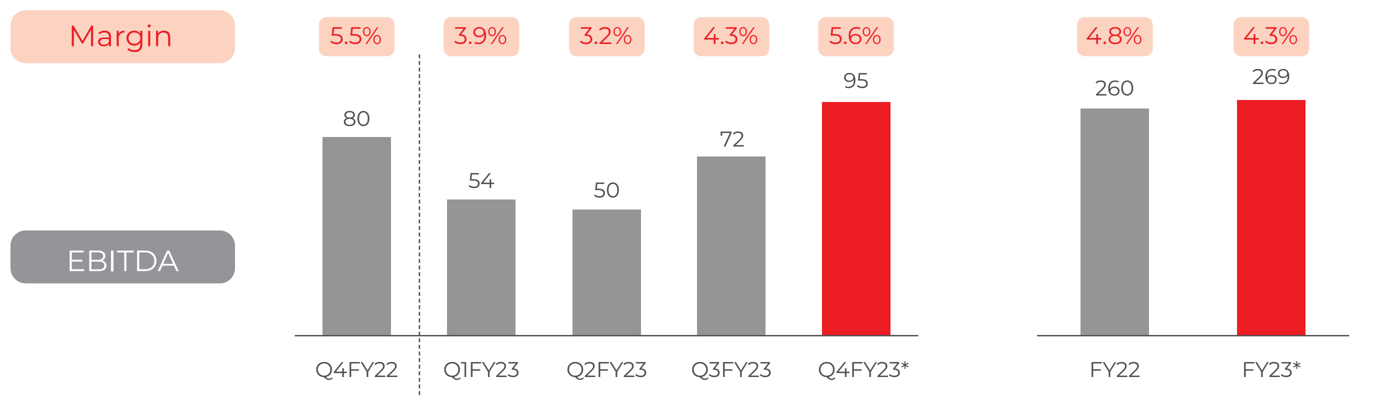
Financial Highlights

₹ in Crores



- Revenues for FY23 grew by 17% YoY to ₹ 6,288 Crores.
- Strong quarterly revenues with continued growth momentum.
- Growth in revenue is on account of strong order book reflected in new order wins each quarter and a larger share of wallet from existing customers.

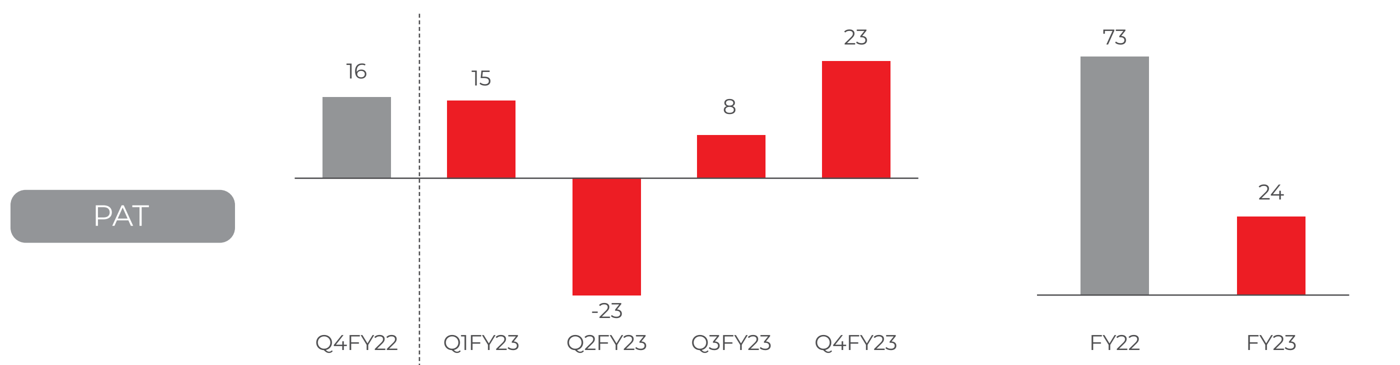
₹ in Crores



*Excludes gain on cash flow hedges

- During FY23 EBITDA margins remained under pressure due to the Inflationary environment, supply chain challenges, and project delays.
- Focus on cost rationalization and improved productivity have started to yield positive results increasing our EBITDA margins on a sequential basis over the last couple of quarters.
- We expect this improvement trend in EBITDA margins to continue throughout FY24.

₹ in Crores



- PAT for Q4FY23 saw significant improvement on a sequential basis.
- However, PAT in FY23 was impacted by higher interest costs and severance payouts to improve our onshore-offshore ratios.
- We expect to deliver a much stronger PAT in FY24.

OVERVIEW OF THE CONSOLIDATED FINANCIAL PERFORMANCE FOR FY23 AND FY22

₹ in Crores

Particulars	FY2023	FY2022
Revenue from Operations	**6,287.56**	**5,370.17**
Gross Profit	**1,639.73**	**1,549.49**
Gross Profit Margin	**26.10%**	**28.89%**
Total Other Expenses	(1,370.29)	(1,289.12)
EBITDA	**269.44**	**260.37**
EBITDA Margin	**4.29%**	**4.79%**
Other Income	21.63	6.36
Gain on cashflow hedges	20.00	-
Depreciation (as per IND AS 116)	(107.48)	(98.60)
EBIT	**203.59**	**168.13**
EBIT Margin	**3.19%**	**3.09%**
Finance Cost (as per IND AS 116)	(111.28)	(73.60)
Gain on settlement of financial liability	-	13.59
Loss on fair valuation of deferred purchase consideration	(10.55)	-
Exceptional Item Gain/(Loss)	(52.31)	(22.14)
Profit before Tax	**29.45**	**85.98**
Tax	(5.75)	(13.26)
PAT	**23.70**	**72.72**
PAT Margin	**0.40%**	**1.40%**
Basic EPS	**1.42**	**4.45**

CONSOLIDATED BALANCE SHEET

₹ in Crores

ASSETS	FY2023	FY2022
Non-Current Assets		
Property, Plant And Equipment	160.61	190.40
Right Of Use Asset	259.06	194.32
Goodwill	315.96	300.35
Other Intangible Assets	60.81	47.42
Investment accounted for using the equity method	30.40	-
Financial Assets	18.03	23.83
Deferred tax Assets	59.79	63.03
Other Non-Current Assets	13.74	26.11
Total Non-Current Assets	**918.40**	**845.46**

₹ in Crores

ASSETS	FY2023	FY2022
Current Assets		
Inventories	362.00	225.94
Trade Receivables	416.67	374.21
Cash And Cash Equivalents	209.53	311.25
Financial Assets	682.85	559.94
Contract assets	113.65	44.46
Other Current Assets	299.23	290.92
Sub-Total - Current Assets	**2,083.93**	**1,806.72**
Total - Assets	**3,002.33**	**2,652.18**

₹ in Crores

EQUITY AND LIABILITIES	FY2023	FY2022
Equity		
Equity Share Capital	33.58	32.81
Other Equity	262.44	227.59
Total Equity	**296.02**	**260.40**
Non-Current Liabilities		
Borrowing	304.97	228.92
Lease Liabilities	221.63	116.45
Other Financial Liabilities	6.99	10.31
Contract liabilities	54.82	50.98
Other Non Current Liabilities	0.18	0.18
Provisions	74.20	69.86
Sub-Total - Non-Current Liabilities	**662.79**	**476.70**
Current Liabilities		
Borrowing	47.00	45.09
Trade Payables	1,158.13	1,008.87
Lease Liabilities	54.45	90.38
Other Financial Liabilities	89.75	176.44
Contract liabilities	505.04	471.68
Other Current Liabilities	120.64	50.20
Provisions	68.51	72.42
Sub-Total - Current Liabilities	**2,043.52**	**1,915.08**
Total - Equity and Liabilities	**3,002.33**	**2,652.18**

REVENUE BY GEOGRAPHY

Locations/Geo	FY2023	FY2022
India	6%	7%
Europe	10%	8%
MEA	2%	3%
APAC	6%	6%
Latin America	2%	1%
North America	74%	75%

REVENUE BY INDUSTRY

Industries	FY2023	FY2022
Financial Services	21%	22%
Business Services	13%	11%
Healthcare	11%	13%
Distributors	9%	8%
Manufacturing	6%	5%
Technology	20%	16%
Retail	5%	7%
Others	15%	18%

SEGMENT REVENUE

₹ in Crores

Business Segments	FY2023	FY2022
System Integration	5,283.28	4,426.93
Technology Product Solution	890.35	839.31
Consulting	113.93	103.93
Total	**6,287.56**	**5,370.71**

Offerings under the System Integration include Unified Communication, Data Center and Edge IT, Cyber Security, Digital Solutions and Applications, and seamless Customer Support and managed services.

Offerings under the Technology Product Solution include IT infrastructure, specialty networking, multimedia, and keyboard/video/mouse ("KVM") switching.

The consulting business is related to providing consulting services for performance improvement and customer experience.

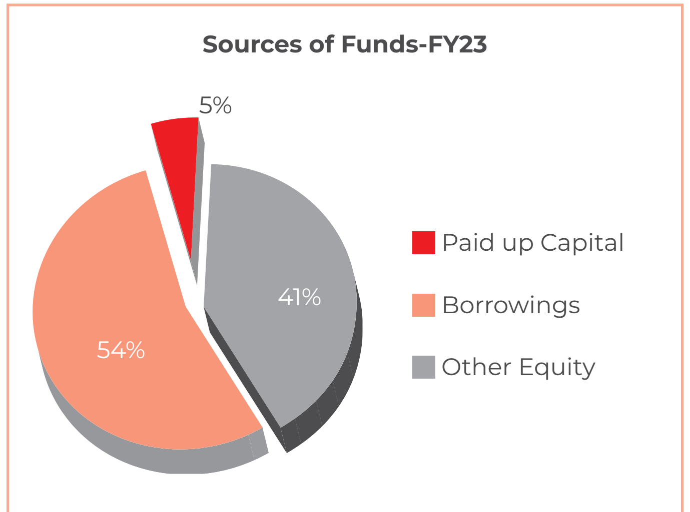
SHARE CAPITAL

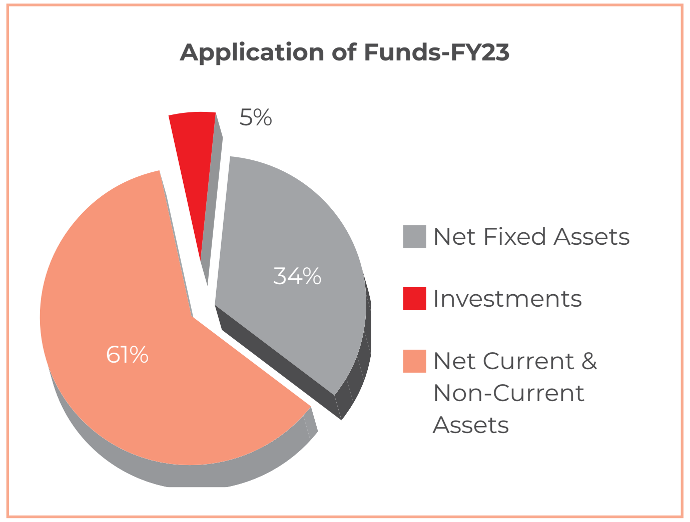
As on March 31, 2023, the Issued, Subscribed, and Paid-up Equity Share Capital of the Company is ₹ 33,58,09,220/- (Rupees Thirty Three Crore Fifty Eight Lakh Nine Thousand Two Hundred and Twenty only) consisting of 16,79,04,610 Equity shares of ₹ 2/- (Rupees Two only) each.

The Company has not issued any other class of shares.

OTHER EQUITY

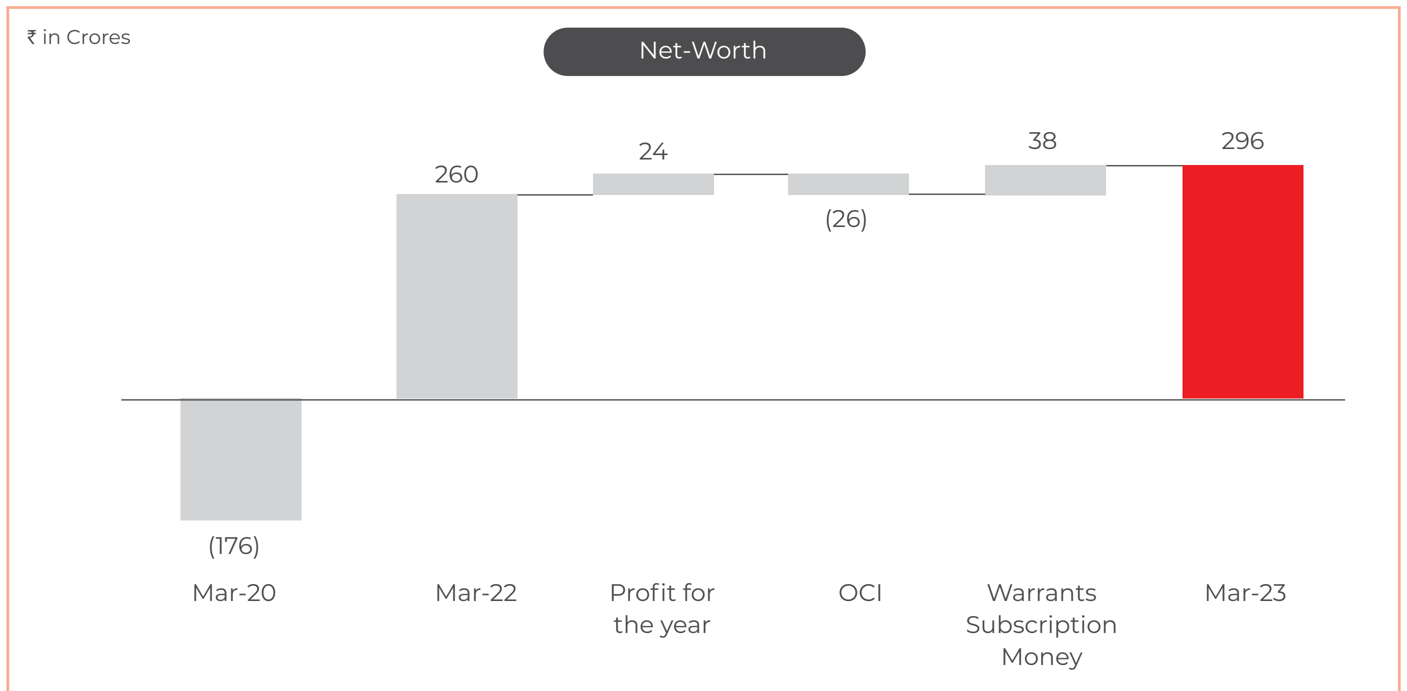
Total Other Equity stands at ₹ 262.44 Crores which mainly comprises of Capital Reserve of ₹ 38.04 Crores, Security Premium Reserves of ₹ 272.53 Crores, General Reserves of ₹ 100.59 Crores, accumulated losses of ₹ 111.18 Crores and miscellaneous items of ₹ (37.53) Crores as of March 31, 2023.





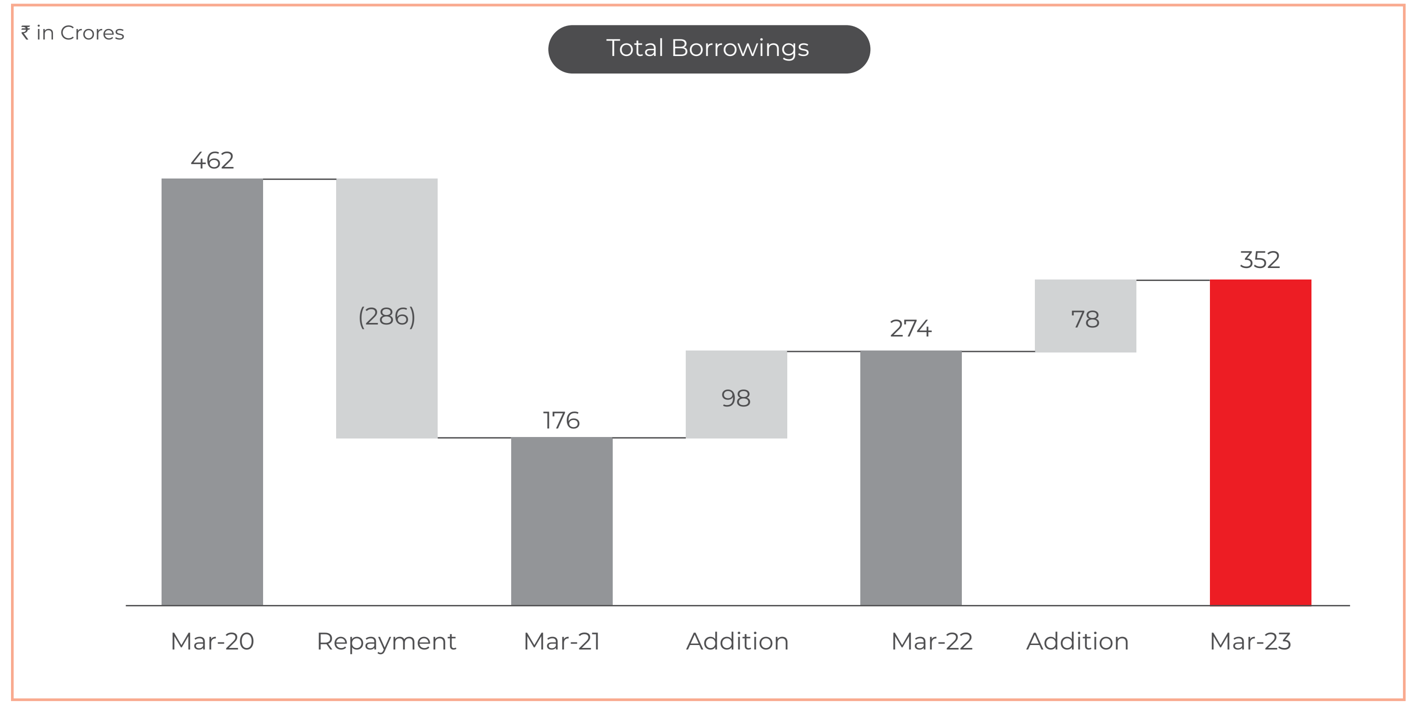
NET WORTH

An overview of the Net Worth movement of the consolidated financial statement from FY2020 to FY2023



BORROWINGS

Additional debt drawn in FY23 to fulfil working capital requirements to augment growth.



FIXED ASSETS

The fixed assets (net block including PPE and intangible) are at ₹ 221.42 Crores as on March 31, 2023. The total Goodwill stands at ₹ 315.96 Crores. In addition, during the current year ended March 31, 2023, the Company has Right of use assets for ₹ 259.06 Crores.

OPERATING RESULTS

The Company has recorded a gross turnover of ₹ 6,288 Crores for the year ended March 31, 2023, as against ₹5,370 Crores for the period ended March 31, 2022. This implies a growth of 17.1% over the previous, primarily attributable to a healthy order book reflected in new customer booking this year and strong execution capabilities.

The net profit has decreased to ₹ 23.70 Crores for FY23 against ₹ 72.72 Crores for FY22. This underperformance in the bottom line is mainly attributable to an increase in severance cost and finance cost. The gross margins were also under pressure and reduced from 28.9% in FY22 to 26.1% in FY23. This was largely due to inflationary pressure on overall manpower costs including contingent workforce, increase in procurement cost due to supply chain challenges, and higher freight costs.

Finance Cost stood at ₹ 111.28 Crore for the FY23 as against ₹ 73.60 Crores in the previous year.

KEY RATIOS

	Consolidated		% Change
	FY2023	FY2022	
Revenue from Operations (₹ in Crores)	6,287.56	5,370.17	17.08
EBITDA	4.29%	4.85%	-0.56
EBITDA (excluding lease)	2.93%	3.60%	-0.67
Operating Profit Margin	2.24%	2.97%	-0.73
Net Profit Margin before exceptional item	1.21%	1.77%	-0.56
Return on Net Worth	8.01%	27.93%	-19.92
Interest Coverage Ratio	1.26	2.17	-41.67
Debtors Turnover	3.98	4.37	-9.04
Inventory Turnover	1.73	2.34	-26.04
Current Ratio	1.02	0.94	8.09
Debt Equity Ratio	1.19	1.05	12.99
Debt Equity Ratio (excluding re-measurement of defined benefit obligation)	1.19	1.05	12.99

The Inventory Turnover Ratio was down due to large procurement of goods near the closer of FY23 which was sold out in the current year. Return on Net worth was impacted due to bottom line underperformance during FY23 owing to various factors including higher finance and manpower costs, an increased severance pays. Interest Coverage Ratio was also lower due to an increase in borrowings coupled with higher interest rates.

CAUTIONARY STATEMENT

This report contains forward looking statements that involve risks and uncertainties including, but not limited to, risk inherent in the Company's growth strategy, acquisition plans, dependence on certain businesses, dependence on availability of qualified and trained manpower, and other factors. Actual results, performances, or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a systematic process having strong foundation by which Corporates are directed and controlled to enhance their wealth-generating capacity. It provides the structure through which corporations set and pursue their objectives while reflecting the context of the social, regulatory and market environment. Governance is a mechanism for monitoring the actions, policies and decisions of corporations. Governance involves the alignment of interests among the stakeholders. Corporate governance is the system of structures, rights, duties and obligations by which corporations are directed and controlled, keeping in mind long-term interest of stakeholders which encourages and moves a viable and accessible financial reporting structure and enables a transparent system.

The Company's philosophy of Corporate Governance is aimed at maximizing the shareholders' value and protection of the interest of other stakeholders. The Company aims to achieve this through proper & full disclosure of material facts and achievement of the highest levels of transparency, accountability and equity in all facets of its operations.

CORPORATE GOVERNANCE AT BLACK BOX

We, at Black Box, are driven by the six major characteristics of Corporate Governance which are Transparency, Independence, Accountability, Responsibility, Fairness and Social Responsibility. As a global organisation, the Corporate Governance practices followed by the Company and its subsidiaries are compatible with best practices followed around the world. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

Over the years we have strengthened governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account before making any business decision. We believe, Corporate Governance is not just a destination but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in the following pages.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations" or "LODR Regulations", as applicable, with regard to Corporate Governance.

BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by shareholders, for overseeing the Company's overall functioning. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objective of creating long-term value for the Company's stakeholders.

As on March 31, 2023, the Board of Directors of the Company ("the Board") consists of Eight (8) members comprising of Three (3) Independent Directors of which One (1) is a Woman Director; Four (4) Executive Directors of which One (1) is a Woman Director and One (1) Non-Executive Non-Independent Director. The composition of the Board is in conformity with Regulation 17 of the Regulations read with Section 149 of the Companies Act, 2013 ("the Act"). In addition to its primary role of monitoring corporate performance, the functions of the Board also include:

1. Approving Corporate Philosophy and Mission
2. Participating in the formulation of Strategic Business Plans

3. Reviewing and Approving Financial Plans and Budgets
4. Monitoring and Reviewing Corporate Performance vis-à-vis the Business Plans
5. Ensuring compliance of laws and regulations

The required details related to the Board as on March 31, 2023 are listed below:

Name and DIN of the Director	Designation and Category	Directorship in other Public companies[a]	Name of the other public companies in which directorship held (including category of Directorship)[a]	Chairmanship in Committees of Boards of other companies[b]	Membership in Committees of Boards of other companies[b]
Mr. Sujay R. Sheth DIN: 03329107	Chairperson-Independent Director	1	Black Rose Industries Limited (Independent Director)	1	2
Mr. Sanjeev Verma DIN: 06871685	Whole-time Director	None	-	-	-
Mr. Dilip Thakkar DIN: 00007339	Independent Director	3	Indo Count Industries Limited (Independent Director)	-	1
			Essar Ports Limited (Independent Director)	1	2
			Premier Limited (Independent Director)	-	-
Mrs. Mahua Mukherjee DIN: 08107320	Executive Director	None	-	-	-
Mr. Naresh Kothari DIN: 00012523	Non-Executive Director	2	B L Kashyap and Sons Limited (Non-Executive Director)	-	2
			Soul Space Projects Limited (Non-Executive Director)	-	-
Mr. Deepak Kumar Bansal DIN: 07495199	Executive Director	None	-	-	-
Ms. Neha Nagpal DIN: 08842400	Independent Director	None	-	-	-
Mr. Anshuman Ruia DIN: 00008501	Executive Director	None	-	-	-

a. *Does not include private companies, foreign companies and companies established under Section 8 of the Companies Act, 2013.*
b. *Represents Audit Committee and Stakeholders Relationship Committee in other public companies.*

The above information has been prepared based on the latest annual disclosures submitted by the Directors. Further, none of the Directors of the Company are related inter-se.

Certificate by Practicing Company Secretary

In accordance with the applicable provisions of Regulation 34(3) of the Regulations read with Schedule V to the said Regulations, M/s. S. K. Jain & Co., Practicing Company Secretaries, have issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director of any Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any other regulatory/statutory authority. The said certificate has been attached as "**Annexure A**" to this Report.

BOARD MEETINGS

During the FY2023, Four (4) Board meetings were held on the following dates:

May 27, 2022, August 12, 2022, November 11, 2022 and February 13, 2023.

The attendance of the directors at the board meetings held during the year is given below:

Name of the Director	Number of Board meetings held during FY 2022-23	Number of Board meetings Attended	Attended Last AGM	Shareholding in the Company as on March 31, 2023
Mr. Sujay R. Sheth	4	4	Yes	NIL
Mr. Sanjeev Verma	4	4	Yes	21,34,985 Equity Shares
Mr. Dilip Thakkar	4	4	Yes	NIL
Mrs. Mahua Mukherjee	4	4	Yes	NIL
Mr. Naresh Kothari	4	4	Yes	32,27,620 Equity Shares held beneficially
Mr. Deepak Kumar Bansal	4	4	Yes	2,34,850 Equity Shares held directly and 34,650 Equity Shares held by relative
Ms. Neha Nagpal	4	1	Yes	NIL
Mr. Anshuman Ruia	4	2	No	NIL

DIRECTORS APPOINTMENT/RE-APPOINTMENT

Mr. Anshuman Ruia shall retire by rotation at the ensuing 37th AGM of the Company. He is proposed to be re-appointed as Executive Director of the Company on the existing terms of appointment as approved by the Members at the 35th AGM of the Company held on October 27, 2021.

Mr. Dilip Thakkar who was appointed as Independent Director by the shareholders at the 32nd AGM held on August 01, 2018 is proposed to be re-appointed as Independent Director for a second term of 5 Years w.e.f August 01, 2023.

The requisite details with regards to the proposed re-appointment(s) have been provided in the notice of the forthcoming AGM of the Company.

INDEPENDENT DIRECTORS

At present, the Board of the Company consists of Three (3) Independent Directors, One (1) of which is a Woman Director and the strength of Independent Directors on the Board is 37.5% which is in conformity with the requirements of Regulation 17 of the LODR Regulations. All the Independent Directors of the Company have submitted declarations stating that they meet the criteria of independence laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and that they are not aware of any circumstance/situation, which exists or may be reasonably anticipated, that could impair/impact their ability to discharge the duties of an Independent Director with objective independent judgment or without any external influence. Based on the above declaration, the Board is of the opinion that the Independent Directors of the Company fulfill the conditions specified in these regulations and are independent of the management.

The Company's Independent Directors are required to meet at least once in every financial year without the presence of Executive Directors or management personnel. The exclusive meeting of Independent Directors was held on May 26, 2023.

The Performance Evaluation for the FY2023 was duly undertaken by the Board through questionnaire based assessment system. The Company provided the Independent Directors (as well as all other Directors of the Company) the means to review the performance of the Chairperson of the Company (taking into account the views of Executive Directors and Non-Executive Directors); the performance of the Board as a Whole (including Committees thereof); the performance of the Non-Independent Directors & assess the quantity and timeliness of flow of information between the Company's management and the Board, by way of a questionnaire based assessment mechanism. The remarks of every Director including Independent Directors as well as the outcome of the said evaluation conducted through questionnaires was circulated to all Directors. Thereafter, such remarks and outcome were reviewed and after deliberation taken as noted by the Independent Directors and the Board.

During the year under review, there was no instance of resignation of any Independent Director of the Company.

BOARD PERFORMANCE EVALUATION

In terms of the requirement of the Act and LODR Regulations and pursuant to the corresponding relaxations granted by the relevant Regulators, the annual performance evaluation of each members of the Board, the Chairperson, Board of Directors as a whole and the Committees thereof was undertaken.

The process of performance evaluation of each member of the Board, the Chairperson, the Board of Directors as a whole and the Committees thereof was undertaken through a questionnaire based rating assessment mechanism where the evaluators were requested to give rating for each criteria set for evaluating the performance of the Director or the Committee, the performance of which was being evaluated. The Board Evaluation process was focused around how to make the Board more effective as a collective body in the context of the business and the external environment in which the Company functions. From time to time during the year, the Board was appraised of the business issues and the related opportunities and risks. The Board discussed various aspects of the functioning of the Board and its Committees such as structure, composition, meetings, functions and interaction with Management. Additionally, during the evaluation process, the Board also focused on the contribution being made by the Board as a whole, individually as well as through Committees. The overall assessment of the Board was that it was functioning as a cohesive body (including the Committees thereof which were functioning effectively as well).

BOARD DIVERSITY POLICY

In compliances with the provision of the LODR Regulations, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

The objective of the Policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills such that it best serves the governance and strategic needs of the Company. The Board composition at present meets with the above objective.

KEY BOARD ATTRIBUTES, SKILLS AND EXPERTISE

The Board of the Company comprises of qualified members who bring in requisite and diverse knowledge, skills and experience, which enables them to make effective contribution to the Board and its Committees as well as best serve the governance and strategic needs of the Company.

The below table summarizes the key attributes, skills and expertise which are taken into consideration while nominating candidate to serve on the Board of the Company:

DEFINITION OF DIRECTOR EXPERTISE/SKILLS

Areas of Expertise/Skills	Definition of Expertise/Skills	Name of Director possessing Expertise/Skills
Financial	Expertise to deal in complex financial market by having a deep understanding of its behavior and consequent effects on various industries. Skillsets to handle financial management, capital allocation and financial reporting process or experience in performing similar functions.	Sujay R. Sheth; Dilip Thakkar; Naresh Kothari; Sanjeev Verma and Deepak Kumar Bansal
Technology	Significant background in technology industry resulting in knowledge of how to anticipate industry trends, generate disruptive innovation and expand/create new business models.	Sanjeev Verma; Deepak Kumar Bansal and Anshuman Ruia
Leadership	Extended experience in holding leadership roles in a significant enterprise generating practical understanding of organizations, process, strategic planning and risk management. Demonstrates strengths in developing talents, planning succession and driving change and long-term growth.	Sujay R. Sheth; Dilip Thakkar; Naresh Kothari; Sanjeev Verma; Deepak Kumar Bansal; Mahua Mukherjee and Anshuman Ruia
Global Outlook	Experience in managing business activities across various GEOs resulting in better understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global opportunities.	Sanjeev Verma; Deepak Kumar Bansal; Mahua Mukherjee and Anshuman Ruia
Strategy and Expansion	Experience in leading the effort of an organisation for acquisition and other forms of corporate restructuring, ability to analyze the compatibility of the acquisition targets with the Company's strategy and culture, negotiation skills & accuracy in valuation of said transaction and ability to formulate & effectively implement integration plans post restructuring.	Sanjeev Verma; Deepak Kumar Bansal and Anshuman Ruia
Governance	Experience of service on the board of companies belonging to various industries/sectors (including public companies), to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.	Sujay R. Sheth; Dilip Thakkar; Naresh Kothari and Sanjeev Verma
Sales & Marketing	Experience in developing sale and marketing strategies aimed at generating higher sale with better margins, increasing market share, building strong business relations with desired vendors and customer base, building brand awareness and equity as well as enhancing enterprise reputation.	Sanjeev Verma

Areas of Expertise/Skills	Definition of Expertise/Skills	Name of Director possessing Expertise/Skills
Industry specific Expertise	Experience in managing or leading operations of an enterprise engaged providing IT Solutions Integration services; Possesses understanding of Integrated Real-Time Communications Solutions, Data Center Technology (including its networking and security requirements), Cyber Security Solutions & various IT Solutions services offered in the industry such as Remote maintenance of IT Infrastructure & applications etc. Ability to analyze the current industry trends, its implications on the Company's business and accordingly devise strategic business plans to bank on opportunities or overcome challenges presented by the industry.	Sanjeev Verma and Deepak Kumar Bansal
Legal Expertise	Possessing knowledge and understanding of varied industry specific or generic laws/acts applicable on the Company and its business operations, keeping update-to-date with landmark judgements and latest amendments, modifications or repealment of such applicable laws/acts; Ability to evaluating the legal implications and accordingly provide requisite advise, guidance or opinion to the management, whereever sought, on the comprehensive legal overview/implications of any major strategic business plans/transactions undertaken or proposed to be undertaken including restructuring transactions such as M&A, Demergers, Foreign collaborations, JVs etc., market/ product growth or expansion strategies etc	Neha Nagpal

FAMILIARIZATION PROGRAMS FOR BOARD MEMBERS

All Directors of the Company, including the Independent Directors, who are newly inducted to the Board are introduced to our Company's culture through orientation sessions. Executive directors and senior management provide an overview of operations and familiarize the new non-executive directors on matters related to our values and commitments. They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. Further, periodic presentations are made at the meetings of the Board of Directors and its various Committee, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on new amendments, circulars and notifications issued by the regulatory authorities including ROC, RBI and SEBI which mandates further compliances for the Company and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Further, at the time of appointment of any Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. The Familiarization Policy for Independent Directors is accessible on the website of the Company at https://blackbox.com/investors/familiarization-policy-of-independent-directors

SUCCESSION PLANNING

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and to senior management positions. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

BOARD COMMITTEES

As of March 31, 2023, the Company has following Board Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Ethics and Compliance Committee
4. Stakeholders Relationship Committee
5. Corporate Social Responsibility Committee
6. Risk Management Committee
7. Independent Director's Committee

MEETINGS OF VARIOUS COMMITTEES OF THE BOARD HELD DURING THE YEAR AND ATTENDANCE OF THE MEMBERS OF SUCH COMMITTEES:

During the FY2023, Five (5) Audit Committee meetings, Four (4) Nomination and Remuneration Committee meetings, Four (4) Stakeholders Relationship Committee meetings, Four (4) Ethics & Compliance Committee meetings, One (1) Corporate Social Responsibility Committee meeting, Two (2) Risk Management Committee meetings, Two (2) Independent Directors' Committee meetings, were held on the following dates:

- **Audit Committee:** May 26, 2022, May 27, 2022, August 12, 2022, November 11, 2022, and February 13, 2023.
- **Nomination and Remuneration Committee:** May 26, 2022, August 12, 2022, November 11, 2022, and February 13, 2023.
- **Stakeholders Relationship Committee:** May 26, 2022, August 12, 2022, November 11, 2022, and February 13, 2023.
- **Ethics and Compliance Committee:** May 26, 2022, August 12, 2022, November 11, 2022, and February 13, 2023.
- **Corporate Social Responsibility Committee:** May 26, 2022.
- **Risk Management Committee :** May 17, 2022 and November 11, 2022
- **Independent Directors' Committee :** November 10, 2022 and March 23, 2023.

Board Committees	Audit Committee	Nomination and Remuneration Committee	Ethics and Compliance Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Independent Directors' Committee
Meetings held	5	4	4	4	1	2	2
Directors' Attendance							
Mr. Sujay R. Sheth	5	4	4	4	1	1	2
Mr. Dilip Thakkar	5	4	NA	4	NA	NA	2
Mr. Sanjeev Verma	NA	NA	NA	4	1	2	NA
Mrs. Mahua Mukherjee	5	NA	4	NA	1	NA	NA
Mr. Naresh Kothari	NA	2	NA	NA	NA	NA	NA
Mr. Deepak Kumar Bansal	NA	NA	NA	NA	NA	NA	NA
Mr. Anshuman Ruia	NA	NA	NA	NA	NA	NA	NA
Ms. Neha Nagpal	NA	NA	NA	NA	NA	1	2

TERMS OF REFERENCE AND OTHER DETAILS OF BOARD COMMITTEES:

Audit Committee

Constitution of the Audit Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mr. Dilip Thakkar	Independent Director (Member)
Mrs. Mahua Mukherjee	Executive Director (Member)

The Committee's composition meets the requirements of Section 177 of the Act and Regulation 18 of the LODR Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

Powers of the Audit Committee

a) To investigate any activity within its terms of reference

b) To seek information from any employee

c) To obtain outside legal or other professional advice

d) To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
    - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
    - Changes, if any, in accounting policies and practices and reasons for the same;
    - Major accounting entries involving estimates based on the exercise of judgment by the management;
    - Significant adjustments made in financial statements arising out of audit findings;
    - Compliance with listing and other legal requirements relating to financial statements;
    - Disclosure of any related party transactions; and
    - Qualifications in draft audit report.
- Reviewing the quarterly financial statements before submission to the Board for approval.
- Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Reviewing and monitoring the auditor's independence & performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties .
- Scrutiny of inter-corporate loans and investments.
- Examination of the financial statement and the Auditors' report thereon.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Establish a vigil mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed.
- Reviewing, with the management, the performance of statutory auditors & internal auditors and adequacy of internal control systems.
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- Reviewing the utilization of loans and/or advances from/investments made by the Company in its subsidiary exceeding ₹ 100 crores or 10% of the asset size of such Subsidiary, whichever is lower.
- Reviewing the following information:
    - The Management Discussion and Analysis of financial condition and results of operations;
    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - Management letter/letters of internal control weaknesses issued by the statutory auditors;
    - Internal audit reports relating to internal control weaknesses;
    - Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor / internal auditor(s); and

- Quarterly Statement of Deviations including reports of Monitoring Agency, if applicable, submitted to the Stock Exchange(s) in accordance with Regulation 32(1) of the said Regulations or Annual Statement of Utilisation of Funds for purposes other than those stated in the Offer documents/prospectus/notice pursuant to Regulation 32(7) of the said Regulations.

NOMINATION AND REMUNERATION COMMITTEE

Constitution of the Nomination and Remuneration Committee as on March 31, 2023:

Mr. Dilip Thakkar	Independent Director (Chairperson)
Mr. Sujay R. Sheth	Independent Director (Member)
Mr. Naresh Kothari	Non-Executive Director (Member)

The Committee's composition meets the requirements of Section 178 of the Act, Regulation 19 of the LODR Regulations and SEBI (Share Based Employee Benefits) Regulations, 2014 as amended from time to time.

Terms of Reference of the Committee, inter alia, includes the following:

a) To identify persons who are qualified to become Directors or who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.

b) To carry out evaluation of every Director's performance.

c) To formulate the criteria for determining qualifications, positive attributes & independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

d) To formulate the criteria for evaluation of Independent Directors and the Board

e) To devise a policy on Board diversity.

f) To recommend the continuance or extension of the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of such Director.

g) To recommend to the Board, all remunerations, in whatever form, payable to the senior management.

h) To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

i) To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:

- the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
- the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
- the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
- the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
- the right of an employee to exercise all options vested in him at one time or various points of time;
- within the exercise period;
- the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
- the granting, vesting and exercising of options in case of employees who are on long leave; and
- the procedure for cashless exercise of options.

Remuneration to Directors

The Company does not pay remuneration to any of its Non-Executive Directors except the sitting fee which is paid only to Independent Directors for attendance during the meeting(s) of the Board of Directors and its various Committees.

The details of remuneration paid to the Executive Directors during the period from April 1, 2022 to March 31, 2023 are as follows:

₹ in Crores

Sr. No.	Name of Director	Fixed Salary	Bonus/ Incentives/ Variable pay	Perquisites on account of Stock Options exercised[(a)]	Commission	Total
1.	Mrs. Mahua Mukherjee	0.99	0.14	-	-	1.13
2.	Mr. Deepak Kumar Bansal	-	-	1.29[(b)]	-	1.29
Total		**0.99**	**0.14**	**1.29**	**-**	**2.42**

a) In accordance with the definition of perquisites under the Income-tax Act, 1961, the remuneration includes the value of stock options only on those shares that have been exercised during the period. Accordingly, the value of stock options granted during the period has not been included.

b) Perquisites value of stock options on account of exercise of 1,17,425 vested options under ESOP Scheme 2015.

The details in respect of the remuneration paid to the Independent Directors during the period from April 1, 2022 to March 31, 2023 are as under:

₹ in Crores

Name	Designation	Particulars of Remuneration	Gross Amount
Mr. Sujay R. Sheth	Independent Director and Chairperson	Sitting Fees	0.14
Mr. Dilip Thakkar	Independent Director	Sitting Fees	0.11
Ms. Neha Nagpal	Independent Director	Sitting Fees	0.03
Total			**0.28**

ETHICS AND COMPLIANCE COMMITTEE

Constitution of the Ethics and Compliance Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mrs. Mahua Mukherjee	Executive Director (Member)

The Committee, at its meeting(s), sets forth the policies relating to and oversees the implementation of the 'Code of Conduct', adopted by the Board of Directors, at its meeting held on 23rd October, 2002, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, takes on record the status reports prepared by the Compliance Officer detailing the dealings in securities by the specified persons and decides penal action in respect of violation of the Regulations / the Code by any specified person. The Committee also overviews the 'Code of Conduct' of the Company and related matters (including review of complaints received under Whistle Blower Policy of the Company, any violations, penal actions, etc.).

STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution of the Stakeholders Relationship Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mr. Dilip Thakkar	Independent Director (Member)
Mr. Sanjeev Verma	Whole-time Director (Member)

The Stakeholders Relationship Committee's composition and terms of reference meets with the requirements of Regulation 20 of the LODR Regulations and section 178 of the Act.

Terms of Reference of the Committee, inter alia, includes the following:

a) Resolving the grievances of the security holders of the Company, including complaints related to transfer/ transmission of the shares, non-receipt of the Annual Report, non-receipt of dividend declared, issue of new/ duplicate share certificates, general meetings etc.

b) Review of measure taken for effective exercise of voting rights by the shareholders.

c) Review of adherence to the service standards adopted by the Company in respect of the services being rendered by the Registrar & Share Transfer Agent.

d) Review of the measures and initiative taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend warrant/annual report/statutory notices by the shareholders of the Company.

The Board has designated Mr. Aditya Goswami, Company Secretary, as the Compliance Officer.

The total number of correspondence (including complaints / queries) received and replied to the satisfaction of shareholders during the period April 1, 2022 to March 31, 2023, were 123. There were 5 outstanding complaints / queries or requests as on March 31, 2023.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution of the Corporate Social Responsibility Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mr. Sanjeev Verma	Whole-time Director (Member)
Mrs. Mahua Mukherjee	Executive Director (Member)

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility (CSR) Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

The Committee's constitution and terms of reference meet with the requirements of the Act.

Terms of Reference of the Committee, inter alia, includes the following:

a) To formulate and recommend to the Board, a CSR Policy indicating activities to be undertaken by the Company in compliance with provisions of the Act and rules made thereunder.

b) To recommend the amount of expenditure to be incurred on the CSR activities.

c) To monitor the implementation of the CSR Policy of the Company from time to time.

RISK MANAGEMENT COMMITTEE

Constitution of the Risk Management Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mr. Sanjeev Verma	Whole-time Director (Member)
Ms. Neha Nagpal	Independent Director (Member)

The Risk Management Committee composition and terms of reference meets with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Risk Management Committee dwells upon the potential risks associated with the business and their possible mitigation plans.

The Committee's constitution and terms of reference meet with the requirements of the Regulations.

Terms of Reference of the Committee, inter alia, includes the following:

- Framing, Overseeing and Monitoring implementation of Risk Management Policy;
- Validating the process and procedure of Risk Management and Risk Mitigation;
- Periodically reviewing and evaluating the Risk Management Policy;
- Review of the appointment, removal and terms of remuneration of the Chief Risk Officer, if any, etc.; and
- The Committee to meet at least twice a year.

INDEPENDENT DIRECTORS' COMMITTEE

Constitution of the Independent Directors' Committee as on March 31, 2023:

Mr. Sujay R. Sheth	Independent Director (Chairperson)
Mr. Dilip Thakkar	Independent Director (Member)
Ms. Neha Nagpal	Independent Director (Member)

The Independent Directors' Committee was constituted on October 17, 2022 for consideration and recommendation of ongoing Scheme of Capital Reduction. The Committee's constitution and terms of reference are as follows:

Terms of Reference of the Committee, inter alia, includes the following:

- Finalize, amend and settle the draft Scheme, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the Proposed Reduction thereof;
- Make any alterations / changes to the draft Scheme as may be expedient or necessary, which does not materially change the substance of the draft Scheme, particularly for satisfying the requirements or conditions imposed by the NCLT or any other appropriate authority;

- Advise Board on the contents of the Scheme and its feasibility for the Company;
- The Committee to be in existence till the implementation of Capital Reduction Scheme and get dissolved thereafter without any further action; and
- The Committee to meet as and when necessary.

PREVENTION OF INSIDER TRADING

The Company has adopted a policy to regulate, monitor and report trading by insider under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Regulations"). The policy includes practices and procedures for fair disclosure of unpublished price sensitive information ("UPSI"), initial and continual disclosure by identified designated employee or specified persons and the Board receives the policy on a need basis. The Company Secretary cum Compliance Officer is responsible for implementation of the Code/Policy.

The Company has necessary infrastructure for submission of application for obtaining pre-clearance of trades and reporting of trades executed by the insiders in the securities of the Company including maintenance of a structured digital database of such persons/entities with whom UPSI is shared in accordance with the provisions of the Insider Regulations. The Company has ensured that adequate internal controls and checks are incorporated to the system, to ensure security and non-tampering of any data, information or database.

CODE OF CONDUCT

In compliance with Regulation 26(3) of the LODR Regulations and the Act, the Company has framed and adopted the Code of Conduct. The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code for the Financial Year 2022-23. The below given is the declaration made by Mr. Sanjeev Verma, Whole-time Director, with respect to the said affirmation by Directors and member of Senior Management of the Company, pursuant to the applicable provisions of Schedule V of LODR Regulations:

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

To,
The Members
Black Box Limited

Sub: Declaration on compliance with Code of Conduct of the Company during FY2023

[Issued in accordance with Regulation 34(3) read with Schedule V Part D of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

I, Sanjeev Shekhar Verma, Whole-time Director of the Company, based on the affirmations received from the members of the Board of Directors and Senior Management of the Company, hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the 'Code of Conduct for Directors & Senior Management' of the Company during the FY2023.

Yours Sincerely,

Sd/-
Sanjeev Verma
Whole-time Director
DIN: 06871685
Place: Dallas, US
Date: August 12, 2023

RECONCILIATION OF CAPITAL AUDIT

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) and the total issued and Listed Equity Share Capital. The Secretarial Audit Report confirms that the total Issued / Paid-up Share Capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

SHARE TRANSFER SYSTEM

The Shares of the Company, being in the compulsory demat list, are transferable through the Depository System. Shares in physical & dematerialized form are processed through M/s. Datamatics Business Solutions Limited, Registrar & Share Transfer Agent ("RTA") of the Company. The RTA of the Company (i.e. specified official(s) of the RTA) is duly authorised by the Board of Directors of the Company to approve and process the requests lodged for demat, transmission, transposition etc. at the Registrar's address. All requests for dematerialization of Shares are processed and the confirmation is given to the Depositories within the stipulated timeline (in line with relaxations granted by regulators with respect to the period under review, if any). Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar at the earliest within the prescribed time frame. The Company and its RTA have put system in place to adhere with the requirement stipulated under SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to process of any request compulsorily in demat form only. The shareholders are advised to visit following link: https://www.blackbox.com/en-in/investors/investor-services/investor-request-forms on Company's website to follow the process prescribed for making any request with RTA.

NOMINATION

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholders. Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's RTA.

GENERAL BODY MEETINGS

The particulars of last three (3) Annual General Meetings (AGM) of the Company are as under. The shareholders passed all the resolutions set out in the respective notices.

Date	Location	Time	No. of Special Resolution(s)
September 26, 2022	Through Video Conferencing	10:00 AM	3
October 27, 2021	Through Video Conferencing	10:00 AM	4
November 18, 2020	Through Video Conferencing	10:00 AM	NIL

There was no Extra-Ordinary General Meeting held during the FY2023.

RESOLUTION PASSED BY POSTAL BALLOT

During the year, the Company has not passed any resolution by way of postal ballot.

DISCLOSURES

1. **Disclosure of material financial and commercial transactions where management has personal interest that may have a potential conflict with the interest of the Company at large:**

During the year, there were no material financial and commercial transactions where management had personal interest that may have a potential conflict with the interest of the Company at large. Details with regards to Related Party Transactions have been provided under notes to accounts section of the Annual Report.

2. **Details of non-compliance by the Company, penalties and structures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years:**

During the year, there were no penalties and structures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets. However, in FY2022, the Company was required to submit Annual Audited Financial Statements for the year ended 31st March, 2021 by June 30, 2021 (extended timeline considering the relaxation provided by SEBI due to Covid 2nd wave in the Country). The same was submitted on 3rd August, 2021. The exchanges had imposed fine of ₹ 1,71,000/- on the Company for the delay in compliance which was duly paid by the Company.

Further, the Company was required to submit prior intimation to the Stock Exchanges for the Board Meetings held on 31st July, 2021 and 14th August, 2021 atleast five days in advance (excluding the date of the intimation and date of meeting) as required under Regulation 29(2) and 29(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. These intimations were given at a shorter notice to the exchanges. The exchanges had imposed fine of ₹ 35,400/- each on the Company for the delay in compliance which was duly paid by the Company.

Except for the above, there has not been any non-compliance by the Company and no penalties or strictures have been imposed / passed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

3. **Disclosure relating to establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:**

The Company has established a Vigil Mechanism through the Whistle Blower Policy/Policy on Vigil Mechanism and no personnel have been denied access to the Audit Committee of the Company. The said policy is accessible on the website of the Company at https://www.blackbox.com/investors/Whistle-Blower-Policy

4. **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with all the mandatory requirements as specified under the LODR Regulations. Further, the Company has adopted the following non-mandatory requirements:

(i) Separate personnel are appointed to the post of Chairman and WTD/Managing Director/CEO; and

(ii) Internal Auditor of the Company reports directly to Audit Committee of the Company.

5. **Web-link for Policy for determining 'Material' subsidiaries:**

Pursuant to the provisions of Regulation 16(c) of LODR Regulations, the Company has adopted a Policy for determination of Material Subsidiaries of the Company. The said policy is accessible on the website of the Company at https://www.blackbox.com/investors/policy-for-determining-material-subsidiary

6. **Web-link for Policy on dealing with Related Party Transactions ("RPT"):**

Pursuant to the provisions of Regulation 23(1) of LODR Regulations and applicable provisions of the Companies Act, 2013, the Company has adopted a policy on determining materiality of RPTs as well as for dealing with RPTs. The said policy is accessible on the website of the Company at https://blackbox.com/investors/rpt

7. **Web-link for details of Familiarization Program imparted to Independent Directors:**

The Familiarization Policy for Independent Directors is accessible on the website of the Company at https://blackbox.com/investors/familiarization-policy-of-independent-directors

8. **Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:**

Not Applicable

9. **Disclosure on Commodity Risk, Foreign Exchange Risk and Hedging Activities:**

In accordance with the provisions of Regulation 34(3) of LODR Regulations read with Schedule V therein and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018, the Company makes the following disclosure regarding Commodity Risk faced by it and the corresponding hedging activities undertaken by the Company during the year under review:

i. Risk Management Policy: The Company has adopted a Risk Management Policy for the purpose of identification, analysis & mitigation of all present and future risk exposures of the Company, establishing a framework for risk management and thereby assuring business growth and stability. The said Policy is accessible on the website of the company at https://www.blackbox.com/en-us/investors/risk-management-policy

ii. Commodity Risk Exposure:

a) Total Exposure of the Company to commodities (in ₹): **Nil**

b) Commodity-wise break-up of exposure: **Not Applicable**

c) Commodity risks faced by the Company during the year and how they have been managed: **Not Applicable**

The nature of business of the Company and the investment activities undertaken by the Company, if any, has not resulted in any commodity risk exposure. Thus, during the year under review there was no need for the Company to undertake mitigation measures with respect to Commodity Risk.

iii. Foreign Exchange Risk: The foreign exchange risk borne by the Company has been disclosed in Note 39.3 to the Standalone Financial Statements of the Company provided in this Annual Report.

10. **Details of utilization of funds raised through Preferential Allotment or Qualified Institutional Placement ("QIP"):**

During FY2023, the Company has not raised any fresh funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

11. **Details of total fees paid to Statutory Auditors:**

The details of the total fees paid by the Company or its Subsidiaries, on consolidated basis, to the Statutory Auditor (including its network entities) with respect to all services provided by them, is given below:

₹ in Crores

Sr. No.	Particulars of Services	Amount of Fees paid to Statutory Auditor	Amount of Fees paid to entities belonging to Statutory Auditor's network	Total Amount of Fees paid
1	Audit Services	1.33	-	1.33
2	Other Services	3.91	2.51	6.42
	Total	**5.24**	**2.51**	**7.75**

12. **Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

    No complaints were received or pending during the year in relation to Sexual Harassment of Women at Workplace.

13. **Disclosure in relation of loans and advances in the nature of loans to firms/companies in which directors are interested:**

    During the year under review, the Company and its subsidiaries had not provided loan or / and advances in nature of loan to any of the firm/Company(ies) in which any of the Director of the Company is interested.

14. **Disclosure of shareholding of Non-Executive Directors:**

    As on March 31, 2023, Mr. Naresh Kothari, Non-Executive Director of the Company beneficially holds alongwith Persons acting in concert 1.92% shareholding in the Company.

MEANS OF COMMUNICATION

The quarterly results (including half-yearly and annual results) are usually published in ''The Free Press Journal' (English Daily) and 'Nav Shakti' (Marathi Daily). The results are also promptly forwarded to the BSE Limited ('BSE') and The National Stock Exchange of India Limited ("NSE") where the securities of the Company are listed. The Company conducts earnings call every quarter with active participation from investors/public and recording/transcripts are also available on the website of the Company. The Company has developed a section dedicated for Investors on the Company's website at https://www.blackbox.com/en-in/investors to display latest annual, half-yearly & quarterly results. The official news releases and the presentations made to the Investors / Analysts, if any, are also displayed on the said website. The Management Discussion and Analysis Report is attached to and forms part of the Annual Report. All Financial and other important information is promptly communicated to BSE and NSE where the securities of the Company are listed.

CERTIFICATE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS BY PRACTICING COMPANY SECRETARY

In accordance with the applicable provisions of Regulations 34(3) of LODR Regulations read with Schedule V to the said regulations, M/s. S. K. Jain & Co., Practicing Company Secretaries, has issued the certificate on compliance by the Company with conditions of Corporate Governance specified under the LODR Regulations, which is given in this Annual Report.

DETAILS OF SHARES HELD IN DEMAT SUSPENSE ACCOUNT

No shares are lying in the Demat Suspense Account opened by the Company, at the beginning or end of the year.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (AGM)

The AGM of the Company for FY2023 shall be held on **Tuesday, September 26, 2023 at 10.30 AM (Indian Standard Time)** through Video Conferencing ("VC").

Following are the other general shareholder information:

Financial Year	April 1, 2022 to March 31, 2023
Dates of Book Closure	Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive)
Dividend Payment Date	No dividend is recommended by Directors of the Company on Equity Shares for the current Financial Year.
Name and Address of the Stock Exchanges where the securities of the Company are listed	**BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 **The National Stock Exchange of India Limited (NSE)** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 The Company has paid the annual listing fees to the Stock Exchanges on time.
Stock Code / Symbol **Demat ISIN Numbers in NSDL & CDSL for Equity Shares**	BSE – 500463, NSE – BBOX ISIN - INE676A01027
Market price Data : High, Low during each month in the FY 2022-23 and stock performance comparison with BSE Sensex & NSE Nifty 50	See Table No.1 below
In case the securities are suspended from trading, the Board's Report shall explain the reason thereof	Not Applicable
Registrar and Share Transfer Agent	Datamatics Business Solutions Limited, Plot No. B-5, MIDC, Part B, Cross Lane, Andheri (East), Mumbai – 400093 to whom the authority has been delegated by the Board to attend share transfer formalities etc.
Share Transfer System	Pursuant to SEBI Circular, no Physical transfers are processed by RTA or the Company. The Company ensures that the Compliance Certificate pursuant to Regulations 40(9) and 40(10) of the LODR Regulations are filed with the Stock Exchanges within the stipulated timelines.
Distribution of shareholding & Category- wise distribution	See Table No. 2 & 3
Dematerialization of shares and liquidity as on March 31, 2023	See Table No. 4

Credit Rating(s)	During the year under review, credit rating(s) were subject to periodic review by CRISIL Ratings and the ratings assigned to the credit facilities of the Company were reaffirmed on February 07, 2023 as below:

Facility(s)	Rating Reaffirmed	Earlier Rating
Total Bank Loan Facilities Rated	₹ 61.25 Crores	₹ 128.5 Crores
Long Term Rating	CRISIL BBB/Stable	CRISIL BBB/Stable
Short Term Rating	CRISIL A3+	CRISIL A3+

The rating on bank facilities worth ₹ 67.25 Crores has been withdrawn, since the facilities have been repaid.

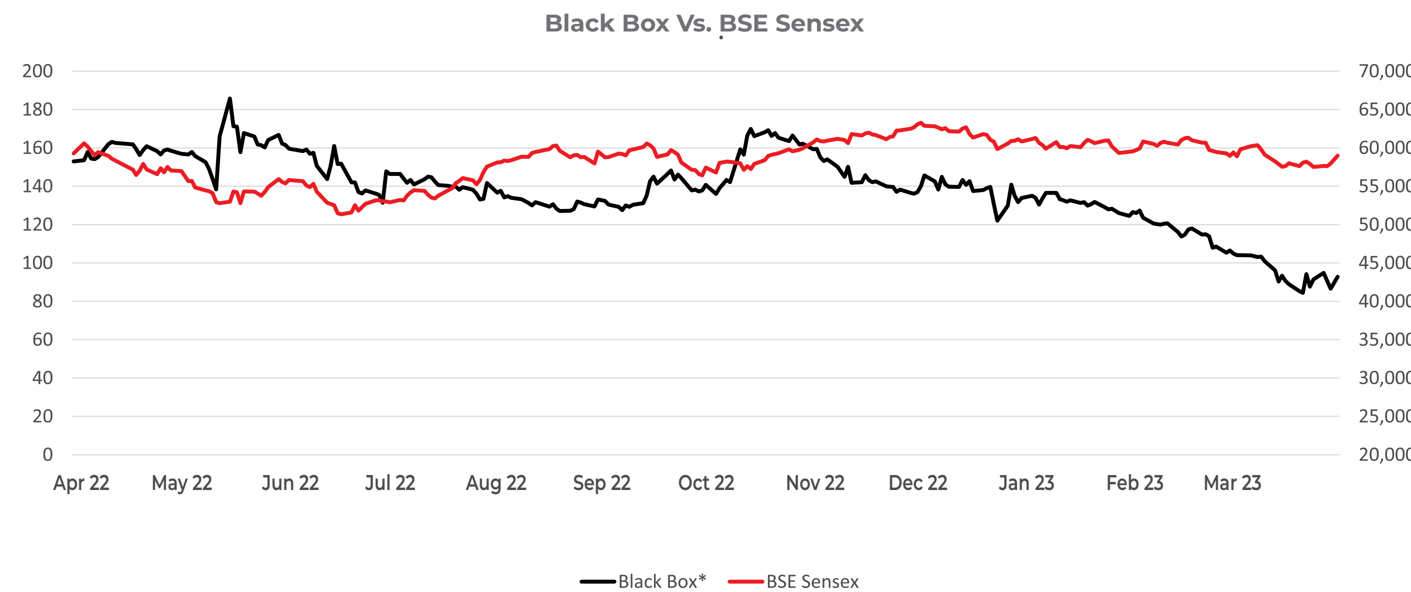
The Company intimated the Stock Exchanges about the aforesaid Credit Rating revisions, pursuant to applicable provision of Regulation 30 of LODR Regulations.

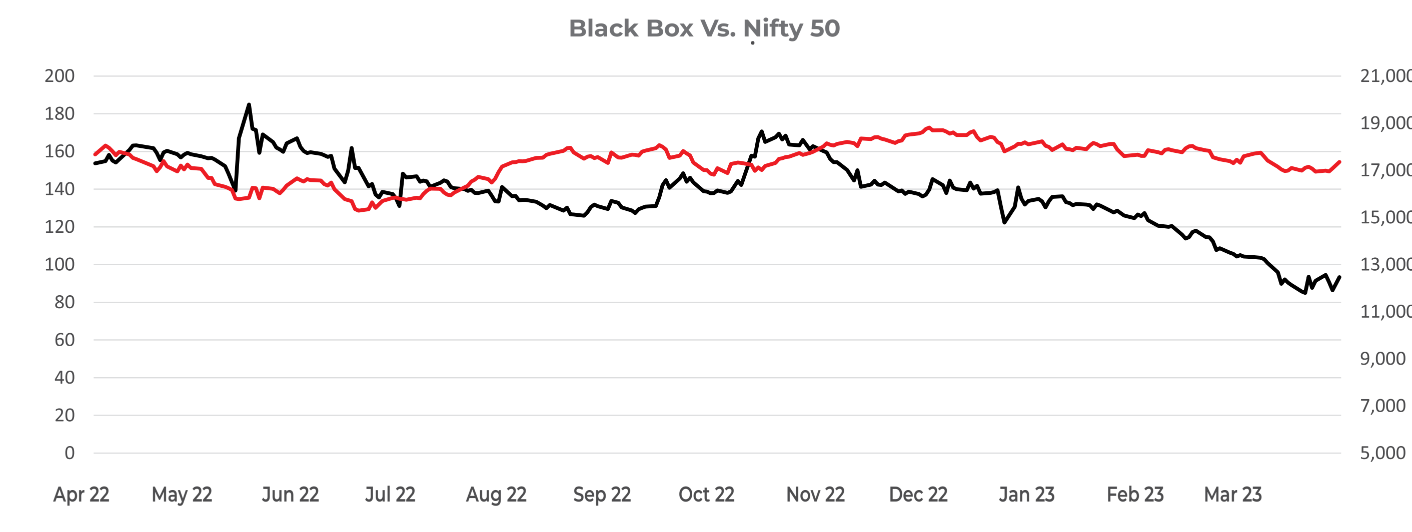
Address for correspondence	Registered Office: 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400 708

Table No. 1: Market price Data - High, Low during each month in the FY2022-23 and stock performance comparison with BSE Sensex & NSE Nifty 50

Month	BSE		NSE	
	High	Low	High	Low
April 2022	167	147	167	151
May 2022	199	136	200	136
June 2022	173	131	173	130
July 2022	150	133	151	133
August 2022	142	124	142	122
September 2022	157	124	157	126
October 2022	175	135	175	137
November 2022	162	134	164	134
December 2022	154	120	154	121
January 2023	139	103	140	123
February 2023	129	103	129	103
March 2023	108	84	108	84

All figures have been adjusted for sub-division of Equity Shares of ₹ 10/- each to ₹ 2/- each .





**Prices are retrospectively adjusted for Split*

Table No. 2: Distribution of shareholding as on March 31, 2023

Sr. No.	Shares Range		Shares	% to Capital	No. of Holders	% to no. of Holders
	from	to				
1	1	100	2,53,976	0.15	6,722	45.92
2	101	500	10,94,943	0.65	3,728	25.47
3	501	1,000	16,08,552	0.96	1,801	12.30
4	1,001	5,000	44,93,475	2.68	1,972	13.47
5	5,001	10,000	15,63,445	0.93	210	1.44
6	10,001	1,00,000	50,03,473	2.98	162	1.11
7	1,00,001	above	15,38,86,746	91.65	44	0.30
TOTAL			**16,79,04,610**	**100.00**	**14,639**	**100.00**

Table No. 3: Category-wise distribution as on March 31, 2023

Sr. No.	Name of Security Holders	No. of Shareholders	No. of Shares held	% to capital
1	Promoter Companies	2	11,94,41,430	71.14
2	FIIs and OCBs	19	93,67,631	5.58
3	Banking / Financial Institutions / Insurance Companies	3	3,000	0.00
4	Mutual Funds	6	14,070	0.01
5	Bodies Corporate	190	1,38,80,439	8.27
6	Non-Resident Individuals	238	7,15,768	0.43
7	Resident Individuals	13,824	2,37,60,267	14.15
8	Investor Education and Protection Fund (IEPF)	1	7,22,005	0.43
	Total	**14,283**	**16,79,04,610**	**100.00**

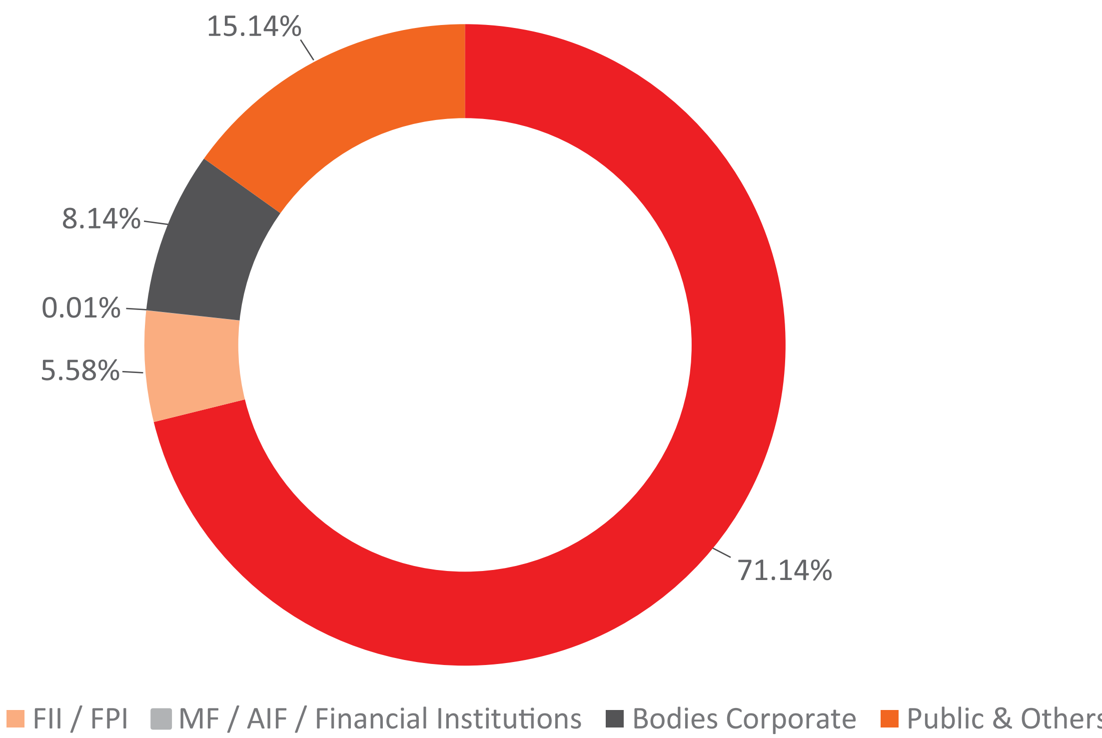


Table No. 4: Dematerialization of shares and liquidity as on March 31, 2023

Description	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
NSDL	6,443	44.01	12,13,60,083	72.28
CDSL	7,199	49.18	4,51,21,737	26.87
Physical	997	6.81	14,22,790	0.85
TOTAL	**14,639**	**100.00**	**16,79,04,610**	**100.00**

Sanjeev Verma
Whole-time Director
DIN: 06871685

Place: Dallas, USA
Date: August 12, 2023

ANNEXURE "A" TO CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
BLACK BOX LIMITED
(Formerly known as AGC Networks Limited)
501,5th Floor, Building No.9,
Airoli Knowledge Park,
MIDC Industrial Area,
Airoli, Navi Mumbai- 400708

I have examined the relevant Registers, Records, Forms, Returns and disclosures received from the Directors of Black Box Limited, (Formerly known as AGC Networks Limited), having CIN: L32200MH1986PLC040652 and having registered office at Mumbai Maharashtra-400708 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1	Mr. Dilip Jayantilal Thakkar	00007339	01/08/2018
2	Mr. Anshuman Shashikant Ruia	00008501	20/09/2021
3	Mr. Naresh Lakshman Singh Kothari	00012523	26/09/2019
4	Mr. Sujay Rajababu Sheth	03329107	26/09/2019
5	Mr. Sanjeev Verma	06871685	15/02/2022
6	Mr. Deepak Kumar Bansal	07495199	26/09/2022
7	Mrs. Mahua Mukherjee	08107320	01/09/2022
8	Ms. Neha Nagpal	08842400	18/11/2020

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

FOR S. K. JAIN & CO.
sd/-
CS. Dr. S. K. JAIN, PCS
FCS 1473
COP. NO. 3076
UDIN: F001473D000446632

Place: Mumbai
Date: May 15, 2023

SECRETARIAL COMPLIANCE REPORT OF BLACK BOX LIMITED (FORMERLY KNOWN AS AGC NETWORKS LIMITED)

FOR THE YEAR ENDED MARCH 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by BLACK BOX LIMITED (FORMERLY KNOWN AS AGC NETWORKS LIMITED) CIN: L32200MH1986PLC040652) (hereinafter referred as 'the listed entity'), having its Registered Office at 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I, Shubhkaran Jain, Practicing Company Secretary, having office at 11, Friend's Union Premises Co-operative Society ltd, 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001, have examined:

(a) all the documents and records made available to us and explanation provided by BLACK BOX LIMITED (FORMERLY KNOWN AS AGC NETWORKS LIMITED) (CIN: L32200MH1986PLC040652) (hereinafter referred to as "the Listed Entity"),

(b) the filings/submissions made by the Listed Entity to the Stock Exchanges,

(c) website of the Listed Entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification, for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

  (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

  (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;(Not applicable as the Listed Entity has not bought back/propose to Buy-back any of its securities during the Financial Year under review)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Listed Entity)

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; (The Listed Entity has not issued any Non- Convertible and Redeemable Preference Shares during the financial year under review)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable as the Listed Entity has not delisted/propose to delist its Equity Shares from any Stock Exchange during the financial year under review) and circulars/ guidelines issued there under;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	YES	
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	YES	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.	YES	

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations /Remarks by PCS*
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records a prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES	
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein(**).	YES	
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	YES	

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

I hereby report that, during the Review Period:

(a) (**)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015	The Company was required to submit Annual Audited Financial Statements for the year ended 31st March, 2021 within 60 days from the end of the Financial year.	BSE and NSE	Fine	Non-Submission of the Financial results within the period prescribed under Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015	Fine of ₹5000/- per day computed till 1st August, 2021 including GST paid to BSE and NSE	The Company has submitted the Annual Audited Standalone Financial Statements for the year ended 31st March, 2021 on 3rd August, 2021	Mentioned below in point (i)	Fine paid to BSE and NSE
2.	Regulation 29(2) and 29(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 29(2) and 29(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The Company was required to give prior intimation to the Stock Exchanges for the Board Meetings held on 31st July, 2021 and 14th August, 2021 atleast five days/ Eleven working days in advance (excluding the date of the intimation and date of meeting).	BSE and NSE	Fine	Delay in furnishing prior intimation about the Board Meetings under Regulation 29(2) and Regulation 29(3) of SEBI (LODR) Regulations, 2015	Fine of ₹ 10,000/- per instance of Non-Compliance per item i.e. ₹ 30,000/- each (excluding GST) paid to BSE and NSE.	The Company has furnished the prior intimation on 28th July, 2021 and 13th August, 2021 for the Board Meetings held on 31st July, 2021 and 14th August, 2021 respectively.	Mentioned below in point (ii)	Fine paid to BSE and NSE

Management's Response mentioned in Annual Report.

(i) The Company has more than 70 overseas subsidiaries which are spread across 30 plus countries, operating in different geographies and time zones. The Company was facing pressing difficult situations, as a result of the outbreak of second wave of the new variant of the novel coronavirus (COVID-19) leading to nation-wide lockdown imposition in India and third wave impact in other parts of the world. In addition to that, the registered office of the Company was moved to new location i.e. Essar House, 11 Keshavrao Khadye Marg, Opp. Race Course, Mahalaxmi, Mumbai 400 034 resulting in the shifting of all its data center & server operations to third party service provider and other related equipment, data and files to the new office in the mid of the lock-down. Mumbai being one of the worst hit spots was continuously under a strict lockdown till June 15, 2021, this movement impacted the closure of books and collection of relevant data to finalize the financials for year ended March 31, 2021. The Company gave first priority in ensuring the safety and well-being of the employees who had been operating intermittently. Further, slow vaccination program and various geographies being under different phases of lockdowns and reopening, delayed the finalization of financial statements of various subsidiaries located in 30 countries. Finalization of consolidated financials requires sign off from all the country locations, which took considerable time. Considering the aforesaid, force majeure condition prevailing and continuing intermittent lockdown prevailing across the geographies, the Company could not publish its Financial Results for the aforesaid period within time and penalty was paid as stipulated by the exchanges. The delay was purely due to unavoidable circumstances and exceptional in nature.

(ii) The Financial Results for quarter/year ended March 31, 2021 were to be submitted latest by June 30, 2021. However, the Company was not in a position to adhere to the given timeline and hence sought for an extension from the exchanges to publish its financial results latest by July 31, 2021, based on its estimated timeline. Though we were endeavoring to meet the extended deadline, due to the reasons mentioned in point no. (i) above, the visibility to achieve this was grim. It was not intended to reschedule the meeting after notifying the stakeholders. We had continuous deliberations on this matter with our Auditors and the Notice was given as soon as there was strong visibility to achieve this by July 28, 2021. This was first time in the history of the Company that quarterly/yearly results were filed beyond the deadline and became an exceptional event. Further, in view of the delayed submission of Financial Results for March 31, 2021 in August 2021, the Company and the Auditors had very small window of time to complete the Q1FY22 results within time. Given the short timeline available in hand, though we were endeavoring to meet the deadline, the visibility to achieve the deadline was thin. We had continuous deliberations on this matter with our Auditors and the Notice was given as soon as there was strong visibility to achieve this by August 14, 2021.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S.K. JAIN & Co.

Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076
UDIN: F001473E000287407

Place: Mumbai
Date: 15.05.2023

WTD AND CFO CERTIFICATE

To,
BLACK BOX LIMITED
(Formerly known as AGC Networks Limited)

Sub: WTD & CFO Certificate
[Issued in accordance with Regulation 17(8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulation, 2015]

Dear Members of the Board,

We, Sanjeev Verma, Whole-time Director and Deepak Kumar Bansal, Executive Director & Chief Financial Officer of the Company hereby certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2023 and to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023 are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors as well as the Audit Committee and steps have been taken to rectify these deficiencies.

d) i) There was no instance of significant change in internal control over financial reporting during the year under reference;

   ii) There were no instances of any significant change in accounting policies during the year under reference; and

   iii) During the year under reference, we are not aware of any instance of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely,

Sd/-
Sanjeev Verma
Whole-time Director
DIN: 06871685

Sd/-
Deepak Kumar Bansal
Executive Director & Chief Financial Officer
DIN: 07495199

Place: Dallas, USA
Date: August 12, 2023

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identification Number (CIN)	L32200MH1986PLC040652
2.	Name of the Company	Black Box Limited (Formerly known as AGC Networks Limited)
3.	Year of Incorporation	1986
4.	Registered Office Address	501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708
5.	Corporate Address	501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai -400708
6.	Website	www.blackbox.com
7.	Email id	investors@blackbox.com
8.	Telephone	+91 22 6661 7272
9.	Financial Year Reported	April 1, 2022 to March 31, 2023
10.	Name of the Stock Exchange(s) where shares are listed	The Bombay Stock Exchange (BSE) and National Stock Exchange of India (NSE).
11.	Paid Up Capital	₹ 33,58,09,220
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	Ms. Neelam Kapoor T: +91 22 6661 7272 Email: Sustainability.ESG@BlackBox.com
13.	Reporting boundary:	Black Box Limited + Integrated Geographies

II. Products/Services

14. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Information & Communication Technologies (ICT) Solution Integration	IT Products & Services and Consulting	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Information & Communication Technologies (ICT) Solution Integration	62019	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of offices
National	13
International	33

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28 States + 8 Union Territories
International (No. of Countries)	45

b. What is the contribution of exports as a percentage of the total turnover of the entity? 0%

c. A brief on types of customers –

Customers from various verticals like IT/ITeS, Retail, Manufacturing, Government, Healthcare, Hospitality, Business Services, BFSI, and Financial Services.

IV. Employees

18. Details as of at the end of the Financial Year:

a. Employees (including differently abled):

Sr. No.	Particulars	Total	Male		Female	
			No.	%	No.	%
	Employees					
1.	Permanent	443	386	87.1%	57	12.9%
2.	Other than Permanent	395	367	92.9%	28	7.1%
3.	Total employees	838	753	89.9%	85	10.1%

b. Differently Abled Employees:

Sr. No	Particulars	Total	Male		Female	
			No.	%	No.	%
	Differently Abled Employees					
1.	Permanent	3	1	33.3%	2	66.7%
2.	Other than Permanent	2	2	0.0%	0	0.0%
3.	Total differently abled employees	5	3	60.0%	2	40.0%

19. Participation/Inclusion/Representation of women

	Total	No. and percentage of Females	
		No.	%
Board of Directors	8	2	25%
Key Management Personnel	5	1	20%

20. Turnover rate for permanent employees

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	19%	1%	20%	20%	4%	24%	14%	1%	15%

V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

21. Details of holding, subsidiary, associate companies and joint ventures have been provided in Directors Report. Please refer Page No. 53 of Directors Report.

VI. CSR Details

22. a. Whether CSR is applicable as per section 135 of the Companies Act, 2013: YES
b. Turnover - ₹ 356 crores
c. Net worth - ₹ 329 crores

VII. Transparency and Disclosures Compliances

23. Complaints / Grievances on any of the Principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities		0	0	-	0	0	-
Investors (other than shareholders)		0	0	-	0	0	-
Shareholders	Yes**	123	5	-	78	5	-
Employees and workers		0	0	-	0	0	-
Customers		0	0	-	0	0	-
Value Chain Partners		0	0	-	0	0	-
Other (please specify) - Social Media	Yes**	0	0	-	0	0	-
Investors (other than shareholders)		0	0	-	0	0	-

NOTE: Any concerns / stakeholder concerns are taken care of in the ordinary course of business and are not in the nature of complaints.

*** Please find here the policy which details the grievance redressal mechanism available for all our stakeholders.*
https://www.blackbox.com/investors/Whistle-Blower-Policy

24. Overview of the entity's material responsible business conduct issues

Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Customer Centricity	Opportunity	Objectives and principles have been mapped with various industry trends and global frameworks, including Sustainability Accounting Standards Board (SASB), Global Reporting Initiative (GRI), ESG matrices, and National Voluntary Guidelines (NVGs). This analysis has enabled the identification of risks and opportunities for Black Box. Further, our engagements with both internal and external stakeholders give us better insights into their concerns and help us identify material issues that can potentially impact our business operations and value creation abilities, our stakeholders, and the larger ecosystem. We prioritize, review, and refine our list of material issues in line with the findings from our continuous Stakeholder engagements. They are also aligned with the guidelines of sustainability standards and current business and economic realities.		Positive
Sustainable and resilient supply chain	Opportunity			Positive
Occupational health and safety	Risk		We aim to keep ourselves consistently updated with the latest norms.	Positive
Privacy and Data Security	Risk & Opportunity	**Rationale:** Businesses are increasingly reliant on digital communications and Internet-based transactions to operate in a seamless geotechnical landscape. Taking steps to address the security of the organization's critical data can help prevent business problems by showing resiliency, minimizing impacts, and recovering from security breaches. The privacy of data and its security specifically is becoming a major risk generally due to increasing digitization, interconnectivity, multiple and fluid entry points, and the need to meet regulatory compliance and contractual customer requirements.	Black Box has implemented controls to reduce and mitigate cyber threats and data privacy and security-related risks and constantly seeks to improve security by having a robust information security posture implemented through the use of policies, processes, and controls that reduce the overall risk and/or impact of a cybersecurity threat as well as safeguard and secure sensitive data. Our risk mitigation can be categorized into three control areas- a) Prevention, b) Detection, and c) Remediation.	**General Positive:** Easier business process automation, increased trust and credibility from customers and stakeholders, improved data management control procedures and security, brand reputation. **General Negative:** Breach of privacy and data security leading to financial and reputational loss.

Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
		Tangible Impacts of Risks – 1) Financial /customer impacts, reputational damage, and loss of customer trust and future engagements 2) This may lead to higher premiums for getting globally cyber-insured. 3) Impact on technology-related operational efficiency and productively service customers and increases costs. **Tangible Opportunities –** 1) Reduce security and data privacy violation-related incidents, building customers' trust. 2) Grow and expand existing business accounts/revenue while winning new accounts. 3) Easier to get cyber-insured globally with lesser premiums as confidence in security controls grows. 4) Lower costs by building operational efficiency due to fewer security incidents leading to better customer support and service through a resilient infrastructure.	Through adequate preventive, detective, administrative, and technical controls spread across the above areas and constantly trying to improve them, Black Box safeguards the business interests of the company, by reducing cyber incidents, and protecting sensitive data of itself & its customers benefitting stakeholders at large.	**1) Financial Implications of Risks -** **a) Positive -** None **b) Negative –** Risk of loss of revenue, customer trust, contracts, higher global cyber-insurance premiums, operational efficiency impacts, and lower overall security posture. **2) Financial Implications of Opportunities–** **a) Positive** Better privacy and data security. This leads to existing account expansion and new customer account creation, leading to revenue. Lowers costs on operational efficiency and possibly cyber insurance. **b) Negative –** None

Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Human Resource	Risk & Opportunity	**Opportunity:** Human Resource is one of the key strategic imperative for the company and we consistently invest in the growth and development and alignment of employees to the Company growth strategy. **Risk:** Market demand for skilled talent is high and hence continuously investing in upskilling new employees to make them business ready. At the same time, automating and streamlining processes is of vital importance.	We have a meritocratic, transparent and equal opportunity culture. We provide growth and development opportunities to high-performing employees ahead of time. We have supported our employees and their families during COVID-19 by enabling technology to work from home and facilitating health and vaccination related assistance to ensure their well-being. We have invested in hiring key and critical talent to accelerate digital product and process offerings to our customers. We invest in initiatives to promote learning and development, performance support, career growth, engagement, diversity and inclusion at the workplace. We have a robust grievance redressal mechanism to address employee concerns. We measure employee alignment at regular intervals to take correct actions, if any.	**Positive:** Easier business process automation, increased trust and the credibility of stakeholders, improved data management and protected brand reputation. **Negatives:** Breach of privacy and data security.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

P1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent, and Accountable.

P2 Businesses should provide goods and services in a manner that is sustainable and safe.

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

P4 Businesses should respect the interests of and be responsive to all its stakeholders.

P5 Businesses should respect and promote human rights.

P6 Businesses should respect and make efforts to protect and restore the environment.

P7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

P8 Businesses should promote inclusive growth and equitable development.

P9 Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes, Black Box policies cover each principle and its core elements of the NGRBCs								
b. Has the policy been approved by the Board? (Yes/No)	Yes. All policies covering the above-mentioned principles have been approved by the Board.								
c. Web Link of the Policies, if available	All Black Box policies aligned to the 9 Principles are uploaded on the intranet for the information and implementation by the internal stakeholders. They are also publicly available on the Black Box official website: https://www.blackbox.com/en-in/investors/corporate-governance/policies								
2. Whether the entity has translated the policy into procedures? (Yes / No)	Yes, all our policies are effectively implemented, and our processes are monitored, reviewed, and updated periodically.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the National and International codes/ certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company is committed to providing a safe, healthy, and harassment-free work environment to all its employees, as per ISO, BI and OHSAS. The Company has adopted employee-oriented policies covering areas, such as Human Rights Policy, Diversity, Equity and Inclusion Policy, employee benefits, and prevention of sexual harassment at the workplace, which endeavors to provide an environment of care, nurturance, and opportunity to accomplish professional aspirations. The Code of Conduct and Business Ethics and other company policies align with the general laws and regulations, sound ethical practices and professional standards followed nationally.								

	The Company has Anti-Bribery and Anti-Corruption Policy, Policy on Related Party Transactions, Anti-Money Laundering, and the Whistle Blower Policy. The Whistle Blower policy (https://www.blackbox.com/investors/Whistle-Blower-Policy) confirms the requirements as stipulated by the Companies Act, 2013 and the rules thereunder and of the applicable securities laws and regulations. The Whistle Blower policy broadly conforms to the standards set by the standard regulator of the country.
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	Black Box is committed to an ESG Roadmap across all aspects of ESG. We have set long-term targets that lead us on a decarbonization pathway, ensuring we become carbon neutral (net zero) by 2050. The goals and targets are as follows: 1. Regulatory Compliance – Black Box Limited strives to be in continuous compliance with applicable environmental and safety laws, regulations and acts. Required surveys or reports are being completed in a timely manner and returned to the governing agency or state bureau within the allotted timeframe. 2. Team Member Training – Environmental training issues that affected personnel are being trained on including Hazard Communication (HAZCOM), Material Safety Data Sheets (MSDS), Accident Reporting, and Fleet Vehicle Maintenance Procedures. 3. Licenses and Permits – All required licenses and permits are being renewed in advance of the current license or permit expiration date. 4. Vehicle Emissions – All fleet vehicle drivers are responsible for ensuring that all required state vehicle emission checks are completed by the required date (month and year). 5. Conservation of Natural Resources – Black Box Limited offices are committed to local recycling efforts, such as recycling paper and keeping a check on e-waste generation. 6. Environmental Management Services (EMS) Review Plan – Black Box Limited reviews the EMS plan at least annually and makes changes when regulatory updates are implemented, or when organizational operating changes occur.
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	We track and update the key parameters in policies and record them for learning and development to enhance our policies.

Governance, leadership and oversight

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**

Please find our Whole-time Director's message on Page No. 10

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Executive Management + Functional Heads
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).	Yes, the Executive Management communicates the importance of the EMS throughout the organization, provides necessary resources, and reviews EMS performance with an eye on continual improvement. CSR Committee looks at community/social-related initiatives and for sustainability-related activities within the organization by the CSR team.

10. **Details of Review of NGRBC's by the Company:**

Subject for Review	Indicate whether the review was undertaken by the Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)
Performance against above policies and follow up action	Board Committees and respective functional heads	Need-to basis
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Board Committees and respective functional heads	Need-to basis

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No, however all policies and processes are subject to audits / reviews done internally in the company from time to time.
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with Integrity, and in a manner that is Ethical, Transparent, and Accountable.

1. **ESSENTIAL INDICATORS -**

Percentage coverage by training and awareness programs on any of the Principles during the financial year:

Segment	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	During the year, the Board engaged in various updates pertaining to business, regulatory, safety, ESG matters, Audit, Compliances etc. These topics provided insights on the said Principles.	100%
Key Managerial Personnel	Health and Safety (Principle 2 and Principle 3), Skill Upgradation (Principle 3), Human Rights (Principle 5), Anti-Corruption (Principle 1), ESG	100%
Employees other than BoD and KMPs	(Principle 2 and Principle 6), Prevention of Sexual Harassment at the Workplace (Principle 1), Anti-money Laundering Policy (Principle 1), and Anti-bribery (Principle 1), Tenant Education (Principle 9).	90%

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)**

No instances

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Black Box Limited has a policy on Anti-Corruption and Bribery, detailing our zero-tolerance approach to bribery and corruption. The Anti-Corruption and Bribery Policy applies to all the associates of Black Box and the subsidiary companies. We are committed to act professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, implement and enforce effective systems to counter bribery. Please find policy weblink - https://www.blackbox.com/investors/Anti-Bribery-And-Corruption-policy

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

There has been no disciplinary action taken by any law enforcement agency for charges of bribery/corruption against any Directors, KMPs or employees in FY 22-23-or FY 21-22.

7. **Details of complaints with regard to conflict of interest:**

There have been no complaints received in relation to issues of Conflict of Interest of the Directors or KMPs in FY 22-23 or FY 21-22

8. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions on cases of corruption and conflicts of interest.**

Not Applicable

LEADERSHIP INDICATORS

1. **Awareness programs conducted for value chain partners on any of the Principles during the financial year?**

Yes, we do on regular basis in our vendor interactions and communications.

2. **Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes, the entity has processes in place to avoid/manage conflict of interests involving members of the Board. Please find the link - https://www.blackbox.com/investors/Code-Of-Conduct-Directors

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023	Details of improvements in environmental and social impacts
R&D	Not Applicable	
Capex	A nominal amount has been contributed towards capex.	Investment in new -vehicles to reduce carbon footprint LED Lighting installed and HVAC Upgrades Environmental Impact Reduction: Black Box has implemented measures to minimize its own environmental impact, such as reducing energy consumption in office facilities, encouraging telecommuting and remote collaboration, and adopting sustainable transportation practices.

2. A. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

YES, To align with sustainable sourcing, Black Box has a policy on Responsible Supply Chain whereby it is ensured that its supply chain partners adhere to ethical and sustainable practices. This includes verifying that suppliers follow responsible sourcing of materials, labor practices, and environmental regulations. On the other hand, through the Energy Efficiency approach, Black Box prioritizes energy-efficient solutions in its technology offerings, such as promoting energy-efficient servers, networking equipment, and data centers. This helps clients reduce their carbon footprint and energy consumption. The E-waste Management program is to responsibly manage electronic waste (e-waste) generated from its products and services, if any. Through the Green Procurement procedure, Black Box procures products and services from vendors who have strong environmental commitments, such as using renewable energy, reducing packaging waste, and employing eco-friendly manufacturing processes. Through these sustainable sourcing practices, Black Box aims to reduce its environmental impact, support ethical supply chains, and contribute to a more sustainable IT industry.

B. If yes, what percentage of inputs were sourced sustainably?

We are mostly dependent on our OEMs and vendor partners for all procurement and sourcing of finished products. We don't quantify the sustainable sourcing as we don't purchase raw material, but we believe that most of our sourcing qualifies for sustainable sourcing.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for:

(a) Plastics (including packaging) (b) E-waste (c) Hazardous waste, and (d) other waste.

We are primarily an Information & Communication Technologies (ICT) Solution Integration and consulting firm, the overall carbon footprint is minimal. Even our technology products have a low carbon footprint. Following are some activities:

a. Plastics (including packaging) - All our facilities use 100% biodegradable plastic garbage bags to collect and dispose of dry and wet waste. We are engaged with a vendor partner who collects our Wet and Dry waste to Compost/Recycle it in an eco-friendly manner.

b. Many locations recycle consumables, and all locations e-waste recycle at local distribution outlets.

c. Our services do not involve producing or disposing of hazardous waste of any kind. Hence, it is not applicable to our services business.

d. Black Box globally also participates with WEEE, Conflict Minerals, ROHS Compliance activities.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)? If yes, provide details in the following format.

Yes, Black Box conducts Life Cycle Assessments (LCA) on our internal operations to reduce emissions and minimize environmental impact.

NIC Code	Nameof Product /Service	% of total Turnover contributed	The boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by an independent external agency (Yes/No)	Results communicated in the public domain (Yes/ No)
62019	Information & Communication Technologies (ICT) Solution Integration	100%	Use stage-performance tracking of use stage comparison of laptop and desktop has been conducted for a service life cycle; strategy development, service design, transition, operation, and continual service improvement for one of our global clients' services	No	No

2. If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with the action taken to mitigate them. Black Box has identified that the usage of desktops resulted in emissions, however, adequate measures are being taken to reduce the usage of desktop systems against laptop systems.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input Material	Recycle or Reused input material to total material	
	FY 2022-23 Current Financial year	FY 2021-22 Previous Financial year
Paper	100%	100%
Electronics	Nominal	

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format : Not Applicable

5. Reclaimed products and their packaging materials (as a percentage of products sold) for each product category: Not Applicable

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

ESSENTIAL INDICATORS:

1. Details of measures for the well-being of employees

Category	% of Employees covered by										
	Total	HealthInsurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number	%	Number	%	Number	%	Number	%	Number	%
Permanent Employees											
Male	386	386	100%	386	100%	NA	NA	386	100%	124	32.1
Female	57	57	100%	57	100%	57	100%	NA	NA	31	54.3
Total	**443**	**443**	**100%**	**443**	**100%**	**57**	**100%**	**386**	**100%**	**155**	**35.0**
Other than permanent											
Male	367	357	97%	357	97%	NA	NA	357	97%	NA	NA
Female	28	28	100%	28	100%	28	100%	NA	NA	NA	NA
Total	**395**	**385**	**97%**	**385**	**97%**	**28**	**7%**	**357**	**90%**	**NA**	**NA**

2. **Details of retirement benefits, for Current FY and Previous Financial Year**

Benefits	FY 2023		FY 2022	
	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	Y	100%	Y
Gratuity	100%	Y	100%	Y
ESI	NA	NA	NA	NA

3. **Accessibility of Workplaces**

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

All the offices are accessible to differently abled employees and workers. The company infrastructure is adequate for associates with disabilities to have barrier-free access to common facilities. This includes not only physical environment and transportation; information and communications with technologies and systems are also as per the persons with disabilities.

We have earned a top score on the 2022 Disability Equality Index® and have been named the "Best Place to Work for Disability Inclusion." www.disabilityin.org

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy**

Yes, we are Equal Opportunity Employer and strongly endorse the right of equal opportunity for associates who are differently abled. We commit to carrying out the provisions of the Rights of Persons with Disabilities Act, 2016 ("Act") in letter and spirit including providing specific opportunities in identified positions where they could be employed.

5. **Return to work and retention rates of permanent employees and workers who took parental leave.**

	Permanent Employees	
	Return to work Rate	Retention Rate
Male	100%	100%
Female	100%	100%

On completion of their parental leave, employees' return to work rate has been 100%. However, in this financial year, there were no female employees availing the maternity leave; the company maintains a supportive work environment that encourages employees to resume their careers post-parental leave.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

Yes, the company has necessary mechanisms to redress grievances, such as Code of Conduct, Whistleblower Policy, and Prevention of Bribery & Corruption Policy. Any employee can raise a grievance under these policies and the concern can be raised through the email to whistleblower.indiabbl@blackbox.com. There are identified Ethics officers and Chief Ethics Officers to investigate the concerns and advise for appropriate action to be taken.

Please find web link - https://www.blackbox.com/investors/Whistle-Blower-Policy

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:** Not Applicable

8. **Details of training given to employees**

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health & Safety measures		On Skill upgradation		Total (D)	On Health & Safety measures		On Skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	386	308	80%	168	44%	359	251	70%	146	41%
Female	57	34	60%	31	54%	46	28	60%	0	0%
Total	**443**	**342**	**77%**	**199**	**45%**	**405**	**272**	**67%**	**146**	**36%**

9. **Details of performance and career development reviews of employees and workers:**

Black Box Limited covers 100% eligible population related to performance & career development review. The company has a robust HCM tool to conduct regular performance reviews and enable performance discussions and feedback for development between employees and managers.

10. **Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system? –** Yes

- The Company has guidelines to ensure the safety of employees
- Frequent equipment checks, such as air conditioners, chillers, UPS, etc. are performed habitually
- We conduct Quarterly Fire Drill Training at all our branches to respond to any fire emergencies
- Employees are informed about emergency exits and assembly points
- Sprinklers, smoke detectors, and fire extinguishers are placed in office premises across all regions
- Emergency contact details are displayed on the notice board with contacts of the nearest police station, hospitals, and fire brigade
- Live plants are kept in open areas to help with oxygen levels
- 24/7 facility emergency contact number is displayed on the company nameplate
- Company arranged Covid vaccination camps for the employees and their families
- During the pandemic, the company has tracked the vaccination status of employees and helped them book appointments for vaccination and update their vaccination status from time to time

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Black Box places the highest emphasis on Health and Safety; this includes regular inspections of the workplace to identify potential hazards and unsafe practices; no hazardous equipment or flammable liquids are used by the entity, which is harmful, dangerous, or injurious to the employees.

c. **Whether you have processes for workers to report work-related hazards and to remove themselves from such risks.**

All employees can report work related hazards through local admin to enable prompt reporting, investigation, and learning. Admin identifies the root cause of the incident and implements corrective and preventive measures to prevent the recurrence of similar incidents. In addition to this reporting, the team conducts regular safety audits, safety assessments, and safety walk-downs to identify and address any safety risks in the workplace.

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?**

Yes, we always have first-aid kits available. A well-maintained medical room with medical bed and wheelchair is available for employees who are unwell (currently available in the corporate office). Medical emergency numbers are displayed on the notice boards of doctors and ambulances in each region. A medical emergency facility is available on campus with trained doctors and nurses. We have also conducted health check-up camps, yoga sessions, etc. for all employees across all regions.

11. **Details of safety related incidents are in the following format:**

There is no loss from any kind of injury. Hence, the Lost Time Injury Frequency Rate (LTIFR) is NIL.

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

Black Box is committed to providing healthy and safe working conditions to all associates and ensures the establishment, implementation, maintenance, and continual improvement of processes needed for the elimination of hazards and minimization of risks. BBL has a health, safety, and environment policy to ensure safe and healthy working conditions for associates and instill awareness amongst associates through training and communication.

13. **Number of complaints on the following made by employees and workers:**

Black Box has always prioritized their associates' health, safety, and well-being through establishing, implementing, maintaining, and continually improving the processes and practices that guarantee a healthy and safe working environment for all the associates. There were no complaints concerning working conditions or health & safety in FY 22- 23 and FY 21-22.

14. **Assessments for the year:**

No external assessment has been undertaken. However, we adhere to maintaining health & safety practices and employee-friendly working conditions.

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions**

There were no safety-related incidents or significant risks/concerns arising from assessments of health & safety practices and working conditions. Black Box has processes in place for taking corrective actions, if necessary, to eliminate the causes of actual and potential non-conformances or incidents and enforce corrective actions. Black Box implements and records changes in the documented procedure, and the steps are standardized in the relevant operational control procedure to ensure the prevention of incidents in the future.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of the death of (A) Employees**

Yes, Black Box Limited has comprehensive coverage for employees under the Group Mediclaim Policy and Group Personal Accidental Insurance policy. This benefit is extended to employees across all levels.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The company adheres to statutory compliances related to workers, such as Minimum Wage payment, Provident Fund, etc. The partners are warned of strict actions to be taken by default in these areas.

3. **Provide the number of employees/workers who have suffered high-consequence work-related injury / ill-health / fatalities (as reported in Q11 of the Essential Indicators above), who have been rehabilitated and placed in suitable employment, or whose family members have been placed in suitable employment:**

Not Applicable

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

Black Box provides transition assistance programs for all employees during career endings resulting from retirement. However, this practice is not followed for termination cases.

5. **Details on the assessment of value chain partners:**

No assessment has been undertaken. However, value chain partners maintain their own processes in adherence to the applicable laws.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of the health and safety practices and working conditions of value chain partners**

Not Applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Openness, transparency, and integrity are the basis of our stakeholder engagement approach at Black Box. We ensure that our process of stakeholder engagement is continuous – undertaken throughout the year - and has organization-wide reach as well as impact. We follow a robust process for the identification and prioritization of our stakeholders. We recognize the importance of trust-based relationships and ensure transparent, timely, and relevant engagement and communication with all the stakeholders. This also helps us to understand their explicit and tacit needs that inform our strategy and operational decisions.

The management team connects with a diverse range of stakeholders through formal and informal mechanisms. Our Stakeholder Relationship Committee maintains oversight of the stakeholder engagement mechanism for the company. We engage with our stakeholders, and their inputs are considered in the materiality assessment process, which gives us an insight into their outlook and future risks. It creates a framework for the business heads to identify and report on key stakeholder concerns. These inputs help us identify the topics that matter to our business.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:**

Stakeholder Group	Whether identified as a Vulnerable & Marginalized Group (Yes/ No)	Channelsofcommunication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly / Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders / Investors	No	Quarterly results, Investor presentations, Annual Report, Annual General Meeting, Investor/analysts calls and meetings, Media releases, Website.	Ongoing engagement	To present business operations and financial performance highlights to investors. To answer investor queries on financial performance To discuss publicly available company information to shareholders and investors
Customers	No	Multi-modal distribution network and engagement (email, SMS, app, calls, chatbot, postal communication, call center, digital platform, website) channels, Customer Satisfaction measurement and relationship management, Media campaigns, advertising, road / reverse road shows etc. Direct contact programs for key clients/customers	Ongoing	Branding and Business Promotion Regular updates on launch of new products & solutions, new features information is shared with customers. Communication pertaining to customer experience on website, e-platforms etc. are shared. Communications on cross-selling various solution & products are sent to customers.
Technology Partners & vendors	No	Partner meets, workshops, conferences and forums, one-to-one meetings, telephonic and email communication, updating partner management portal, app training, etc.	Ongoing	All activities pertaining to infrastructure and services are done by our partners with periodic engagements like: Assignment and closure of jobs. Discussion on the scope of work and other details. Taking No Due confirmations from them at set intervals. Educating them on business ethics, integrity, and code of conduct. (Annually)
Employees	No	Direct contact, Email, Employee app/websites, Town-halls - CEO connect and senior leadership connects programs, team engagements, survey, SMS, Calls, Website.	Ongoing	To create an effective communication channel and inform employees on key developments within the company. Align them to the shared purposes of the company and business strategy; further to create opportunities to take employee feedback, suggestions, and ideas and involve them in the delivery of the company's commitment towards set goals.
Communities	Yes	Community development initiatives, proposals and requests for new initiatives, interviews with local NGOs and community representatives, meetings with associations/ NGOs, local community meetings, press releases, and social media.	As per requirement basis.	- Recruitment and Awareness - monitor, review, and reporting of activities. - CSR activities for various communities including Person With Disabilities (PWDs) and the environment. - Providing equal work opportunities irrespective of their backgrounds

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics, or if consultation is delegated, how is feedback from such consultations provided to the Board?**

   The Board and its committees work with the regulatory requirements as an outline to address ESG-related expectations and to improve performance. The ESG program, continuous stakeholder interaction on ESG topics, and integration with business planning and strategy are overseen by a cross-functional team that includes cross-functional stakeholders who are contacted, consulted, and intimated as per the agreed mode of communication, for e.g., employees communicate through email. The concerned person taking care of ESG policy reports to the HR Head, who in turn updates the performance to the Management Committee as well as to the Board. Our Board of Directors develops strategies and an execution roadmap to address the identified and prioritized list.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

Yes, our engagements with internal and external stakeholders provide us with better insights into their concerns. They help us identify material issues that can potentially impact our business operations and value-creation abilities for the company, stakeholders, and the larger ecosystem. We prioritize, review, and refine our list of material issues in line with the findings from our continuous stakeholder engagements. They are also aligned with the guidelines of sustainability standards and current business and economic realities. On the basis of general suggestions and applicable rules, the company has carried out the required changes in both the setup and process. For eg. the replacement of 120 end-of-life vehicles with 2022/2023 Fuel Efficient New Vehicles (Vans) or the surrender of 100K SQFT of Global Office Space that was not required by the company are both actions providing GHG reductions (Scope 1).

3. **Provide details of instances of engagement with and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Facilitating an environment of regular engagement with communities, and providing facilities for community members to engage with each other is key to the success of an initiative.

We are committed to fostering an inclusive workplace for all team members, enabling us to make Black Box the employer of choice for the best talent while driving excellence for our customers. We have earned a top score on the 2022 Disability Equality Index® and have been named the "Best Place to Work for Disability Inclusion." www.disabilityin.org

School Improvement and Education – Ran a program to rejuvenate two schools in Delhi and Gwalior by providing sponsorship to 67 differently-abled students.

Sponsorship for Differently-abled Patients - Sponsored custom-designed wheelchairs for 27 patients at the All India Institute of Physical Medicine and Rehabilitation (AIIPMR) in Mumbai.

Mother and Child Malnutrition Project – Sponsored medical checkups, medicine, and vitamins for mothers and children in the tribal belt of Trimbakeshwar and adjacent villages.

Equal opportunity - We are equal opportunity employer and strongly endorse the right to equal opportunity for associates who are differently abled.
www.blackbox.com/en-in/discover-bb/csr

Principle 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total	No. of employees covered	%	Total	No. of employees covered	%
Permanent	443	367	83%	405	131	32%
Other than Permanent	395	0	0%	311	0	0%
Total Employees	**838**	**367**	**44%**	**716**	**131**	**18%**

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Permanent										
Male	386	0	0%	386	100%	359	0	0%	359	100%
Female	57	0	0%	57	100%	46	0	0%	46	100%
Total	**443**	**0**	**0%**	**443**	**100%**	**405**	**0**	**0%**	**405**	**100%**
Other than Permanent										
Male	367	86	23%	281	77%	310	39	13%	271	87%
Female	28	19	68%	9	32%	11	0	0%	11	100%
Total	**395**	**105**	**27%**	**290**	**73%**	**321**	**39**	**12%**	**282**	**88%**

3. **Details of remuneration/salary/wages have been provided in Corporate Governance Report**

Board of Directors	Male		Female	
	Number	(Median remuneration/ salary/ wages of respective category) *	Number	(Median remuneration/ salary/ wages of respective category) *
Board of Directors (BoD)	6	4,16,667	2	58,29,351
Key Managerial Personnel	4	7,26,321	1	1,13,58,701
Employees other than BoD and KMP	385	10,62,000	56	7,17,500

* Independent Directors are paid remuneration in the form of sitting fees and Mrs. Mahua Mukherjee (Executive Director and Chief People Officer) and Mr. Aditya Goswami, (Company Secretary and Compliance Officer) are being paid remuneration in capacity of employees.

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**
Yes, The value chain partners are regularly assessed internally on various parameters including human rights related matters and their adherence which may include sexual harassment practices, non-deployment of child labor, adherence of minimum wages laws, better work-place environment, infrastructure for differently abled employees etc. For more information, email ids are: whistleblower.indiabbl@blackbox.com or komal.seshagiri@blackbox.com

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

None

6. **Number of complaints on the following made by employees**

No complaints were received.

7. **Mechanisms to prevent adverse consequences for the complainant in discrimination and harassment cases.**

The company has zero tolerance for sexual harassment at the workplace and has adopted a comprehensive policy on preventing, prohibiting, and redressing sexual harassment of women in the workplace. The company has an Internal Compliance Committee under the sexual harassment of Women at workplace (Prevention, Prohibition, and Redressal) Act, 2013. Members of the ICC are responsible for conducting inquiries related to such complaints. Throughout the process, the ICC will safeguard the identities of all parties involved as well as the contents of complaints and inquiry proceedings. The whistleblower policy provides for adequate safeguards against victimization of persons who use the mechanism through protected disclosures and has a process for providing direct access to the Chief Ethics Officer or Chairman of the Ethics Committee wherever required.

Please find the policy link below – https://www.blackbox.com/investors/Whistle-Blower-Policy

8. **Do human rights requirements form part of your business agreements and contracts?**

Yes, Human Rights form a part of the business agreements, like Labor Laws compliance, including statutory requirements, such as child labor, forced labor, and compulsory labor, which are investigated during on-boarding of suppliers. The vendors are required to sign this clause as a part of the contract.

9. **Assessments for the year:**

No external assessment has been carried out. However, we are adhering to applicable laws internally within the organization.

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments in Question 9 above.**

No significant risk / Not Applicable

LEADERSHIP INDICATORS

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

The company believes that it has upheld the basic principles of human rights in all its dealings. The company regularly creates awareness among its employees about the Code of Conduct.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

https://www.blackbox.com/investors/Whistle-Blower-Policy

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?** -

The registered office of the company has infrastructure enabled for differently abled visitors. Similarly, other offices with the presence of persons with disabilities are enabled with the necessary infrastructure support.

4. **Details on the assessment of value chain partners:**

The value chain partners are assessed on sexual harassment, child labor, wages, etc.

5. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments in Question 4 above.**

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 22-23	FY 21-22
Total electricity consumption (A) – mWh units	577,021	376,798
Total fuel consumption (B) - Units	5,958	3,869
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	582,979	380,666
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.00016	0.00012
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve, and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

We are not registered under the PAT (Perform, Achieve & Trade) scheme of the Government of India for any of our pan India locations.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	339,324 KL	507,936 KL
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**-**	**-**
Total volume of water consumption (in kilolitres)	**339,324 KL**	**507,936 KL**
Water intensity per rupee of turnover (Water consumed / turnover)	0.00092	0.00017
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

We regularly engage with the respective landlords to implement ZLD for all our rented facilities.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	DETAILS
NOx	Not Detected
SOx	Not Detected
Particulate matter (PM)	2.4 µg/m3 – PM 10 6.2 µg/m3 – PM 2.5
Persistent organic Pollutants (POP)	Not applicable
Volatile organic compounds (VOC)	Not Detected
Hazardous air pollutants (HAP)	Not applicable
Others – please specify	Carbon Dioxide, Carbon Monoxide, Ammonia, Formaldehyde, Oxygen, Hydrogen Sulphide – Within specified limited/Not detected

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Equinox Labs

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and their intensity in the following format:**

Black Box procures products and services from vendors who have strong environmental commitments, such as using renewable energy, reducing packaging waste, and employing eco-friendly manufacturing processes. We are committed to reducing greenhouse gas emissions. This is an on-going initiative, and we track this periodically.

7. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

Black Box has set long-term targets leading us on a decarbonization pathway, ensuring we become carbon neutral (net zero) by 2050. We prioritize energy-efficient solutions in its technology offerings, such as promoting energy-efficient servers, networking equipment, and data centers. This helps clients reduce their carbon footprint and energy consumption.

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 22-23	
Total waste generated (in metric tons)		
Plastic waste	Not tracked currently as we have negligible plastic waste, and it is majorly managed by the facility owners and hence not tracked.	
E-waste	**1250 kg**	
Bio-medical waste	Not applicable. We do not produce or dispose of any kind of biomedical, construction debris or radioactive waste.	
Construction and demolition waste		
Battery waste	Included in e-waste	
Radioactive waste	Not applicable	Not applicable
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of waste		
(i) Recycled	We use only recycled paper, paper cups, envelopes, paper rim	
(ii) Re-used	-	
(iii) Other recovery operations	-	
Total		

Parameter	FY 22-23	
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
(i) Incineration	Our waste generation is minimal and consequently there is no requirement of incineration or landfilling activities.	
(ii) Landfilling		
(iii) Other disposal operations (Sanitary waste managed by vendor)	312 kg	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such waste.**

Black Box Limited practices minimum wastage: We have kept separate bins for wet and dry waste, which is then easy to segregate for the building waste management team. Since we are predominantly service-based and not a manufacturing company, hazardous and toxic chemical waste does not apply to us.

10. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Black Box Limited does not have operations/offices in/around ecologically sensitive areas where environmental approvals / clearances are required.

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws in the current financial year:**

NIL

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, the Air (Prevention and Control of Pollution) Act, the Environment protection act, and the rules thereunder (Y/N).**

Black Box complies with applicable environmental laws and regulations.

LEADERSHIP INDICATORS

- Electricity from various states electricity board
- Generator backup from property generator set
- Third-party water, which we get from municipal water sources
- Bottled drinking water is supplied by agencies – Water Test report available
- Air at Mumbai and other offices was tested and found to be good for the working environment

1. **Provide break-up of the total energy consumed (in joules or multiples) from renewable and non-renewable sources, in the following format:**

   Black Box has set long-term targets leading us on a decarbonization pathway; we aim to become carbon neutral (net zero) by 2050. We prioritize energy-efficient solutions in our technology offerings, such as promoting energy-efficient servers, networking equipment, and data centers. This helps clients reduce their carbon footprint and energy consumption.

   Currently, we do not have a process to track; however, we are in the process of introducing the same.

2. **Provide the following details related to water discharge:**

   Currently, we regularly engage with our landlords for all rented facilities, because of which we individually cannot track them; however, we are in the process of introducing the same.

3. **Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):**

   Currently, we regularly engage with our landlords for all rented facilities, because of which we individually cannot track them; however, we are in the process of introducing the same.

4. **Please provide details of total Scope 3 emissions and their intensity in the following format:**

   Not applicable

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct and indirect impact of the entity on biodiversity in such areas, along with prevention and remediation activities:**

   Not applicable

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as the outcome of such initiatives as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Live plants kept in open areas	Managed by our vendor	Helps with oxygen levels
2	LED lights from conventional lights	Replacing conventional lights to cut down on energy consumption	Energy consumption reduced to an extent
3	Motion sensors	Installed at specific areas in office	Reduced the use of additional electricity consumption
4	Air Conditioner power consumption	Our vendor services AC's regularly. AC's are switched off at unused places. Minimum pleasant degree is maintained.	Results seen in monthly electricity bills.
5	Drinking Water Testing	Conforms to IS 10500 : 2012	Pollutant –free drinking water
6	Air Quality Testing	Office air quality tested	Air Quality found good for the working environment

7. **Does the entity have a business continuity and disaster management plan?**

   The purpose of the Disaster Recovery plan at Black Box is to ensure documented standards/procedures for developing disaster recovery plans and for maintaining disaster recovery arrangements throughout the enterprise. The plan includes,

   - A formal process for developing disaster recovery plans and maintaining them for critical applications across the enterprise is established therein

   - The plan specifies that:
     - It provides for all critical parts of the system
     - Has ownership defined for the plan that will ensure regular maintenance updating or following significant changes to business processes or problems encountered during tests
     - Distributed to all individuals who may require them in case of an emergency
   - The disaster recovery plan contains,
     - A list of Services that would need to be recovered
     - A schedule of key tasks to be carried out, identifying responsibilities for each task
     - Sufficient details, so that they can be followed by individuals who do not normally carry the out same
     - Procedures to be followed in completing key tasks and activities, including emergency fallback & resumption procedures
   - As per the procedure, the DR plan:
     - Covers critical IT facilities and key user areas
     - Are tested at least once a year, using realistic simulations, to demonstrate whether critical services can be resumed within critical timelines
     - Requires relevant staff to be informed of their responsibilities and be trained to discharge them

   Please find link - https://www.blackbox.com/en-in/discover-bb/covid-19-response/business-continuity-plan

8. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

   No significant adverse impact on the environment has occurred or reported so far.

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   Our value chain partners adhere to and carry out their own assessments for environmental impacts.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   Black Box is affiliated with many trade and industry chambers/ associations to ensure a collaborative environment that helps us to access knowledge, build a network, improve our reputation, advertise, educate, market, and collaborate with the government for policy changes that help businesses and the society.

   b. **List the top trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

   As a listed entity in India and by virtue of law, we are part of trade associations like the CII Corporate Governance Council, the CII Western Region Council and are affiliated to AVIXA.

   We are also part of International forums and trade associations like the ICS in Europe, among others.

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   There are no orders from regulatory authorities on any issues of anti-competitive conduct.

LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity:**

   At Black Box, our utmost priority is to create value for all members of the Black Box ecosystem – our customers, partners, investors, and associates. We do this by setting key objectives across business, technologies, and sustainability initiatives across various geographies even as we focus on people and planet alike. We achieve these objectives in myriad ways – one of which involves forging and maintaining purposeful, symbiotic partnerships with our stakeholders, including industry associations, fellow organizations, government representatives, and more.

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

   SIA is not applicable to any of the projects undertaken by the company. However, the company assesses the effectiveness of all projects undertaken voluntarily as a part of Black Box's way of giving back to society.

2. Provide information on the project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

   During COVID-19 Pandemic, we made sure that optimum measures were taken for the Black Box employees, here are some of them:

   1. Providing all the support to work in safe Work from Home Environment
   2. Providing needed COVID-19 inoculation to the employees and his/her family
   3. Financial support through the company's medical policy at the time of any medical emergency

   Some of the key CSR Activities are highlighted as follows:

   1. We continue to prioritize our efforts to empower Persons with Disabilities (PwDs), through our CSR projects. The focus is on creating an environment that provides PwDs with equal opportunities and enabling them to participate as independent and productive members of society. We have continued our affiliation with Sarthak Foundation by sponsoring the training of 18 PWDs through their intervention named JEET (Job Entrepreneurship and Empowerment Training). This 3-month long extensive training aims at enabling youth with disability to live financially independent lives through vocational skill building and placement support creation. Black Box supported Sarthak Foundation donating INR 3 Lakhs for FY'23.
   2. We even carried out a beach cleaning drive at one of the beaches in Mumbai, India in FY'23 as part of our CSR initiatives.
   3. We have participated in Tata Marathon and promoted the cause of PwD through Banners and Placards.

3. **Describe the mechanisms to receive and redress grievances of the community.**

   There is regular engagement with key community institutions and representatives from key neighborhoods across India. Stakeholders can find more information about our initiatives and contact us for any of their queries and concerns by clicking the following link:

   https://www.blackbox.com/investors/Whistle-Blower-Policy
   Email Address: whistleblower.indiabbl@blackbox.com

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	32%	13%

LEADERSHIP INDICATORS

Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): There are NO negative impacts.

1. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   It is not applicable.

2. A. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? -** No

   B. **From which marginalized /vulnerable groups do you procure?**- Not Applicable

   C. **What percentage of total procurement (by value) does it constitute?**

   Being an IT Services provider, our major procurement is for IT-related products and services which are sourced through large multinational OEMs directly or through distributors. However, Black Box continually strives to procure locally, sustainably, and from marginalized /vulnerable suppliers for requirements in any other areas. We prefer local suppliers of goods and services to help create economic opportunities in the communities in which we operate.

3. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   NA

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   NA

6. **Details of beneficiaries of CSR Projects:**

   We continue to prioritize our efforts to empower Persons with Disabilities (PwDs) through our CSR projects. The focus was on creating an environment that provides PwDs with equal opportunities and enables them to participate as independent and productive members of society.

   Please refer to Annexure VII to Director's Report - Report on Corporate Social Responsibility on Page No. 84

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Supporting an omnichannel customer support channel has become more complex than ever because of the global remote and hybrid work methods. The respective regional representatives and the managers of each regional office ensure that ongoing customer engagement and proper customer relationships are maintained. The efforts are to solve customer grievances in the shortest period of time.

   We utilize channels like websites, emails, contact numbers, contact centres, and social media to answer queries and concerns. We try to address those concerns within 24 hours.

2. **Turnover of products and/ services as a percentage of turnover from all products /service that carry information about:**

   Black Box is not a manufacturer of products. As an organization, we provide digital transformation and consulting and business reengineering services and solutions to customers. We ensure the creation of a safe and responsible environment where the usage of materials and/or the recycling and/or disposal of waste-electronic and otherwise are as per applicable laws. Black Box works with our customers on similar lines and delivers services that help advance their technology transformation roadmap using tools, framework, and in creating a safe and recycled materials framework.

3. **Number of consumer complaints in respect of the following:**

   No complaints. As per standard practice, we do not consider reviews or comments as complaints.

4. **Details of instances of product recalls on account of safety issues:**

   No instance of product recall.

   Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. https://www.blackbox.com/en-us/legal/privacy-policy

5. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

   As of now, no issues have been reported; there were no corrective actions taken or underway on any of the above issues.

LEADERSHIP INDICATORS

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available). https://www.blackbox.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Awareness of safety through:

   i. Social Media – Regular updates related to Black Box services or any updates about the solutions or products.

   iii. Outreaches – We are regularly connecting through contact programs and updating new developments in solutions or products business. All the information is regularly updated on our website.

   ii. Safety emails – This is a regular feature for both internal and external customers where we inform/update them on any changes or development in the solutions or products segment.

   iv. Newsletters – Newsletters are again a regular feature that keeps us abreast with the latest developments or updates in the policy.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Mailers or website updates on the End of Sales or End of Life of a product.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No):**

   We don't manufacture any products.

5. **Provide the following information relating to data breaches:**

   A. **Number of instances of data breaches along with impact:** No instance of the data breach.

   B. **Percentage of data breaches involving personally identifiable information of customers:** 0%

INDEPENDENT AUDITOR'S REPORT

To the Members of Black Box Limited

Report on the Audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying standalone financial statements of **Black Box Limited** (the 'Company'), which comprise the Standalone Balance Sheet as at 31 March 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including Other Comprehensive Income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER – NON-COMPLIANCE WITH LAWS AND REGULATIONS

4. We draw attention to Note 47 to the accompanying standalone financial statements which describes the delay in remittance of import payments and repatriation of proceeds of export of goods and services, aggregating to ₹ 3.28 Crores and ₹ 17.82 Crores, respectively, outstanding as at 31 March 2023 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 standalone financial statements in respect of aforesaid delays. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTER

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition under Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') Refer note 2D(xvii) – 'Income recognition' and notes 23 and 42 – 'Revenue from contracts with customers' to the standalone financial statements for the related accounting policy on revenue recognition and details of revenue recognised during the year. Revenue for the Company consists primarily of sale of products and sale of implementation and maintenance services for networking equipment and communications technology solutions. Owing to the multiplicity of the Company's products and services, compliance with varied customer specifications, and diverse terms of contracts with customers, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention. Further, the application of Ind AS 115 involves significant judgements/ material estimates relating to identification of distinct performance obligations, determination of transaction price, including impact of variable consideration, of the identified performance obligations and the appropriateness of the basis used to measure revenue recognised over a period of time. Considering the materiality of amounts involved, significance of the area to the standalone financial statements, combined with significant judgements and estimates involved, revenue recognition is considered to be a key audit matter for the current year audit.	Our audit included, but was not limited to, the following procedures performed in respect of revenue recognition: • Evaluated the design and tested the operating effectiveness of internal financial controls relating to the application of revenue accounting standard specifically those relating to identification of the distinct performance obligations and determination of transaction price. Procedures performed included enquiry and observation, reperformance or inspection as applicable, of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and presenting revenue in accordance with the revenue accounting standard. • Selected a sample of contracts and performed the following procedures: o Read, analysed and identified the distinct performance obligations in these contracts; o Compared such performance obligations with those identified and recorded by the management; and o Reviewed contract terms to determine the transaction price including variable consideration, if any, to determine the appropriate transaction price for computing revenue. • Samples in respect of revenue recorded for sale of products were tested by inspecting either the customer acceptances, invoices and/ or historical trend of collections and disputes. Further, tested sample transactions before and after year end to ensure revenue is recorded in the correct period. • In respect of samples relating to fixed maintenance contracts, verified the period of the contract with the customer agreements and verified whether the revenue was recognised appropriately over the period of contract as services were being rendered basis the method of determination of satisfaction of performance obligations in accordance with Ind AS 115.

Key audit matter	How our audit addressed the key audit matter
	• Tested samples of credit notes issued during the year and subsequent to year end, if any to confirm revenue recognised during the period was appropriate. • Performed analytical procedures for reasonableness of revenue recorded. • Assessed the appropriateness and adequacy of disclosures included in the standalone financial statements, in accordance with the requirements of Ind AS 115.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

7. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including Other Comprehensive Income, standalone changes in equity and standalone cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

12. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls with reference to standalone financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

16. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

17. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure – I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

18. Further to our comments in Annexure – I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The standalone financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

    f) With respect to the adequacy of the Internal Financial Controls with reference to standalone financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate report in Annexure – II wherein we have expressed an unmodified opinion; and

    g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company, as detailed in Note 37A to the standalone financial statements, has disclosed the impact of pending litigations on its standalone financial position as at 31 March 2023;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

        iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 51(f) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entity (the 'intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

            b. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 51(f) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity (the 'Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

            c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

        v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

        vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN: 23106815BGYCAM4238

Place: Mumbai
Date : 30 May 2023

ANNEXURE – I REFERRED TO IN PARAGRAPH 17 OF THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BLACK BOX LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE') and right of use assets ('ROU assets').

(B) The Company has maintained proper records showing full particulars of intangible assets including intangible assets under development.

(b) The PPE and ROU assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued its PPE (including ROU assets) or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) As disclosed in note 50 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 Crores by banks based on the security of current assets. The quarterly returns/ statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/ statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit, except as disclosed in note 50 to the accompanying standalone financial statements.

(iii) (a) The Company has not provided any loans or provided any advances in the nature of loans, or guarantee, or security to any other entity during the year. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.

(b) The Company has not provided any guarantee or given any security or granted any loans or advances in the nature of loans during the year. However, the Company has made investment in one company and in our opinion, and according to the information and explanations given to us, such investment made is, prima facie, not prejudicial to the interest of the Company.

(c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investment made and guarantee provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted and security provided by it.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products and services. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Amount (₹ in Crores)	Amount paid under Protest (₹ in Crores)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income tax	0.55	0.55	Assessment year 2009-10	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income tax	5.53	5.53	Assessment year 2010-11	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income tax	0.55	0.55	Assessment year 2015-16	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income tax	0.04	-	Assessment year 2016-17	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income tax	0.21	0.21	Assessment year 2018-19	Assistant Director of Income Tax, Centralised Processing Center
West Bengal Sales Tax Act, 1994	Sales tax	0.03	-	2003-04, 2005-06 and 2006-07	Sr. Joint Commissioner of Commercial Tax, West Bengal
The Kerala Value Added Tax Act, 2003	Value added tax	0.08	-	2008-09	Deputy Commissioner (Appeals) of Commercial Tax, Kerala

Name of the statute	Nature of dues	Amount (₹ in Crores)	Amount paid under Protest (₹ in Crores)	Period to which the amount relates	Forum where dispute is pending
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	0.28	0.08	2008-09	Additional Commissioner (Appeals) of Commercial Tax, Lucknow
The Kerala Value Added Tax Act, 2003	Value added tax	0.05	0.02	2011-12	Assistant Commissioner (Appeals)
The Kerala Value Added Tax Act, 2003	Value added tax	0.03	0.01	2009-10	Assistant Commissioner (Appeals)
The Gujarat Value Added Tax Act, 2003	Value added tax	0.74	0.26	2011-12	Gujarat VAT Tribunal
The Gujarat Value Added Tax Act, 2003	Value added tax	1.58	0.44	2012-13	Gujarat VAT Tribunal
The Gujarat Value Added Tax Act, 2003	Value added tax	0.20	0.06	2013-14	Gujarat VAT Tribunal
The Maharashtra Value Added Tax Act, 2002	Value added tax	0.47	0.03	2013-14	Joint Commissioner of Appeals
The Gujarat Value Added Tax Act, 2003	Value added tax	0.54	0.07	2015-16	Gujarat VAT Tribunal
Tamil Nadu Value Added Tax Act, 2006	Value added tax	0.10	-	2015-16	Deputy Commissioner (Appeals), Chennai
The Kerala Value Added Tax Act, 2003	Value added tax	1.15	-	2013-14, 2014-15, 2015-16 and 2016-17	State Tax Officer (State GST department)
The Maharashtra Value Added Tax Act, 2002	Value added tax	0.51	-	2015-16	Joint Commissioner of Commercial Tax (Appeals), Mumbai
The Gujarat Value Added Tax Act, 2003	Value added tax	2.50	-	2016-17	Commissioner of State Tax, Ahmedabad
The Haryana Value Added Tax Act, 2003	Value added tax	0.21	-	2014-15	Excise and Taxation Officer, Gurgaon

BLACK BOX

Name of the statute	Nature of dues	Amount (₹ in Crores)	Amount paid under Protest (₹ in Crores)	Period to which the amount relates	Forum where dispute is pending
The Gujarat Value Added Tax Act, 2003	Value added tax	0.60	0.02	2017-18	Joint Commissioner of Commercial Tax, Ahmedabad
The Maharashtra Value Added Tax Act, 2002	Value added tax	1.09	-	2016-17	Deputy Commissioner of Sales Tax, Mumbai
Delhi Value Added Tax Act, 2004	Value added tax	0.64	-	2012-13, 2015-16	SOHA (Special Objection Hearing Authority Appeals)
Finance Act,1994	Service tax	0.50	0.05	2006-07, 2007-08 and 2011-12	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Finance Act,1994	Service tax	0.74	0.04	2004-05 to 2006-07	Customs, Excise and Service Tax Appellate Tribunal, Mumbai
Finance Act,1994	Service tax	0.06	0.03	2005-06	Commissioner of Central Excise and Service Tax - Appeals
Finance Act,1994	Service tax	2.90	-	2016-17	Commissioner (Appeals), Gandhinagar

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of account.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the standalone financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associate.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the amounts so raised have been utilized by the Company for the purposes for which these funds were raised. Further, the Company has not made any private placement of shares or fully, partially or optionally convertible debentures during the year.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard ('Ind AS') 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules, 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the internal auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN: 23106815BGYCAM4238

Place: Mumbai
Date : 30 May 2023

ANNEXURE – II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BLACK BOX LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

Independent Auditor's Report on the Internal Financial Controls with reference to the standalone financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the standalone financial statements of **Black Box Limited** (the 'Company') as at and for the year ended 31 March 2023, we have audited the Internal Financial Controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the Internal Financial Controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibilities for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's Internal Financial Controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to standalone financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's Internal Financial Controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of Internal Financial Controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to standalone financial statements to future periods are subject to the risk that the Internal Financial Controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate Internal Financial Controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2023, based on the Internal Financial Controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN: 23106815BGYCAM4238

Place: Mumbai
Date : 30 May 2023

BLACK BOX

STANDALONE BALANCE SHEET as at 31 March 2023

₹ in Crores

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	7.48	8.42
Right of use assets	4	22.42	23.47
Intangible assets	5	3.76	1.24
Intangible assets under development	5.1	2.23	-
Financial assets			
Investment in subsidiary	6	234.16	194.48
Other financial assets	7	11.78	10.80
Deferred tax assets (net)	9	-	-
Tax assets (net)		38.65	44.34
Other non-current assets	10	5.13	5.09
Total non-current assets		**325.61**	**287.84**
Current assets			
Inventories	11	11.49	6.87
Financial assets			
Trade receivables	12	118.52	82.48
Cash and cash equivalents	13	0.05	0.30
Bank balances other than cash and cash equivalents	13	1.23	1.93
Other financial assets	7	24.79	30.88
Contract assets	8	2.75	-
Other current assets	10	35.46	46.14
Total current assets		**194.29**	**168.60**
TOTAL ASSETS		**519.90**	**456.44**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	33.58	32.81
Other equity		295.62	252.44
Total equity		**329.20**	**285.25**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	0.62	-
Lease liabilities	16	26.89	27.92
Other financial liabilities	17	0.25	0.23
Contract liabilities	19	6.52	0.25
Provisions	18	7.26	7.26
Other non-current liabilities	20	0.18	0.18
Total non-current liabilities		**41.72**	**35.84**

STANDALONE BALANCE SHEET as at 31 March 2023

₹ in Crores

	Notes	As at 31 March 2023	As at 31 March 2022
Current liabilities			
Financial liabilities			
Borrowings	21	23.61	22.67
Lease liabilities	16	3.49	2.57
Trade payables	22		
Total outstanding dues to micro enterprises and small enterprises		14.43	18.13
Total outstanding dues to creditors other than micro enterprises and small enterprises		87.29	69.88
Other financial liabilities	17	1.03	1.30
Contract liabilities	19	12.29	14.18
Other current liabilities	20	5.97	5.92
Provisions	18	0.87	0.70
Total current liabilities		**148.98**	**135.35**
TOTAL LIABILITIES		**190.70**	**171.19**
TOTAL EQUITY AND LIABILITIES		**519.90**	**456.44**

The accompanying notes form an integral part of the standalone financial statements

This is the standalone balance sheet referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

₹ in Crores

	Notes	31 March 2023	31 March 2022
INCOME			
Revenue from operations	23	363.37	293.59
Other income	24	2.22	6.10
Total income (I)		**365.59**	**299.69**
EXPENSES			
Purchase of stock-in-trade		166.54	112.49
Changes in inventories of work-in-progress and stock-in-trade	25	(6.01)	5.05
Service charges		104.28	101.22
Employee benefits expense (net)	26	44.46	38.11
Finance costs	27	7.75	5.70
Depreciation and amortisation expense	28	6.51	4.49
Other expenses	29	37.92	25.73
Total expenses (II)		**361.45**	**292.79**
Profit before impact of foreign currency transactions and translations, exceptional item and tax (I-II)		**4.14**	**6.90**
Gain on foreign currency transactions and translations (net)		1.65	0.64
Profit before exceptional item and tax		**5.79**	**7.54**
Exceptional item - expense	30	-	1.73
Profit before tax		**5.79**	**5.81**
Tax expense/(credit)	31		
Current tax		-	-
Deferred tax		(0.05)	-
Total tax credit		**(0.05)**	**-**
Net profit for the year		**5.84**	**5.81**

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

₹ in Crores

	Notes	31 March 2023	31 March 2022
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurement gain on defined benefit plan		0.19	0.50
- Income tax relating to above items	31	(0.05)	-
Other Comprehensive Income for the year (net of taxes)		**0.14**	**0.50**
Total Comprehensive Income for the year (net of taxes)		**5.98**	**6.31**
Earnings per equity share (Face value of ₹ 2 each)	32 and 48		
Basic (in ₹)		0.35	0.36
Diluted (in ₹)		0.35	0.35

The accompanying notes form an integral part of the standalone financial statements

This is the standalone statement of profit and loss referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

₹ in Crores

	31 March 2023	31 March 2022
(A) Cash flows from operating activities		
Profit before tax	**5.79**	**5.81**
Adjustments for non-cash transactions and items considered separately:		
Depreciation and amortisation expense	6.51	4.49
Gain on remeasurement of lease	-	(0.39)
Gain on sublease arrangement	-	(0.45)
Interest on income-tax refund	(0.60)	(2.42)
Actuarial gain on defined benefits plan	0.19	0.50
Creation of provision for warranties (net)	0.12	0.07
Allowance for expected credit loss (net)	10.05	5.44
Bad debts	2.63	0.12
Sundry balances written off	1.93	-
Liabilities/provisions for earlier years no longer required written back/ reversed	(6.46)	(1.25)
Interest income on sublease arrangements	(0.87)	(0.55)
Interest income on security deposits	(0.05)	(0.17)
Impairment in value of inventory	0.42	-
Net gain on foreign currency translation	(0.19)	(0.51)
Finance costs	7.75	5.70
Interest income on bank deposits	(0.27)	(0.30)
Expenses on share based payments	0.42	0.51
Operating profit before working capital changes	**27.37**	**16.60**
Changes in working capital :		
Trade receivables	(45.49)	(20.53)
Inventories	(5.06)	4.99
Financial and other assets	11.61	(3.30)
Trade payables	15.78	26.49
Provisions and other liabilities	4.11	(16.00)
Cash generated from operating activities before taxes	**8.31**	**8.25**
Income taxes refund	6.29	7.02
Net cash generated from operating activities (A)	**14.60**	**15.27**
(B) Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets	(6.44)	(4.73)
Interest received on bank deposits	0.33	0.29
Investment made in equity shares of subsidiary	(39.68)	-
Net cash used in investing activities (B)	**(45.79)**	**(4.44)**

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

₹ in Crores

	31 March 2023	31 March 2022
(C) Cash flows from financing activities		
Proceeds from issue of equity shares under ESOP (including securities premium)	0.36	1.79
Money received against share warrants (including securities premium) [refer note 36(II)]	37.30	-
Availment of term loan	0.89	-
Repayment of term loan	(0.11)	-
Availment of cash credit facilities (net)	0.78	6.06
Repayment of letter of credit facility	-	(16.33)
Receipt under sublease arrangement [refer note 36(II)]	1.11	1.29
Payment of lease liabilities (net) [including payment of interest on lease liabilities amounting to ₹ 3.82 Crores (31 March 2022: ₹ 2.54 Crores)]	(6.77)	(4.60)
Payment of interest (excluding interest on lease liabilities)	(2.28)	(1.59)
Payment of other financing costs	(0.36)	(0.86)
Net cash generated from / (used in) financing activities (C)	**30.92**	**(14.24)**
Net decrease in cash and cash equivalents (A + B + C)	**(0.27)**	**(3.41)**
Cash and cash equivalents at the beginning of the year	0.30	3.69
Unrealised gain on foreign currency cash and cash equivalents	0.02	0.02
Cash and cash equivalents at the end of the year	**0.05**	**0.30**
Components of cash and cash equivalents (refer note 13)		
Balances with banks:		
– In current accounts	0.04	0.28
Cash on hand	0.01	0.02
Total cash and cash equivalents	**0.05**	**0.30**

The accompanying notes form an integral part of the standalone financial statements

The above standalone statement of cash flows has been prepared under the “Indirect Method” as set out in Ind AS 7 “Statement of Cash Flows” specified under section 133 of the Companies Act, 2013 (‘the Act’).

This is the standalone statement of cash flows referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

EQUITY SHARE CAPITAL

Particulars	Note	Number of shares	₹ in Crores
As at 1 April 2021	14	**162,644,150**	**32.53**
Changes during the year		1,420,120	0.28
As at 31 March 2022	14	**164,064,270**	**32.81**
Changes during the year		3,840,340	0.77
As at 31 March 2023	14	**167,904,610**	**33.58**

OTHER EQUITY

₹ in Crores

Particulars	Reserves and surplus						Money received against share warrants	Total
	Capital reserve	Securities premium	General reserve	Retained earnings	Stock options outstanding account	Remeasurement of defined benefit plan (net of taxes)		
As at 1 April 2021	**22.64**	**220.36**	**100.59**	**(113.76)**	**1.74**	**0.14**	**12.40**	**244.11**
Profit for the year	-	-	-	5.81	-	-	-	5.81
Remeasurement of defined benefit plan	-	-	-	-	-	0.50	-	0.50
Transactions with owners in their capacity as owners:								
Expenses on employee stock option scheme	-	-	-	-	0.51	-	-	0.51
Transferred to securities premium	-	1.24	-	-	(1.24)	-	-	-
Issue of equity shares on exercise of employee stock options	-	1.51	-	-	-	-	-	1.51
As at 31 March 2022	**22.64**	**223.11**	**100.59**	**(107.95)**	**1.01**	**0.64**	**12.40**	**252.44**
Profit for the year	-	-	-	5.84	-	-	-	5.84
Remeasurement of defined benefit plan	-	-	-	-	-	0.14	-	0.14
Transactions with owners in their capacity as owners:								
Expenses on employee stock option scheme	-	-	-	-	0.42	-	-	0.42
Money received against share warrants	-	-	-	-	-	-	37.30	37.30
Transferred to other financial liabilities [refer footnote to Note 14(a)]	-	-	-	-	-	-	(0.10)	(0.10)
Transferred to securities premium	-	0.24	-	-	(0.24)	-	-	-
Transferred to securities premium on exercise of share warrants [refer note 36(II)]	-	48.86	-	-	-	-	(48.86)	-
Issue of equity shares on exercise of share warrants [refer note 36(II)]	-	-	-	-	-	-	(0.74)	(0.74)
Issue of equity shares on exercise of employee stock options	-	0.32	-	-	-	-	-	0.32
As at 31 March 2023	**22.64**	**272.53**	**100.59**	**(102.11)**	**1.19**	**0.78**	**-**	**295.62**

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

Nature and purpose of reserves:

Capital reserve

Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instrument is transferred to capital reserve.

Securities premium

Amount received (on issue of shares) in excess of the par value has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Act.

General reserve

This represents appropriation of profit by the Company.

Retained earnings

Retained earnings comprises of current year and prior years undistributed earnings / (loss) after taxes.

Stock option outstanding account

The stock option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to the securities premium account upon exercise of stock options by employees, as applicable. In case of forfeiture, corresponding balance is transferred to general reserve.

Remeasurement of defined benefit plan

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in Other Comprehensive Income and are adjusted to retained earnings.

The accompanying notes form an integral part of the standalone financial statements

This is the standalone statement of changes in equity referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

1 CORPORATE INFORMATION

Black Box Limited ('the Company') or 'BBL' is a public company domiciled in India and incorporated under the provisions of the Companies Act,1956. Its shares are listed on two stock exchanges in India, Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE'). The Company's registered office is located at 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708. The Company, along with its foreign and Indian subsidiaries, is a global information, communications technology (ICT) solutions provider and integrator seamlessly delivering technology based solutions across global markets and verticals layered with a spectrum of applications and services. The Company is the leader in Enterprise Communications in India with global footprint in locations spanning India, Middle East and Africa, North America, Australia, New Zealand, Singapore and Europe.

2 BASIS OF PREPARATION AND PRESENTATION

A. General information and statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and relevant amendment rules thereafter, including the presentation and disclosure requirements of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India ('SEBI') to the extent applicable. The significant accounting policies for the years ended 31 March 2023 and 31 March 2022 are consistent.

The revision to standalone financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

All amounts included in the standalone financial statements are reported in Indian Rupees ('INR') in Crores unless otherwise stated and rounded up to two decimals. Further, "0" denotes amounts less than fifty thousands rupees.

These standalone financial statements are separate financial statements of the Company under Ind AS 27 "Separate Financial Statements" ('Ind AS 27').

B. Basis of preparation

The standalone financial statements have been prepared on a historical cost convention and on an accrual and going concern basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

i. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);

ii. Share based payment transactions; and

iii. Defined benefit and other long-term employee benefits.

C. Use of estimate and judgment

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

(i) **Income tax:** Significant judgments are involved in determining the provision for income tax, including the amount expected to be paid or recovered in connection with uncertain tax positions.

(ii) **Deferred tax:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

(iii) **Defined benefit plan and compensated absences:** The cost of the defined benefit plan, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, average future service and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In case of compensated absences, employees generally have an unconditional right to avail the accumulated leaves, however there are certain circumstances which also gives a right to the Company to defer the employee's leave (for example: Company's right to postpone/deny the leave, restriction to avail leave in the next year for a maximum number of days etc.). Thus, for the bifurcation of provision between current and non-current, actuarial services are availed.

(iv) **Share-based payments:** The grant date fair value of options granted to employees is recognised as employee benefits expense, with corresponding increase in equity, over the period that the employees become unconditionally entitled to the option. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "stock options outstanding account". The amount recognised as an expense is adjusted to reflect the impact of the revision estimates based on number of options that are expected to vest, in the standalone statement of profit and loss with a corresponding adjustment to equity.

(v) **Property, plant and equipment:** The charge in respect of periodic depreciation is derived after determining an estimate of the PPE's expected useful life and the expected residual value at the end of its useful life. Depreciation of PPE is calculated on straight-line basis over the useful life estimated by the management either based on technical evaluation or those prescribed under schedule II of the Act.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Intangible assets: The charge in respect of periodic amortisation is derived after determining an estimate of the expected useful life and the expected residual value at the end of its useful life. Amortisation of intangible assets is calculated on straight-line basis over the useful life estimated by the management which reflects the manner in which the economic benefit is expected to be generated.

(vi) **Expected credit losses on financial assets:** On application of Ind AS 109 "Financial Instruments", the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

(vii) **Provisions:** Provisions are recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit plan and compensated absences) are not discounted to their present value and are determined based on best estimate of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(viii) **Leases:** Ind AS 116 "Leases" requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

(ix) **Evaluation of indicators for impairment of assets:** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal and external factors. An asset is treated as impaired when the carrying value exceeds its recoverable value. The recoverable amount is the higher of the fair value less cost to sell and the value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risk specific to the assets. An impairment loss is charged to the standalone statement of profit and loss in the year in which an assets is identified as impaired. After impairment, depreciation or amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(x) **Contingent liabilities:** Contingent liability is possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Initially, Company makes an assessment of whether a transaction is to be disclosed as contingent liability or to be recoded as provision. Also at each balance sheet date, basis the management judgement, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

(xi) **Fair value measurement:** Management applies valuation techniques to determine fair value of financial assets and liabilities (where active market quotes are not available). This involves developing estimates and assumptions around volatility and dividend yield etc. which may affect the value of financial assets and liabilities.

(xii) **Revenue recognition**

Timing of satisfaction of performance obligations - Revenue from sale of product, including leasing of specific inventory item, is recognised when control of the product is transferred to the buyer and performance obligation is satisfied, which generally coincides with acknowledgement of delivery. Revenue from implementation services (including installation and commissioning) related to products supplied or on a standalone basis are recognised when services are rendered, as the performance obligations are met. Revenue from maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract.

Transaction price and amount allocated to performance obligations - The Company consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, goods and service tax). While determining the transaction price, Company also considers variable consideration, existence of significant financing component in the contract, non-cash consideration and consideration payable to a customer (if any). The transaction price to be allocated to performance obligations is determined basis the terms of individual contracts.

(xiii) **Control and significant influence -** Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Associate as an entity over which the investor has significant influence. If an Company holds, directly or indirectly through intermediaries, 20% or more of the voting power of the enterprise, it is presumed that the Company has significant influence, unless it can be clearly demonstrated that this is not the case. Also, the Company does not have significant influence in an enterprise can be demonstrated through following conditions:

(i) The Company does not have any representation on the board of directors or corresponding governing body of the investee.

(ii) The Company does not participate in policy making process.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(iii) The Company does not have any material transactions with the investee.

(iv) The Company does not interchange any managerial personnel.

(v) The Company does not provide any essential technical information to the investee.

Estimates and judgements are continuously evaluated. These are based on historical experience and other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

D. Summary of significant accounting policies

(i) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The standalone financial statements are presented in INR, which is the functional and presentation currency of the Company.

(ii) Foreign currency transactions and translations

Foreign currency transactions of the Company are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at the rate prevailing on the balance sheet date whereas non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the standalone statement of profit and loss.

(iii) Financial instruments

a. Initial recognition and measurement

The Company recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets (except trade receivables) and financial liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular purchase and sale of financial assets are recognised on the trade date. Further, trade receivables are measured at transaction price on initial recognition.

b. Subsequent measurement

Non derivative financial instruments

a. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

b. Financial assets at fair value through other comprehensive income ('FVOCI')

A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at fair value through profit or loss ('FVTPL')

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d. Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. De-recognition of financial instruments

The Company derecognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

d. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

(iv) Current versus non-current classification

(i) An asset is considered as current when it is:

a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or

b. Held primarily for the purpose of trading, or

c. Expected to be realised within twelve months after the reporting period, or

d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

(ii) All other assets are classified as non-current.

(iii) Liability is considered as current when it is:

a. Expected to be settled in the normal operating cycle, or

b. Held primarily for the purpose of trading, or

c. Due to be settled within twelve months after the reporting period, or

d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(iv) All other liabilities are classified as non-current.

(v) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(vi) All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(v) Property, plant and equipment ('PPE')

PPE are stated at historical cost, less accumulated depreciation and impairment losses, if any. Historical costs include expenditure directly attributable to acquisition which are capitalised until the PPE are ready for use, as intended by management, including non-refundable taxes. Any trade discount and rebates are deducted in arriving at the purchase price.

An item of PPE initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from disposals of assets are measured as the difference between the net disposal proceeds and the carrying value of the asset on the date of disposal and are recognised in the standalone statement of profit and loss, in the period of disposal.

Items such as spare parts are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

The Company depreciates PPE over their estimated useful lives using the straight-line method. The estimated useful lives of PPE are as follows:

Assets	Number of years
Plant and equipment	3 to 15 years
Furniture and fixtures	5 years
Office equipment	3 to 5 years
Buildings	30 to 60 years
Computers and servers	3 to 4 years
Electrical installations	5 years

In case of certain old PPE, the Company uses different useful life than those specified in Schedule II of the Act which is duly supported by technical evaluation. The management believe that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to PPE or on disposal of PPE is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

Capital work-in-progress includes PPE under construction and not ready for intended use as on the balance sheet date.

(vi) Intangible assets

Intangible assets acquired separately are initially recognised at cost of acquisition which includes purchase price including import duties and non-refundable taxes, if any and further includes directly attributable cost of preparing the asset for its intended use. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Computer software is amortised on a straight line basis over the estimated useful economic life which is expected as four years. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The amortisation of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the standalone statement of profit and loss when the asset is derecognised.

Amortisation on addition to intangible assets or on disposal of intangible assets is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

Intangible assets under development include purchase and implementation cost of new enterprise resource planning system/application and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment losses, if any.

(vii) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) Company as a lessee

The Company's lease asset class consists of leases for buildings, furniture and computers & servers. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

At the date of commencement of the lease, the Company recognises a right of use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit ('CGU') to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment on whether it will exercise an extension or a termination option.

Lease liabilities and ROU assets have been separately presented in the standalone balance sheet and lease payments have been classified as financing cash flows.

(ii) The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

(viii) Impairment of assets

a. Non-financial assets

Intangible assets, right of use assets and PPE are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the standalone statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the standalone statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. For impairment of inventory, refer accounting policy of "Inventories".

b. Financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 "Financial Instruments" requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all trade receivables and contract assets that do not constitute a financing component. In determining the allowances for doubtful trade receivables and contract assets, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables and contract assets based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the lifetime credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

For impairment of investment in subsidiaries and associates, refer accounting policy of "Investment in subsidiaries and associate".

(ix) Investment in subsidiaries and associate

Investment in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the standalone statement of profit and loss.

(x) Employee benefits

a. Long-term employee benefits

(i) Defined contribution plan

The Company has defined contribution plan for post employment benefits in the form of provident fund, employees' state insurance and labour welfare fund. Under the

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

defined contribution plan, the Company has no further obligation beyond making the contributions. Such contributions are charged to the standalone statement of profit and loss as incurred.

(ii) Defined benefit plan

The Company has defined benefit plan for post employment benefits in the form of gratuity for its employees in India. Liability for defined benefit plan is provided on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

Actuarial gains or losses are recognised in Other Comprehensive Income ('OCI'). Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in standalone statement of profit and loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of remeasurement of net defined benefit liability or asset through OCI.

Remeasurement comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) are not reclassified to standalone statement of profit and loss in subsequent periods.

(iii) Other long-term employee benefits

The employees of the Company are also entitled to other long-term employee benefits in the form of compensated absences as per the policy of the Company. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. In case of compensated absences, employees generally have an unconditional right to avail the accumulated leaves, however there are certain circumstances which also gives a right to the Company to defer the employee's leave (for example: Company's right to postpone/deny the leave, restriction to avail leave in the next year for a maximum number of days etc.). Thus, compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains and loss are recognised in the standalone statement of profit and loss during the period in which they arise.

b. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits include salary and performance incentives etc.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xi) Share based payments

The Company determines the compensation cost based on the fair value method using Black-Scholes-Merton formula, in accordance with Ind AS 102 "Share-based Payment". The Company grants options to its employees which will be vested in a graded manner and are to be exercised within a specified period. The compensation cost is amortised on graded basis over the vesting period. The share based payment expense is determined based on the Company's estimate of equity instrument that will eventually vest.

(xii) Unamortised cost for maintenance contracts

Contractual obligation relating to maintenance contracts, benefits of which will be consumed in subsequent years, have been recognised as unamortised cost for maintenance contracts and disclosed under "other assets".

(xiii) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

Contingent asset is not recognised in the standalone financial statements. However, it is recognised only when an inflow of economic benefits is probable.

(xiv) Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service is provided. Provision is based on historical experience. The estimate of such warranty-related costs is reviewed annually.

(xv) Borrowing costs

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xvi)Inventories

Inventories of work-in-progress and stock-in-trade are valued at cost or net realisable value, whichever is lower. The cost is determined on weighted average basis, and includes all costs incurred in bringing the inventories to their present location and condition including non-recoverable taxes. In the case of work-in-progress, cost also includes costs of conversion.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Further, inventory contains service spares which are used as replacement stocks by the Company for servicing the customers repairs and maintenance requirements during the service period. Adequate allowances are recognised as a measure of consumption over their expected life based on their usage.

Cost related to product and implementation contracts where performance obligation is not complete and certain goods or service inventories are transferred to customer premises as a part of contract, is recognised and presented as "Inventory at customer site".

Cost of stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition including non-recoverable taxes. The aforesaid items are valued at net realisable value if the finished products in which they are to be incorporated are expected to be sold at a loss.

(xvii) Income recognition

(a) Revenue recognition

When a performance obligation is satisfied, the Company recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation. Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The following specific recognition criteria must also be met before revenue is recognised:

Sale of products

Revenue from sale of product, including leasing of specific inventory item, is recognised when control of the product is transferred to the buyer and performance obligation is satisfied, which generally coincides with acknowledgement of delivery pending which the sale is disclosed as "Contract liabilities". The Company collects goods and services tax ('GST') and other indirect taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company and are accordingly excluded from the revenue.

Sale of services

1. Revenue from implementation services (including installation and commissioning) related to products supplied or on a standalone basis are recognised when services are rendered, as the performance obligations are met.

2. Revenue from maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract. This method of revenue recognition provides a faithful depiction of transfer of services.

3. Service income of a periodic nature which is billed but has not accrued during the year is disclosed as "Contract liabilities".

4. The Company collects GST and other indirect taxes on behalf of the government and therefore, these are not economic benefits flowing to the Company and are accordingly excluded from the revenue.

Incremental costs of obtaining a contract

The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. For certain contracts, Company does incur insignificant incremental costs to obtain the contract. Company applies practical expedient by recognising such cost as expense, when incurred, in the standalone statement of profit and loss instead of creating an asset as the amortisation period of the asset that the Company otherwise would have recognised is one year or less.

Significant financing component

Company considers all relevant facts and circumstances in assessing whether a contract contains a financing component and whether that financing component is significant to the contract, including both the conditions:

(a) the difference, if any, between the amount of promised consideration and the cash selling price of the promised goods or services; and

(b) the combined effect of both the following conditions:

(i) the expected length of time between when the entity transfers the promised goods or services to the customer and when the customer pays for those goods or services; and

(ii) the prevailing interest rates in the relevant market.

(b) Other operating revenue

It includes revenue arising from the reversal of operating liabilities / provisions no longer required or revenue arising from Company's ancillary revenue-generating activities. Revenue from these activities are recorded only when Company is reasonably certain of such income.

(c) Other income

Other income majorly comprises interest income which is recognised using the effective interest method and on time proportion basis.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(d) Trade receivables, contract assets and contract liabilities

Trade Receivable, net is primarily comprised of billed and unbilled receivables (i.e. only the passage of time is required before payment is due) for which the Company has an unconditional right to consideration, net of an allowance for doubtful accounts. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are primarily relate to unbilled amounts on fixed-price contracts utilising the cost to cost method i.e. percentage of completion method (POCM) of revenue recognition. Contract liabilities consist of advance payments and billings in excess of revenues recognised. The difference between opening and closing balance of the contract assets and liabilities results from the timing differences between the performance obligation and customer payment.

(xviii) Income tax

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on temporary differences between the accounting base and the tax base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax liabilities are recognised for all taxable temporary differences."

Current tax and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the asset and liability on a net basis.

(xix) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

(xx) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balance with banks in current account and demand deposits, together with other short-term, highly liquid investments (original maturity less than

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

three months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(xxi) Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(xxii) Exceptional items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

(xxiii) Guarantee commission

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 "Financial Instruments" and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115 "Revenue from Contracts with Customers".

(xxiv) Service charges

Service charges comprise of cost for back to back implementation services / installation and commissioning related to products supplied at customer location. Cost is recognised when services are received / commissioned or on completion of performance obligation.

Further, cost towards maintenance contracts is recognised based on receipt / delivery of services under the contract. It includes charges paid / payable to vendors towards annual maintenance contracts / warranty contracts / software support charges / engineers posted at customer sites.

(xxv) Events after the reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

(xxvi) Recent accounting pronouncements

The Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023. As the amendments are not yet effective as at reporting date, the Company is evaluating the requirement of these amendments and its impact on the standalone financial statements.

Ind AS 1 - "Presentation of Financial Statements" – This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - "Accounting Policies, Changes in Accounting Estimates and Errors" – This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

Ind AS 12 - "Income Taxes" – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

E. Details of significant investments in subsidiary companies in accordance with Ind AS 27

Sr. No.	Name of subsidiary	Principal place of business and country of incorporation	% ownership interest held by the Company as at 31 March 2023	% ownership interest held by the Company as at 31 March 2022
1	Black Box Technologies Pte. Limited	Singapore	100.00%	100.00%
2	AGC Networks LLC, USA	United States of America ('USA')	100.00%	100.00%
3	AGC Networks Philippines, Inc.	Philippines	100.00%	100.00%
4	AGC Networks & Cyber Solutions Limited	Kenya	100.00%	100.00%
5	AGC Networks LLC, Dubai *	Dubai	49.00%	49.00%
6	AGC Networks LLC, Abu Dhabi *	Abu Dhabi	0.00%	0.00%
7	BBX Main Inc.	USA	100.00%	100.00%
8	BBX Inc.	USA	100.00%	100.00%
9	Black Box Corporation	USA	100.00%	100.00%
10	ACS Dataline, LP	USA	100.00%	100.00%
11	ACS Investors, LLC	USA	100.00%	100.00%
12	BB Technologies, Inc.	USA	100.00%	100.00%
13	BBOX Holdings Mexico LLC	Mexico	100.00%	100.00%
14	BBOX Holdings Puebla LLC	USA	100.00%	100.00%
15	Black Box Corporation of Pennsylvania	USA	100.00%	100.00%
16	Black Box Network Services, Inc. – Government Solutions	USA	100.00%	100.00%
17	Black Box Services Company	USA	100.00%	100.00%

Sr. No.	Name of subsidiary	Principal place of business and country of incorporation	% ownership interest held by the Company as at 31 March 2023	% ownership interest held by the Company as at 31 March 2022
18	Delaney Telecom, Inc.	USA	100.00%	100.00%
19	Norstan Communications, Inc.	USA	100.00%	100.00%
20	Nu-Vision Technologies, LLC	USA	100.00%	100.00%
21	Black Box Network Services Australia Pty Ltd	Australia	100.00%	100.00%
22	Black Box GmbH	Austria	100.00%	100.00%
23	Black Box Network Services NV	Belgium	100.00%	100.00%
24	Black Box do Brasil Industria e Comercio Ltda.	Brazil	100.00%	100.00%
25	Black Box Canada Corporation	Canada	100.00%	100.00%
26	Norstan Canada, Ltd./Norstan Canada, Ltée	Canada	100.00%	100.00%
27	Black Box Holdings Ltd.	Cayman Islands	100.00%	100.00%
28	Black Box Chile S.A.	Chile	100.00%	100.00%
29	Black Box E-Commerce (Shanghai) Co., Ltd.	China	100.00%	100.00%
30	Black Box A/S	Denmark	100.00%	100.00%
31	Black Box Network Services (UK) Limited	United Kingdom	100.00%	100.00%
32	Black Box Finland OY	Finland	100.00%	100.00%
33	Black Box France	France	100.00%	100.00%
34	Black Box Deutschland GmbH	Germany	100.00%	100.00%
35	Black Box Network Services India Private Limited	India	100.00%	100.00%
36	Black Box Network Services (Dublin) Limited	Ireland	100.00%	100.00%
37	Black Box Software Development Services Limited	Ireland	100.00%	100.00%
38	Black Box Network Services S.r.l.	Italy	100.00%	100.00%
39	Black Box Network Services Co., Ltd.	Japan	100.00%	100.00%
40	Black Box Network Services Korea Limited	Korea	100.00%	100.00%
41	Black Box Network Services SDN. BHD.	Malaysia	100.00%	100.00%
42	Black Box de Mexico, S. de R.L. de C.V.	Mexico	100.00%	100.00%
43	Black Box International B.V.	Netherlands	100.00%	100.00%
44	Black Box International Holdings B.V.	Netherlands	100.00%	100.00%
45	Black Box Network Services New Zealand Limited	New Zealand	100.00%	100.00%
46	Black Box Norge AS	Norway	100.00%	100.00%
47	Black Box P.R. Corp.	Puerto Rico	100.00%	100.00%
48	Black Box Network Services Singapore Pte Ltd	Singapore	100.00%	100.00%
49	Black Box Comunicaciones, S.A.	Spain	100.00%	100.00%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Sr. No.	Name of subsidiary	Principal place of business and country of incorporation	% ownership interest held by the Company as at 31 March 2023	% ownership interest held by the Company as at 31 March 2022
50	Black Box Network Services AB	Sweden	100.00%	100.00%
51	Black Box Network Services AG	Switzerland	100.00%	100.00%
52	Black Box Network Services Corporation	Taiwan	100.00%	100.00%
53	Servicios Black Box S.A. de C.V.	Mexico	100.00%	100.00%
54	Black Box Network Services Hong Kong Limited	Hong Kong	100.00%	100.00%
55	Black Box Network Services Philippines Inc.	Philippines	100.00%	100.00%
56	Black Box Technologies Australia Pty Limited	Australia	100.00%	100.00%
57	AGCN Solutions Pte. Limited	Singapore	100.00%	100.00%
58	COPC Holdings Inc.	USA	100.00%	100.00%
59	COPC Inc.	USA	100.00%	100.00%
60	COPC International Inc.	USA	100.00%	100.00%
61	COPC Asia Pacific Inc.	USA	100.00%	100.00%
62	COPC International Holdings LLC	USA	100.00%	100.00%
63	COPC India Private Limited	India	100.00%	100.00%
64	COPC Consultants (Beijing) Co. Limited	China	100.00%	100.00%
65	Black Box Technologies New Zealand Limited	New Zealand	100.00%	100.00%
66	Pyrios Pty Limited (up to 03 September 2022)	Australia	0.00%	100.00%
67	Fujisoft Security Solutions LLC *	Dubai	49.00%	49.00%
68	Black Box Technologies LLC *	Dubai	49.00%	49.00%
69	Fuji Soft Technology LLC *	Abu Dhabi	49.00%	49.00%
70	Service Journey Strategies Inc.	USA	100.00%	100.00%
71	Black Box Costa Rica S.R.L	Costa Rica	100.00%	100.00%
72	Black Box Network Services Colombia S.A.S.	Colombia	100.00%	100.00%
73	Black Box Bangladesh Technologies Private Limited	Bangladesh	100.00%	100.00%
74	Black Box Technologies Group B.V.	Netherlands	100.00%	100.00%
75	Dragonfly Technologies Pty Ltd	Australia	100.00%	100.00%
76	Cybalt Inc.	USA	100.00%	100.00%
77	Black Box Products FZE	Dubai	100.00%	100.00%

* Represents legal ownership as per the local laws of respective country. However, Company through its subsidiaries, is holding 100% of the beneficial interest in these entities and accordingly 100% of the voting rights for such entities are also with the Company through its subsidiaries.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Sr. No.	Name of associate	Principal place of business and country of incorporation	% ownership interest held by the Company as at 31 March 2023	% ownership interest held by the Company as at 31 March 2022
1	Black Box DMCC **	Dubai	39.50%	86.00%

** The relationship of associate was established on 31 March 2023. The Company through its subsidiaries, was holding 86% of the ownership interest as at 31 March 2022, however neither the Company had control over this entity as per Ind AS 110 "Consolidated Financial Statements", nor it exercised significant influence as per Ind AS 28 "Investment in Associates and Joint Ventures" ('Ind AS 28') until the relationship was established on 31 March 2023. Further, for both the years, voting power was waived under a waiver agreement, thus voting power percentage was Nil as at 31 March 2023 and 31 March 2022.

Section 129(3) of the Act requires preparation of consolidated financial statement of the Holding Company and of all the subsidiaries including associate company and joint venture businesses in the same form and manner as that of its own. Ind AS 28 defines Associate as an entity over which the investor has significant influence. It mentions that if an entity holds, directly or indirectly through intermediaries, 20% or more of the voting power of the enterprise, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case. Also, an investor does not have significant influence in an enterprise can be demonstrated through following conditions:

(i) The investor does not have any representation on the board of directors or corresponding governing body of the investee.

(ii) The investor does not participate in policy making process.

(iii) The investor does not have any material transactions with the investee.

(iv) The investor does not interchange any managerial personnel.

(v) The investor does not provide any essential technical information to the investee.

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the standalone statement of profit and loss.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

3 PROPERTY, PLANT AND EQUIPMENT

₹ in Crores

	Building	Plant and equipment	Computers and servers	Electrical installations	Furniture and fixtures	Office equipment	Total
Gross carrying amount							
As at 1 April 2021	0.09	15.38	7.77	0.24	0.34	1.82	25.64
Additions	-	0.17	0.46	-	1.15	2.32	4.10
Disposals	-	4.49	0.49	-	0.00	0.68	5.66
As at 31 March 2022	**0.09**	**11.06**	**7.74**	**0.24**	**1.49**	**3.46**	**24.08**
Additions	-	0.06	0.01	-	0.68	0.50	1.25
Disposals	-	1.39	-	-	-	-	1.39
As at 31 March 2023	**0.09**	**9.73**	**7.75**	**0.24**	**2.17**	**3.96**	**23.94**
Accumulated depreciation							
As at 1 April 2021	0.08	11.31	6.92	0.15	0.08	1.42	19.96
Charge for the year	0.00	0.72	0.10	0.04	0.17	0.33	1.36
Disposals	-	4.49	0.49	-	0.00	0.68	5.66
As at 31 March 2022	**0.08**	**7.54**	**6.53**	**0.19**	**0.25**	**1.07**	**15.66**
Charge for the year	0.00	0.84	0.31	0.04	0.41	0.59	2.19
Disposals	-	1.39	-	-	-	-	1.39
As at 31 March 2023	**0.08**	**6.99**	**6.84**	**0.23**	**0.66**	**1.66**	**16.46**
Net carrying amount							
As at 31 March 2022	**0.01**	**3.52**	**1.21**	**0.05**	**1.24**	**2.39**	**8.42**
As at 31 March 2023	**0.01**	**2.74**	**0.91**	**0.01**	**1.51**	**2.30**	**7.48**

Footnotes:

1 Building includes those constructed on leasehold land.

2 For capital commitments, refer note 37(B).

3 The title deed of building is held in the name of the Company.

4 Information on PPE maintained as security by the Company (refer note 21):

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Class of asset	Net carrying amount 31 March 2023	Net carrying amount 31 March 2022	Loans / financing facilities against which assets are pledged
Plant and equipment	2.74	3.52	
Computers and servers	0.91	1.21	
Electrical installations	0.01	0.05	Cash credit facilities
Furniture and fixtures	1.51	1.24	
Office equipment	2.30	2.39	

4 RIGHT OF USE ASSETS

₹ in Crores

	Buildings	Furniture	Computers and servers	Total
Gross carrying amount				
As at 1 April 2021	8.70	-	-	8.70
Additions	23.52	4.19	2.11	29.82
Disposals	10.66	-	-	10.66
As at 31 March 2022	**21.56**	**4.19**	**2.11**	**27.86**
Additions	1.71	-	1.23	2.94
Disposals	1.58	-	-	1.58
As at 31 March 2023	**21.69**	**4.19**	**3.34**	**29.22**
Accumulated depreciation				
As at 1 April 2021	3.82	-	-	3.82
Charge for the year	2.75	0.26	0.03	3.04
Disposals	2.47	-	-	2.47
As at 31 March 2022	**4.10**	**0.26**	**0.03**	**4.39**
Charge for the year	2.83	0.41	0.64	3.88
Disposals	1.47	-	-	1.47
As at 31 March 2023	**5.46**	**0.67**	**0.67**	**6.80**
Net carrying amount				
As at 31 March 2022	**17.46**	**3.93**	**2.08**	**23.47**
As at 31 March 2023	**16.23**	**3.52**	**2.67**	**22.42**

Notes :

1. Disposals includes lease reassessments in the nature of pre-termination of lease arrangements for the reported years.
2. Refer note 41 for disclosure on leased assets and related lease liabilities.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

5 INTANGIBLE ASSETS

₹ in Crores

	Computer software
Gross carrying amount	
As at 1 April 2021	11.48
Additions	0.63
Disposals	-
As at 31 March 2022	**12.11**
Additions	2.96
Disposals	-
As at 31 March 2023	**15.07**
Accumulated amortisation	
As at 1 April 2021	10.78
Charge for the year	0.09
Disposals	-
As at 31 March 2022	**10.87**
Charge for the year	0.44
Disposals	-
As at 31 March 2023	**11.31**
Net carrying amount	
As at 31 March 2022	**1.24**
As at 31 March 2023	**3.76**

Footnote:

For capital commitments, refer note 37(B).

5.1 Intangible assets under development (`IAUD')

₹ in Crores

Particulars	As at 01 April 2022	Additions	Capitalised	As at 31 March 2023
IAUD	-	2.23	-	2.23
	-	**2.23**	**-**	**2.23**

Particulars	As at 01 April 2021	Additions	Capitalised	As at 31 March 2022
IAUD	-	-	-	-
	-	**-**	**-**	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

IAUD represents purchase and implementation cost of new enterprise resource planning system/application

Ageing schedule as at 31 March 2023 ₹ in Crores

Particulars	IAUD for a period of Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Project in progress	2.23	-	-	-	2.23
Projects temporarily suspended	-	-	-	-	-
	2.23	**-**	**-**	**-**	**2.23**

There was no IAUD as at 31 March 2022

There is no IAUD whose completion is overdue or which has exceeded its cost compared to its original plan.

6 NON-CURRENT INVESTMENT

₹ in Crores

	31 March 2023				31 March 2022			
	No. of shares	Currency	Face value	₹ in Crores	No. of shares	Currency	Face value	₹ in Crores
Investment in equity instruments (at cost)								
Unquoted (fully paid-up)								
Investment in subsidiary								
Black Box Technologies Pte. Limited (refer note 1 below)	100	SGD	1		100	SGD	1	
	4	SGD	481,111	34.22	4	SGD	481,111	34.22
	10	SGD	607,870		10	SGD	607,870	
	3	SGD	4,385,872	73.00	3	SGD	4,385,872	73.00
	3	SGD	4,020,000	65.52	3	SGD	4,020,000	65.52
	1	SGD	4,035,000	21.74	1	SGD	4,035,000	21.74
	2	SGD	3,488,145	39.68	-	SGD	-	-
				234.16				**194.48**
Aggregate amount of unquoted investments (at cost)				**234.16**				**194.48**
Aggregate amount of impairment in value of investment				**-**				**-**

Note:

The Company had made additional investment amounting to ₹ 39.68 Crores equivalent to USD 5.10 million in Black Box Technologies Pte. Limited, wholly-owned subsidiary of the Company, through Overseas Direct Investment route during June 2022 [refer note 36(II)].

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

7 OTHER FINANCIAL ASSETS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Unsecured, considered good				
Margin money deposits with maturity of more than twelve months *	2.53	2.03	-	-
Margin money deposits having remaining maturity less than twelve months *	-	-	1.77	0.95
Security deposits	2.56	1.77	1.20	2.43
Receivable from related parties [refer note 36(III)] **	-	-	20.40	26.37
Net investment in finance lease [refer note 41(e)]				
Related parties [refer note 36(III)]	6.69	7.00	0.32	0.22
Others	1.77	-	1.37	-
Less: Allowance for expected credit loss	(1.77)	-	(1.37)	-
Other receivables ***	-	-	1.10	0.91
	11.78	**10.80**	**24.79**	**30.88**

Refer note 39 for information on credit risk and market risk.

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

There are no repatriation restrictions with regard to margin money deposits, as at the end of the reporting period and prior periods.

* As lien against bank guarantees issued amounting to ₹ 7.37 Crores (31 March 2022: ₹ 8.66 Crores) towards performance guarantees

** Majorly includes reimbursement receivable on allocation of expenses

*** Majorly includes receivable for purchase related rebates

8 CONTRACT ASSETS

₹ in Crores

	Current	
	31 March 2023	31 March 2022
Unsecured		
Considered good	2.75	-
Less: Allowance for expected credit loss	-	-
	2.75	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

	Current	
	31 March 2023	31 March 2022
Dues from directors or other officers of the Company	-	-
Dues from firms or private companies in which director is a partner or a director or a member	0.00	-
Includes due from related parties [refer note 36(III)]	0.00	-

Notes:

1. Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.
2. Refer note 42(c) for movement in contract assets.

9 DEFERRED TAX ASSETS (NET)

₹ in Crores

	31 March 2023	31 March 2022
Deferred tax assets arising on account of *		
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.26	0.29
Provision for employee benefits	0.31	0.29
Allowance for expected credit loss	3.10	2.67
Lease liabilities	1.22	1.18
Brought forward tax losses	1.67	1.47
	6.56	**5.90**
(Deferred tax liability) arising on account of		
Right of use assets	(5.66)	(5.90)
Others	(0.90)	-
	(6.56)	**(5.90)**
Deferred tax assets (net)	**-**	**-**

* Deferred tax assets have been recognised to the extent of deferred tax liability as there is no reasonable certainty of future taxable income against which such deferred tax assets can be realised.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(a) Movement in deferred tax assets and deferred tax liability from 1 April 2022 to 31 March 2023

₹ in Crores

	Opening balance as on 1 April 2022	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Closing balance as on 31 March 2023
Deferred tax assets arising on account of					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.29	(0.03)	-	-	0.26
Provision for employee benefits	0.29	0.07	(0.05)	-	0.31
Allowance for expected credit loss	2.67	0.43	-	-	3.10
Lease liabilities	1.18	0.04	-	-	1.22
Brought forward tax losses	1.47	0.20	-	-	1.67
	5.90	**0.71**	**(0.05)**	**-**	**6.56**
(Deferred tax liability) arising on account of					
Right of use assets	(5.90)	0.24	-	-	(5.66)
Others	-	(0.90)	-	-	(0.90)
	(5.90)	**(0.66)**	**-**	**-**	**(6.56)**
Deferred tax assets (net)	**-**	**0.05**	**(0.05)**	**-**	**-**

(b) Movement in deferred tax assets and deferred tax liability from 1 April 2021 to 31 March 2022

₹ in Crores

	Opening balance as on 1 April 2021	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Closing balance as on 31 March 2022
Deferred tax assets arising on account of					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.05	0.24	-	-	0.29
Provision for employee benefits	0.04	0.25	-	-	0.29
Allowance for expected credit loss	0.39	2.28	-	-	2.67
Lease liabilities	0.03	1.15	-	-	1.18
Brought forward tax losses	0.72	0.75	-	-	1.47
	1.23	**4.67**	**-**	**-**	**5.90**
(Deferred tax liability) arising on account of					
Right of use assets	(1.23)	(4.67)	-	-	(5.90)
	(1.23)	**(4.67)**	**-**	**-**	**(5.90)**
Deferred tax assets (net)	**-**	**-**	**-**	**-**	**-**

The Company offsets tax assets and tax liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and entity's intention is to settle on a net basis or to realise the asset and settle the liabilities simultaneously, and deferred tax assets and deferred tax liabilities relate to the income taxes levied by the same tax authorities.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Brought forward tax losses and other temporary differences on which no deferred tax asset is recognised in standalone balance sheet :

₹ in Crores

	31 March 2023	31 March 2022
Brought forward tax losses	34.81	32.17
Temporary differences (net)	101.97	97.11
	136.78	**129.28**

10 OTHER ASSETS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Advances other than capital advances				
Advance to vendors				
- Related parties [refer note 36(III)]	-	-	1.37	1.44
- Others	-	-	0.59	2.46
Prepaid expenses	0.03	0.08	1.27	0.44
Balances with statutory / government authorities	5.10	5.01	13.15	13.60
Unamortised cost for maintenance contracts	-	-	19.08	28.20
	5.13	**5.09**	**35.46**	**46.14**
Dues from directors or other officers of the Company	-	-	-	-
Dues from firms or private companies in which director is a partner or a director or a member	-	-	-	-

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

11 INVENTORIES

₹ in Crores

	31 March 2023	31 March 2022
Work-in-progress (refer footnote of note 25)	-	0.03
Stock-in-trade (includes in transit ₹ Nil) (31 March 2022: ₹ Nil) (refer footnote of note 25) *	11.49	5.45
Stores and spares	-	1.39
	11.49	**6.87**
Impairment in value of inventory	0.42	-
Reversal of impairment in value of inventory	0.03	-

* Includes inventory at customer site having net carrying value of ₹ 1.49 Crores as at 31 March 2023 (31 March 2022: ₹ Nil) [refer note 41(e)]

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company. The carrying value of inventory pledged as security as at 31 March 2023 is ₹ 11.49 Crores (31 March 2022: ₹ 6.87 Crores)

12 TRADE RECEIVABLES

₹ in Crores

	31 March 2023	31 March 2022
Unsecured		
Considered good	190.27	146.37
Less: Allowance for expected credit loss	(71.75)	(63.89)
Credit impaired	1.70	5.28
Less: Allowance for expected credit loss	(1.70)	(5.28)
	118.52	**82.48**
Dues from directors or other officers of the Company	-	-
Dues from firms or private companies in which director is a partner or a director or a member	11.73	8.27
Includes due from related parties (Gross) [refer note 36(III)]	27.60	21.41

Notes:

1. Trade receivables are non-interest bearing and are generally settled in 45 to 90 days.
2. Refer note 39 for information on credit risk and market risk.
3. Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

Ageing for gross trade receivables outstanding as at 31 March 2023 is as follows :

₹ in Crores

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables – considered good	98.99	9.81	12.56	6.41	62.50	190.27
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	1.70	1.70
	98.99	**9.81**	**12.56**	**6.41**	**64.20**	**191.97**
Less: Allowance for expected credit loss						**(73.45)**
Trade receivables (net)						**118.52**

Ageing for gross trade receivables outstanding as at 31 March 2022 is as follows :

₹ in Crores

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables – considered good	60.31	13.75	8.58	1.86	61.87	146.37
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	5.28	5.28
	60.31	**13.75**	**8.58**	**1.86**	**67.15**	**151.65**
Less: Allowance for expected credit loss						**(69.17)**
Trade receivables (net)						**82.48**

There are no unbilled receivables as at 31 March 2023 and 31 March 2022.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

13 CASH AND CASH EQUIVALENTS AND BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

₹ in Crores

	31 March 2023	31 March 2022
Cash and cash equivalents		
Balances with banks:		
– In current accounts	0.04	0.28
Cash on hand	0.01	0.02
	0.05	**0.30**
Bank balances other than cash and cash equivalents		
Margin money deposits with original maturity of more than three months and less than twelve months*	1.23	1.93
	1.23	**1.93**

* As lien against bank guarantees issued amounting to ₹ 7.37 Crores (31 March 2022: ₹ 8.66 Crores) towards performance guarantees

There are no repatriation restrictions with regard to cash and cash equivalents and bank balances other than cash and cash equivalents, as at the end of the reporting period and prior periods.

Refer note 39 for information on credit risk and market risk.

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

14 EQUITY SHARE CAPITAL

₹ in Crores

	31 March 2023	31 March 2022
Authorised share capital		
225,000,000 (31 March 2022: 225,000,000) equity shares of ₹ 2 each *	45.00	45.00
5,000,000 (31 March 2022: 5,000,000) Cumulative redeemable preference shares of ₹ 100 each	50.00	50.00
5,000,000 (31 March 2022: 5,000,000) Convertible preference shares of ₹ 100 each	50.00	50.00
Issued, subscribed and fully paid-up share capital		
167,904,610 (31 March 2022: 164,064,270) equity shares of ₹ 2 each *	33.58	32.81
Total issued, subscribed and fully paid-up share capital	**33.58**	**32.81**

* Refer note 48 for sub-division of equity shares.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Notes:

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	31 March 2023		31 March 2022	
	No. of shares	₹ in Crores	No. of shares	₹ in Crores
At the beginning of the year	164,064,270	32.81	162,644,150	32.53
Shares issued on exercise of employee stock option plan	166,925	0.03	1,420,120	0.28
Shares issued on conversion of share warrants issued on preferential basis (refer footnote below)	3,673,415	0.74	-	-
Outstanding at the end of the year	**167,904,610**	**33.58**	**164,064,270**	**32.81**

Footnote:

Pursuant to shareholders' approval obtained in the Extraordinary General Meeting held on 11 December 2020, the Company had allotted on preferential basis, 3,333,334 convertible warrants of ₹ 10 each at a premium of ₹ 665 per warrant to Essar Telecom Limited and Onir Metallics Limited on 8 January 2021. During the year ended 31 March 2021, the Company had received money aggregating to ₹ 187.81 Crores against convertible warrants. Initially each warrant was convertible into 1 equity share of ₹ 10 (before sub-division) each of the Company within 18 months from the date of allotment subject to payment of balance subscription amount. Out of total 3,333,334 convertible warrants, 2,598,651 warrants were converted into equity shares until 31 March 2021. During the year 31 March 2023, remaining 734,683 warrants have been converted into equity shares of ₹ 2 each. In the previous year, Onir Metallics Limited had merged with Essar Steel Metal Trading Limited [refer note 36(II)].

Also, Company had received consideration in excess by ₹ 0.10 Crores which is now refundable to warrant holders and accordingly, liability is transferred to Other Financial Liability (current). Refer note 17 and note 36(III).

(b) Rights, preference and restriction on equity shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per equity share. The Company declares and pays dividends in INR. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except for interim dividend which is approved by the Board.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive assets of the Company remaining after distribution of all preferential amounts. The distribution will be in proportion to the number of fully paid-up equity shares held by the shareholders.

(c) Essar Telecom Limited (ETL) was the holding company with effect from 20 March 2021 and up to 20 September 2021. Essar Global Fund Limited is the ultimate holding company as at 31 March 2023 and 31 March 2022. Refer note (h) below.

(d) Aggregate number of bonus shares issued or buy back of shares during the period of five years immediately preceding the reporting date

The Company has neither issued bonus shares nor there has been any buy back of shares during five years immediately preceding 31 March 2023.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(e) Shares issued for consideration other than cash

The Company had allotted 6,355,925 fully paid-up equity shares of ₹ 2 each on conversion of compulsorily convertible preference shares during the year ended 31 March 2019.

(f) Details of shareholders holding more than 5% equity share in the Company

	31 March 2023		31 March 2022	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹ 2 each fully paid-up				
- Essar Telecom Limited	82,910,275	49.38%	81,731,680	49.82%
- Essar Steel Metal Trading Limited	36,531,155	21.76%	34,036,335	20.75%

(g) Shareholding of promoters

Details of equity shares held by promoters as at 31 March 2023 are as follows:

Promoter name	No. of shares	% holding in the class	% change during the year
- Essar Telecom Limited	82,910,275	49.38%	1.44%
- Essar Steel Metal Trading Limited	36,531,155	21.76%	7.33%

Details of equity shares held by promoters as at 31 March 2022 are as follows

Promoter name	No. of shares	% holding in the class	% change during the year
- Essar Telecom Limited	81,731,680	49.82%	0.00%
- Essar Steel Metal Trading Limited #	34,036,335	20.75%	0.00%

Details of equity shares held by promoters as at 01 April 2021 are as follows

Promoter name	No. of shares	% holding in the class
- Essar Telecom Limited	81,731,680	50.25%
- Essar Steel Metal Trading Limited #	34,036,335	20.93%

Onir Metallics Limited which was holding these shares as at 31 March 2021 has merged with Essar Steel Metal Trading Limited with effect from 07 July 2021

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(h) Shares held by holding company or ultimate holding company

Particulars	No. of shares (in absolute)	
	31 March 2023	31 March 2022
Equity shares held by		
Holding company	-	-
Ultimate holding company	-	-
Subsidiary of holding company	-	-
Subsidiary of ultimate holding company	119,441,430	115,768,015
Associate of holding company	-	-
Associate of ultimate holding company	-	-

(i) Shares reserved for issue under options

The Company has reserved Nil shares (31 March 2022: 3,673,415) for issue on conversion of warrants, refer footnote to note (a) above.

For details of shares reserved for issue under the employee stock option plan of the Company, refer note 34.

Date of conversion of convertible securities

₹ in Crores

Particulars	31 March 2023	31 March 2022
	Date of conversion	Date of conversion
Convertible warrants	-	07 July 2022 *
Series 3 ESOPs **	14 June 2025 14 June 2024	14 June 2025 14 June 2024 14 June 2023
Series 4 ESOPs **	18 October 2027 18 October 2026 18 October 2025	18 October 2027 18 October 2026 18 October 2025

* These convertible warrants were converted into equity shares on 19 May 2022.

** Includes both vested as well as unvested options and date of conversion represents last date of exercise under ESOP scheme 2015. However, vested options can be exercised on or before the last exercise date for each tranche.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

15 NON CURRENT BORROWINGS

₹ in Crores

	31 March 2023	31 March 2022
Unsecured		
Term loan from others	0.62	-
	0.62	**-**

Notes:

(a) The Company has taken an unsecured term loan of ₹ 0.89 Crores from Hewlett-Packard Financial Services (India) Private Limited during the current year. The term loan carry an effective interest rate of 10.49% per annum. The loan is repayable in 60 equal monthly instalments.

(b) Current maturity of the above-mentioned borrowings is disclosed under note 21 "Current borrowings".

(c) Details of repayment terms

Period of maturity with reference to standalone balance sheet date	Number of instalments outstanding as at 31 March 2023	Amount
Term loans from others	50 monthly instalments	0.78

(d) The Company has used the borrowing for the specific purpose for which it was availed during the current year.

(e) There is no default in repayment of borrowings and interest during the year ended 31 March 2023.

(f) Refer note 39 for information on interest rate risk, market risk and liquidity risk.

16 LEASE LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Lease liabilities	26.89	27.92	3.49	2.57
	26.89	**27.92**	**3.49**	**2.57**

Notes:

(a) Refer note 27 for interest on lease liabilities.

(b) Refer note 41 for disclosure on related leased assets.

(c) Refer note 39 for information on market risk and liquidity risk.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

17 OTHER FINANCIAL LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Employee related payables	-	-	0.93	1.30
Payable to shareholders [refer note 36(III)]	-	-	0.10	-
Security deposits	0.25	0.23	-	-
	0.25	**0.23**	**1.03**	**1.30**

Refer note 39 for information on market risk and liquidity risk.

18 PROVISIONS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
Provision for gratuity [refer note 33(b)]	6.80	6.74	0.37	0.31
Provision for compensated absences [refer note 33(c)]	0.46	0.52	0.03	0.04
	7.26	**7.26**	**0.40**	**0.35**
Other provision				
Provision for warranties [refer note (a) below]	-	-	0.47	0.35
	-	**-**	**0.47**	**0.35**
	7.26	**7.26**	**0.87**	**0.70**

(a) Provision for warranties

A provision is recognised for expected warranty claims on products sold during the last one year, based on the past experience of the level of repairs and returns. It is expected that significant portion of these costs will be incurred in the next financial year and all will have been incurred within a year after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns. The table below gives information about movement in warranty provision.

₹ in Crores

	31 March 2023	31 March 2022
At the beginning of the year	0.35	0.28
Recognised during the year	0.47	0.35
Unused amounts reversed	(0.35)	(0.28)
At the end of the year	**0.47**	**0.35**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

19 CONTRACT LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Contract liabilities [refer note 42(b)]	6.52	0.25	12.29	14.18
	6.52	**0.25**	**12.29**	**14.18**

20 OTHER LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Advances				
Advances from customers *	-	-	3.86	3.87
Others				
Statutory dues payable	-	-	2.11	1.99
Other payables	0.18	0.18	-	0.06
	0.18	**0.18**	**5.97**	**5.92**

* It includes trade advances from related parties amounting to ₹ 0.29 Crores (31 March 2022: ₹ 0.26 Crores) [refer note 36(III)]

₹ in Crores

Advances from customers	Amount
Balance as at 01 April 2021	0.87
Net revenue recognised that was included in the balance at the beginning of the year	(0.60)
Additional advance received during the year	3.60
Balance as at 31 March 2022	**3.87**
Net revenue recognised that was included in the balance at the beginning of the year	(0.95)
Additional advance received during the year	0.94
Balance as at 31 March 2023	**3.86**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

21 CURRENT BORROWINGS

₹ in Crores

	31 March 2023	31 March 2022
Secured		
Loans repayable on demand		
Cash credit facilities from banks	23.45	22.67
Unsecured		
Current maturities of long-term borrowing	0.16	-
	23.61	**22.67**

Cash flow changes in liabilities arising from financial activities:

₹ in Crores

Particulars	Payables for letter of credit	Lease liabilities	Borrowings
As at 1 April 2021	**16.33**	**5.13**	**16.61**
Non cash movement: additions and/or reassessment of lease liabilities (including unwinding of interest) and interest expense on borrowings	-	29.96	1.59
Cash flows (net)	(16.33)	(4.60)	4.47
As at 31 March 2022	**-**	**30.49**	**22.67**
Non cash movement: additions and/or reassessment of lease liabilities (including unwinding of interest) and interest expense on borrowings	-	6.66	2.28
Cash flows (net)	-	(6.77)	(0.72)
As at 31 March 2023	**-**	**30.38**	**24.23**

Notes:

(a) Cash credit facilities from banks are secured by first pari-passu charge on entire current assets of the Company (present and future) including inventory of material and components, work-in-progress, stock-in-trade, trade receivables, insurances etc. and by second pari-passu charge on all moveable PPE of the Company.

Cash credit carry an effective interest rate of 12.00% to 13.55% p.a. (31 March 2022: 12.20% to 13.65% p.a.).

(b) The Company has used the borrowings from banks for the specific purpose for which it was availed during current and previous year.

(c) There is no default in repayment of borrowings and interest during the year ended 31 March 2023 and 31 March 2022.

(d) Refer note 39 for information on interest rate risk, market risk and liquidity risk.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

22 TRADE PAYABLES

₹ in Crores

	31 March 2023	31 March 2022
Dues to micro enterprises and small enterprises (refer note 38)	14.43	18.13
Dues to creditors other than micro enterprises and small enterprises	87.29	69.88
	101.72	**88.01**
Includes due to related parties [refer note 36(III)]	2.38	1.51

Notes:

1. Trade payables are generally non-interest bearing and are normally settled within 45 to 60 days.
2. Refer note 39 for information on market risk and liquidity risk.

Ageing for trade payables outstanding as at 31 March 2023 is as follows *

₹ in Crores

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Micro enterprises and small enterprises ('MSME')	13.49	0.39	0.07	-	13.95
Other than MSME	55.45	2.39	0.31	2.49	60.64
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
Unbilled dues (MSME, undisputed)	0.47	0.01	-	-	0.48
Unbilled dues (other than MSME, undisputed)	25.18	0.75	0.23	0.49	26.65
	94.59	**3.54**	**0.61**	**2.98**	**101.72**

Ageing for trade payables outstanding as at 31 March 2022 is as follows **

₹ in Crores

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	13.85	2.23	0.47	0.00	16.55
Other than MSME	43.30	1.01	0.11	3.72	48.14
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
Unbilled dues (MSME, undisputed)	1.56	0.02	-	-	1.58
Unbilled dues (other than MSME, undisputed)	20.39	0.77	0.23	0.35	21.74
	79.10	**4.03**	**0.81**	**4.07**	**88.01**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

23 REVENUE FROM OPERATIONS

₹ in Crores

	31 March 2023	31 March 2022
Revenue from contracts with customers		
Sale of products (refer footnote of note 25)	188.82	134.12
Sale of services [refer note (a) below]	168.09	158.22
	356.91	**292.34**
Other operating income		
Reversal of allowance for expected credit loss	2.63	-
Liabilities / provisions for earlier years no longer required written back / reversed [refer note (b) below]	3.83	1.25
	363.37	**293.59**

Notes:

(a) Disaggregation of sale of services

₹ in Crores

	31 March 2023	31 March 2022
- Maintenance services	53.71	69.86
- Implementation services	114.38	88.36
	168.09	**158.22**

(b) Details of liabilities / provisions for earlier years no longer required written back / reversed

₹ in Crores

	31 March 2023	31 March 2022
- pertaining to provision for expenses	0.11	0.33
- pertaining to employee related payables	0.01	-
- pertaining to trade payables	2.49	0.42
- pertaining to goods receipt / invoice receipt balances	1.19	0.41
- pertaining to advance from customers	-	0.09
- pertaining to inventory	0.03	-
	3.83	**1.25**

(c) Disaggregation of revenue of contracts by geographical region

₹ in Crores

	31 March 2023	31 March 2022
India	324.47	259.53
United States of America	22.72	22.16
Others	9.72	10.65

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(d) Disaggregation of revenue of contracts by type of customers

₹ in Crores

	31 March 2023	31 March 2022
Government	5.61	17.30
Non-government	303.92	220.14
Related parties [refer note 36(II)]	47.38	54.90

(e) Reconciliation between the contract price and revenue from contracts with customers

₹ in Crores

	31 March 2023	31 March 2022
Contract price	361.29	279.79
Adjustment for:		
Contract liabilities (net)	(4.38)	12.55
Revenue from contracts with customers	356.91	292.34

24 OTHER INCOME

₹ in Crores

	31 March 2023	31 March 2022
Interest income on		
Margin money deposits with banks	0.27	0.30
Income tax refund	0.60	2.42
Others	0.01	-
Interest income calculated using the effective interest method		
Sublease arrangements	0.87	0.55
Security deposits	0.05	0.17
Corporate guarantee commission [refer note 36(II)]	0.11	0.33
Gain on remeasurement of lease	-	0.39
Gain on sublease arrangements (refer note 41)	-	0.45
Other non-operating income *	0.31	1.49
	2.22	**6.10**

* Majorly includes sale of scrap, training income and export incentives

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

25 CHANGES IN INVENTORIES OF WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in Crores

	31 March 2023	31 March 2022
Inventories at the end of the year		
Stock-in-trade	11.49	5.45
Work-in-progress	-	0.03
	11.49	**5.48**
Inventories at the beginning of the year		
Stock-in-trade	5.45	10.53
Work-in-progress	0.03	-
	5.48	**10.53**
	(6.01)	**5.05**

Footnote:
The Company is a global ICT solution provider and integrator operating in various quadrants and the solutions sold to customers are configured as per specific customer requirements. The heterogeneous mix of components in solutions offered to customers makes it difficult to establish a meaningful / homogenous relationship for providing breakup of products purchased / sold during the year and the inventory position. Consequently, it is neither feasible nor meaningful to give the category-wise details of products purchased and sold during the year and inventory position for all its product solutions.

26 EMPLOYEE BENEFITS EXPENSE (NET)

₹ in Crores

	31 March 2023	31 March 2022
Salaries and wages *	41.96	35.34
Contribution to provident fund and other funds [refer note 33(a)] *	1.11	1.07
Share based payment to employees *	0.42	0.51
Staff welfare expenses	0.97	1.19
	44.46	**38.11**

* Includes amount paid to key managerial personnel amounting to ₹ 1.71 Crores (31 March 2022: ₹ 1.62 Crores) [refer note 36(IV)].

27 FINANCE COSTS

₹ in Crores

	31 March 2023	31 March 2022
Interest on borrowings	2.28	1.59
Guarantee commission to banks	0.16	0.15
Unwinding of discount on security deposits	0.02	0.01
Interest on lease liabilities	3.82	2.54
Other borrowing costs *	1.47	1.41
	7.75	**5.70**

* Majorly includes loan (short term) processing charges, MSME interest and letter of credit issuance or discounting charges

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

28 DEPRECIATION AND AMORTISATION EXPENSE

₹ in Crores

	31 March 2023	31 March 2022
Depreciation of property, plant and equipment (refer note 3)	2.19	1.36
Depreciation of right of use assets (refer note 4)	3.88	3.04
Amortisation of intangible assets (refer note 5)	0.44	0.09
	6.51	**4.49**

29 OTHER EXPENSES

₹ in Crores

	31 March 2023	31 March 2022
Consumption of stores and spares	0.58	0.90
Power and water charges	1.04	0.50
Rent (net) (refer note 41) *	0.01	-
Rates and taxes	0.48	0.25
Insurance	0.37	0.10
Repairs and maintenance - others	2.48	3.16
Travelling and conveyance	7.43	6.56
Communication expenses	0.85	0.73
Legal and professional fees	3.33	3.36
Advertisement and sales promotion	1.50	0.69
Outward freight, clearing and forwarding charges	0.68	0.63
Commission on sales	0.31	0.02
Directors' sitting fees [refer note 36(IV)]	0.27	0.37
Corporate social responsibility expenditure (refer note 46)	0.03	0.02
Auditor's remuneration [refer note (a) below]	1.65	1.48
Allowance for expected credit loss		
Trade receivables [refer note 36(II)]	6.91	5.44
Net investment in finance lease	3.14	-
Bad debts **	2.63	0.12
Sundry balances written off	1.93	-
Miscellaneous expenses	2.30	1.40
	37.92	**25.73**

* Pertains to rental for short term leases. Refer note 41
** Represents loss on derecognition of financial assets measured at amortised cost

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Note:

(a) Auditor's remuneration (excluding goods and services tax)

₹ in Crores

	31 March 2023	31 March 2022
As auditors:		
Audit fee and limited review fees (including consolidation)	1.15	1.09
In other capacity:		
Other services (certification fees)	0.39	0.34
Reimbursement of expenses	0.11	0.05
	1.65	**1.48**

30 EXCEPTIONAL ITEM - EXPENSE

₹ in Crores

	31 March 2023	31 March 2022
Litigation settlement [refer note (a) below]	-	1.73
	-	**1.73**

Note:

(a) Represents settlement of litigation claim related to customs duty liability.

31 TAX EXPENSES

a) Income tax expense on profit or loss consists of:

₹ in Crores

	31 March 2023	31 March 2022
Current tax:		
Current tax on profits for the year	-	-
	-	**-**
Deferred tax:		
In respect of current year origination and reversal of temporary differences	(0.05)	-
	(0.05)	**-**

(b) Income tax on OCI

₹ in Crores

	31 March 2023	31 March 2022
Deferred tax	0.05	-
	0.05	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(c) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

₹ in Crores

	31 March 2023	31 March 2022
Accounting profit before income tax	5.79	5.81
Applicable Indian statutory income tax rate (in %)	25.17%	25.17%
Computed expected tax expense	1.46	1.46
Tax effect of amount which are not (taxable) / deductible in calculating taxable income		
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961 (net)	0.68	0.53
Provision for employee benefits (net)	0.06	0.03
Allowance for expected credit loss	2.64	1.37
Corporate social responsibility expenditure	0.01	0.01
Transfer pricing adjustment	0.72	-
Deemed income	(1.63)	(0.31)
Lease adjustments (net)	(0.55)	(0.62)
Other items (net)	0.73	1.45
Brought forward losses utilised	(4.12)	(3.91)
Deferred tax charge/(credit)	-	-
Tax expense reported in the standalone statement of profit and loss	**-**	**-**

32 EARNINGS PER EQUITY SHARE ('EPS')

	31 March 2023	31 March 2022
The components of basic and diluted EPS are as follows:		
(a) Net profit attributable to equity shareholders		
Net profit for the year (₹ in Crores)	5.84	5.81
(b) Weighted average number of outstanding equity shares		
Considered for basic EPS	167,350,185	163,390,182
Add : Effect of dilutive potential equity shares arising from outstanding stock options	361,498	1,172,860
Add : Effect of dilutive potential equity shares arising from convertible share warrants	-	1,347,490
Considered for diluted EPS	167,711,683	165,910,532
(c) Earnings per equity share (Face value of ₹ 2 each - refer note 48)		
Basic (in ₹)	0.35	0.36
Diluted (in ₹)	0.35	0.35

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

33 EMPLOYEE BENEFITS PLAN

(a) Defined contribution plan - The following amount is recognised in the standalone statement of profit and loss for the year ended:

₹ in Crores

	31 March 2023	31 March 2022
Contribution to provident fund	1.11	0.87
Contribution to employees' state insurance	0.00	0.00
Contribution to labour welfare fund	0.00	0.00

Above amounts have been included in the line item "Contribution to provident fund and other funds" in note 26. Also, the contribution of the Company is limited to the amount contributed and it has no further contractual or constructive obligation.

(b) Defined benefit plan - The Company has an unfunded defined benefit plan i.e. Gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. This defined benefit plan is governed by The Payment of Gratuity Act, 1972.

The following tables summarise the components of employee benefits expense recognised in the standalone statement of profit and loss and the amounts recognised in the standalone balance sheet for the gratuity plan.

Amount recognised in the standalone statement of profit and loss in respect of gratuity cost (defined benefit plan) is as follows:

₹ in Crores

	31 March 2023	31 March 2022
Current service cost	0.69	0.66
Interest expense	0.49	0.46
Employee benefit expense recognised in profit or loss	**1.18**	**1.12**
Actuarial gain transferred to OCI		
Actuarial loss / (gain) due to experience adjustment	0.06	(0.30)
Actuarial (gain) due to change in financial assumptions	(0.25)	(0.20)
Net actuarial gain recognised in OCI	**(0.19)**	**(0.50)**

Amount recognised in the standalone balance sheet in respect of gratuity liability (defined benefit plan) is as follows:

Benefit liability

₹ in Crores

	31 March 2023	31 March 2022
Present value of defined benefit obligation	7.17	7.05
Liability recognised in standalone balance sheet	**7.17**	**7.05**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Changes in the present value of the defined benefit obligation are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Opening defined benefit obligation	7.05	6.97
Current service cost	0.69	0.66
Interest cost	0.49	0.46
Benefits paid	(0.87)	(0.54)
Remeasurement gain	(0.19)	(0.50)
Closing defined benefit obligation	**7.17**	**7.05**

Bifurcation of defined benefit obligation:

₹ in Crores

	31 March 2023	31 March 2022
Current	0.37	0.31
Non-current	6.80	6.74
	7.17	**7.05**

Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, salary growth rate, attrition rate and mortality rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

₹ in Crores

	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount rate (- /+ 1%)	0.57	(0.48)	0.60	(0.51)
Salary growth rate (- / + 1%)	(0.42)	0.48	(0.44)	0.52
Attrition rate	(0.03)	0.05	(0.01)	0.04
(- /+ 50% of attrition rates provided in principal assumption table)				
Mortality rate (- /+ 10%)	0.01	0.02	0.01	0.02

The sensitivity analysis presented above may not be a representation of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be related to each other.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Following are the principal assumptions used as at the standalone balance sheet date:

	31 March 2023	31 March 2022
Discount rate (% per annum)	7.45%	7.00%
Salary growth rate (% per annum)	6.00%	6.00%
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Retirement age (in years)	58 years	58 years
Average future service (in years)	20.41 years	19.22 years
Attrition rate, based on age:		
Up to 26 years	5.00%	5.00%
27 - 34 years	12.00%	12.00%
35 - 44 years	5.00%	5.00%
Above 44 years	1.00%	1.00%

These assumptions were developed by the management with the assistance of independent actuarial appraiser. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience. The estimates of future salary growth rate considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Risk

Factor	Impact
Salary increase	Actual salary increases will increase the obligation. Increase in salary increase rate assumption in future valuations will also increase the obligation.
Discount rate	Reduction in discount rate in subsequent valuations can increase the obligation.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact the obligation.

Maturity profile of defined benefit obligation on an undiscounted basis:

₹ in Crores

	31 March 2023	31 March 2022
One year	0.37	0.31
Two to five years	3.56	3.25
Six years and above	9.90	9.92

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The weighted average duration of the defined benefit obligation plan at the end of the reporting period is 7 years (31 March 2022: 8 years)

The Company expects to make a contribution of ₹ 7.90 Crores (31 March 2022: ₹ 7.77 Crores) to the defined benefit plan during the next financial year.

(c) **Compensated absences:** With effect from 1 January 2017, the Company has decided to restrict the balance of un-availed privilege leave ('PL') to a maximum of 42 days from erstwhile limit of 90 days. Further, PL cannot be en-cashed or accumulated and shall lapse every year in the month of December. The balance as at 31 December 2016 is entitled to be en-cashed only during separation from the Company based on the basic salary as at 31 December 2016.

Following are the principal assumptions used as at the standalone balance sheet date:

	31 March 2023	31 March 2022
Discount rate (% per annum)	7.45%	7.00%
Salary growth rate (% per annum)	0.00%	0.00%

Movement during the year ₹ in Crores

	31 March 2023	31 March 2022
At the beginning of the year	0.56	0.59
Recognised during the year	0.19	0.08
Paid during the year	(0.26)	(0.11)
At the end of the year	**0.49**	**0.56**

Bifurcation of provision for compensated absences:

	31 March 2023	31 March 2022
Current	0.03	0.04
Non-current	0.46	0.52
	0.49	**0.56**

34 EMPLOYEES STOCK OPTION PLAN

The Company provides share based payment schemes to its employees. Since the year ended 31 March 2016, an employee stock option plan ('ESOP') was in existence i.e. ESOP scheme 2015. The relevant details of the scheme and the grant are as below.

The shareholders of the Company through postal ballot on 21 April 2015 approved the equity settled ESOP scheme 2015 for issue of stock options to key employees and directors of the Company setting aside 1,423,323 options under this scheme. The Company had previously granted 1,004,866, 320,248, 170,799 and 63,000 stock options on 14 May 2015, 19 May 2016, 15 June 2018 and 19 October 2020, respectively. According to the scheme, the employees selected by the Nomination and Remuneration Committee from time to time will be entitled to

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

options, subject to satisfaction of the prescribed vesting conditions. The other relevant terms of the grants are as below:

Grant date	19 October 2020	15 June 2018	19 May 2016	14 May 2015
Number of options granted	63,000	170,799	320,248	1,004,866
Vesting period (in years)	3 to 5 years	3 to 5 years	3 to 5 years	3 to 5 years
Exercise period (in years)	2 years from the end of vesting period	2 years from the end of vesting period	2 years from the end of vesting period	2 years from the end of vesting period
Exercise price (₹)	425.00	107.00	55.00	80.00
Fair value at grant date (₹)	215.65	71.65	42.84	32.85

The options are granted at an exercise price, which is in accordance with the relevant Securities and Exchange Board of India ('SEBI') guidelines in force, at the time of such grants. Further, the Company does not have a past practice of cash settlement for these ESOPs. The Company accounts for the ESOPs as an equity-settled plan.

The details of activity under the ESOP scheme 2015 are summarised below:

	31 March 2023		31 March 2022	
	No. of options	* WAEP (₹)	No. of options	* WAEP (₹)
Outstanding at the beginning of the year	140,681	249.39	424,705	124.97
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	33,385	107.00	284,024	63.35
Expired during the year	-	-	-	-
Outstanding at the end of the year	107,296	293.69	140,681	249.39
Exercisable at the end of the year	9,900	107.00	9,900	107.00

* WAEP denotes weighted average exercise price of the option

Weighted average share price for options exercised during the year ended 31 March 2023 is ₹ 131.03 (31 March 2022: ₹ 253.84)

The following tables summarises the information about the outstanding options as at 31 March 2023 and 31 March 2022, respectively.

Grant	As at 31 March 2023		
	Grant date	No. of options outstanding	Weighted average life*
Series 3	15 June 2018	44,296	1.98
Series 4	19 October 2020	63,000	3.57

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Grant	As at 31 March 2022		
	Grant date	No. of options outstanding	Weighted average life*
Series 3	15 June 2018	77,681	2.52
Series 4	19 October 2020	63,000	4.56

* Weighted average of remaining contractual life of options outstanding at the end of respective year

For the options outstanding as at 31 March 2023, the exercise price range is ₹ 107.00 to ₹ 425.00 (31 March 2022: ₹ 107.00 to ₹ 425.00).

The weighted average fair value of the stock options outstanding as at 31 March 2023 is ₹ 156.20 (31 March 2022: ₹ 136.13). Options were priced using Black-Scholes-Merton formula.

Inputs into the model:

Particulars	Grant date			
	19 October 2020	15 June 2018	19 May 2016	14 May 2015
Dividend yield (%)	0.00%	0.00%	0.00%	9.60%
Expected volatility (%)	59.69 - 61.22%	60.04 - 61.19%	55.71 - 60.74%	54.42 - 57.57%
Risk-free interest rate (%)	5.05 - 5.62%	7.87 - 8.04%	7.30 - 7.46%	7.77 - 7.82%
Weighted average share price (₹)	394.30	116.25	68.20	104.15
Exercise price (₹)	425.00	107.00	55.00	80.00
Expected life of options granted (in years)	4.00 - 6.00	4.00 - 6.01	4.00 - 6.00	4.00 - 6.01

Volatility : Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure of volatility used in Black-Scholes-Merton formula is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of Company's stock price on NSE over a period prior to the date of grant, corresponding with the expected life of the options.

Risk free rate : The risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on zero coupon yield curve for government securities.

Expected life of the options : Expected life of the options is the period for which the Company expects the options to be live. The minimum life of stock options is the minimum period before which the options cannot be exercised and the maximum life of the option is the maximum period after which the options cannot be exercised. The Company has calculated expected life as the average of the minimum and the maximum life of the options.

Dividend yield: Expected dividend yield has been calculated by dividing the last declared dividend per share by the market price per share as on the date of grant.

35 SEGMENT INFORMATION

The Company has presented data related to its segments in its consolidated financial statements. No disclosures regarding segments are therefore presented in these standalone financial statements.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

36 RELATED PARTY DISCLOSURE

In accordance with the requirement of Ind AS 24 "Related Party Disclosures", name of the related parties, their relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during the reported period are as follows:

(I) List of related parties and relationship

(i) Ultimate Holding Company:

Essar Global Fund Limited

(ii) Holding Company:

Essar Telecom Limited (w.e.f. 20 March 2021 and up to 20 September 2021)

(iii) Subsidiary companies (including step-down subsidiaries):

Black Box Technologies Pte. Limited
AGC Networks LLC, USA
AGC Networks Philippines, Inc.
AGC Networks & Cyber Solutions Limited
AGC Networks LLC, Dubai
AGC Networks LLC, Abu Dhabi
BBX Main Inc.
BBX Inc.
Black Box Corporation
ACS Dataline, LP
ACS Investors, LLC
BB Technologies, Inc.
BBOX Holdings Mexico LLC
BBOX Holdings Puebla LLC
Black Box Corporation of Pennsylvania
Black Box Network Services, Inc. – Government Solutions
Black Box Services Company
Delaney Telecom, Inc.
Norstan Communications, Inc.
Nu-Vision Technologies, LLC
Black Box Network Services Australia Pty Ltd
Black Box GmbH
Black Box Network Services NV
Black Box do Brasil Industria e Comercio Ltda.
Black Box Canada Corporation
Norstan Canada, Ltd./Norstan Canada, Ltée
Black Box Holdings Ltd.
Black Box Chile S.A.
Black Box E-Commerce (Shanghai) Co., Ltd.
Black Box A/S

Black Box Network Services (UK) Limited
Black Box Finland OY
Black Box France
Black Box Deutschland GmbH
Black Box Network Services India Private Limited
Black Box Network Services (Dublin) Limited
Black Box Software Development Services Limited
Black Box Network Services S.r.l.
Black Box Network Services Co., Ltd.
Black Box Network Services Korea Limited
Black Box Network Services SDN. BHD.
Black Box de Mexico, S. de R.L. de C.V.
Black Box International B.V.
Black Box International Holdings B.V.
Black Box Network Services New Zealand Limited
Black Box Norge AS
Black Box P.R. Corp.
Black Box Network Services Singapore Pte Ltd
Black Box Comunicaciones, S.A.
Black Box Network Services AB
Black Box Network Services AG
Black Box Network Services Corporation
Servicios Black Box S.A. de C.V.
Black Box Network Services Hong Kong Limited
Black Box Network Services Philippines Inc. (w.e.f. 01 January 2021)
Black Box Technologies Australia Pty Limited
AGCN Solutions Pte. Limited
COPC Holdings Inc.
COPC Inc.
COPC International Inc.
COPC Asia Pacific Inc.
COPC International Holdings LLC
COPC India Private Limited
COPC Consultants (Beijing) Co. Limited
Black Box Technologies New Zealand Limited
Pyrios Pty Limited (up to 03 September 2022)
Fujisoft Security Solutions LLC
Black Box Technologies LLC
Fujisoft Technology LLC, Abu Dhabi
Service Journey Strategies Inc.
Black Box Costa Rica S.R.L (w.e.f. 08 October 2021)
Black Box Network Services Colombia S.A.S. (w.e.f. 25 October 2021)
Black Box Bangladesh Technologies Private Limited (w.e.f. 21 November 2021)
Black Box Technologies Group B.V. (w.e.f. 16 December 2021)
Dragonfly Technologies Pty Ltd (w.e.f. 11 February 2022)
Cybalt Inc.(w.e.f. 16 February 2022)
Black Box Products FZE (w.e.f. 24 March 2022)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Associate company

Black Box DMCC (w.e.f. 31 March 2023)

Related parties with whom transactions have taken place

(iv) Entities under common control:

Essar Bulk Terminal (Salaya) Limited
AMNS Ports Hazira Limited (formerly known as Essar Bulk Terminal Limited) (up to 15 November 2022)
AMNS Ports Paradip Limited (formerly known as Essar Bulk Terminal Paradip Limited) (up to 15 November 2022)
Essar Oil UK Limited
Essar Shipping Limited
Essar Projects Limited
Essar Power Gujarat Limited
Essar Power M P Limited (up to 16 March 2022)
AMNS Power Hazira Limited (formerly known as Essar Power Hazira Limited)
Essar Oil and Gas Exploration and Production Limited
Mesabi Metallics Company LLC
EPC Constructions India Limited
Essar Constructions India Limited
Essar Power Transmission Company Limited
Essar Projects PNG Limited
Essar Steel Metal Trading Limited (Onir Metallics Limited merged with Essar Steel Metal Trading Limited w.e.f. 07 July 2021)
Essar Capital Advisory India Private Limited
Essar Capital Mauritius Limited
Essar Vizag Terminals Limited
Prajesh Realties Private Limited (formerly known as Prajesh Marketing Private Limited)
PT Manoor Bulatn Lestari
Essar Steel Limited
Essar Telecom Limited

(v) Key Managerial Personnel:

Mr. Sanjeev Verma, Whole-time Director
Mr. Sujay R Sheth, Independent Director
Mr. Dilip Thakkar, Independent Director
Ms. Neha Nagpal, Independent Director
Mrs. Mahua Mukherjee, Executive Director
Mr. Naresh Kothari, Non-executive Director
Mr. Anshuman Ruia, Non-executive Director
Mr. Deepak Kumar Bansal, Chief Financial Officer and Executive Director
Mr. Aditya Goswami, Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(II) Transactions during the year with related parties :

₹ in Crores

Nature of transaction	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Sale of products *				
AGC Networks LLC, USA	0.21	0.61	-	-
AGC Networks LLC, Dubai	1.58	0.43	-	-
AGC Networks & Cyber Solutions Limited	0.09	-	-	-
Black Box Network Services India Private Limited	4.86	1.88	-	-
Black Box Services Company	3.51	6.20	-	-
Black Box Network Services (UK) Limited	-	0.04	-	-
Black Box Network Services Singapore Pte Ltd	0.01	0.10	-	-
Black Box Technologies Pte. Limited	0.01	-	-	-
Black Box Network Services Philippines Inc.	-	0.02	-	-
Black Box Products FZE	0.07	-	-	-
Essar Projects Limited	-	-	0.12	-
AMNS Power Hazira Limited	-	-	1.16	0.12
Essar Power Gujarat Limited	-	-	-	0.20
Essar Bulk Terminal (Salaya) Limited	-	-	-	0.00
AMNS Ports Hazira Limited	-	-	-	0.60
AMNS Ports Paradip Limited	-	-	-	0.01
Essar Power Transmission Company Limited	-	-	0.43	0.07
Essar Capital Advisory India Private Limited	-	-	0.01	0.12
Essar Constructions India Limited	-	-	1.05	0.16
EPC Constructions India Limited	-	-	3.54	12.20
Essar Capital Mauritius Limited	-	-	0.41	-
Essar Oil and Gas Exploration and Production Limited	-	-	0.45	-
Essar Vizag Terminals Limited	-	-	-	0.02
	10.34	**9.28**	**7.17**	**13.50**
Sale of services *				
Black Box Technologies Australia Pty Limited	0.34	0.98	-	-
AGC Networks LLC, Dubai	-	0.16	-	-
AGC Networks LLC, USA	0.20	0.18	-	-
Black Box Network Services India Private Limited	0.27	0.29	-	-
Black Box Services Company	4.97	12.03	-	-
Black Box Network Services Singapore Pte Ltd	-	0.24	-	-
Black Box Corporation	9.29	2.51	-	-
Essar Oil UK Limited	-	-	5.18	5.71
AMNS Ports Hazira Limited	-	-	3.10	4.13
Essar Power M P Limited	-	-	-	0.00
AMNS Power Hazira Limited	-	-	0.64	0.03
Essar Projects Limited	-	-	0.11	0.70
Essar Power Transmission Company Limited	-	-	0.63	0.63
Essar Projects PNG Limited	-	-	0.60	0.22
Essar Oil and Gas Exploration and Production Limited	-	-	1.12	1.49
Essar Constructions India Limited	-	-	0.80	1.30
Essar Capital Advisory India Private Limited	-	-	0.00	0.01
Essar Power Gujarat Limited	-	-	1.18	-
Essar Capital Mauritius Limited	-	-	1.17	1.51
Prajesh Realties Private Limited	-	-	0.03	-
PT Manoor Bulatn Lestari	-	-	0.24	-
	15.07	**16.39**	**14.80**	**15.73**
Purchase of stock-in-trade				
Black Box Corporation	0.11	-	-	-
Black Box Network Services Philippines Inc.	0.07	-	-	-
Black Box Network Services India Private Limited	0.56	0.23	-	-
Black Box Technologies Australia Pty Limited	0.14	0.39	-	-
	0.88	**0.62**	**-**	**-**
Lease rental income				
Black Box Network Services India Private Limited	1.10	1.28	-	-
COPC India Private Limited	0.01	0.01	-	-
	1.11	**1.29**	**-**	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Nature of transaction	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Lease deposit received				
Black Box Network Services India Private Limited	-	0.44	-	-
	-	**0.44**	**-**	**-**
Expenses reimbursement recoveries				
Black Box Technologies Australia Pty Limited	0.61	0.56	-	-
Black Box Technologies Pte. Limited	13.17	16.84	-	-
Black Box Services Company	0.37	-	-	-
AGC Networks Philippines, Inc.	-	0.12	-	-
AGC Networks LLC, Dubai	0.87	0.73	-	-
AGC Networks & Cyber Solutions Limited	-	0.02	-	-
Black Box Network Services Philippines Inc.	-	0.03	-	-
Black Box Network Services India Private Limited	2.52	-	-	-
	17.54	**18.30**	**-**	**-**
Reimbursement of expenses incurred by				
AGC Networks LLC, Dubai	-	0.01	-	-
	-	**0.01**	**-**	**-**
Commission received on corporate guarantee				
Black Box Technologies Pte. Limited	0.11	0.33	-	-
	0.11	**0.33**	**-**	**-**
Issue of equity shares (including securities premium)				
Essar Telecom Limited	-	-	15.92	-
Essar Steel Metal Trading Limited	-	-	33.68	-
	-	**-**	**49.60**	**-**
Money received against share warrants				
Essar Telecom Limited	-	-	12.04	-
Essar Steel Metal Trading Limited	-	-	25.26	-
	-	**-**	**37.30**	**-**
Investment in equity shares				
Black Box Technologies Pte. Limited	39.68	-	-	-
	39.68	**-**	**-**	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Nature of transaction	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Interest income recognised (refer note 54)				
EPC Constructions India Limited	-	-	-	1.49
	-	**-**	**-**	**1.49**
Reversal of interest income (refer note 54)				
EPC Constructions India Limited	-	-	-	1.49
	-	**-**	**-**	**1.49**
Allowance for doubtful debts (refer note 54)				
EPC Constructions India Limited	-	-	5.41	-
	-	**-**	**5.41**	**-**

* Sale of products and services represent invoices raised during the year and it also includes invoices where revenue recognition has been deferred.

Notes:

1. Transactions up to the date of cessation / from the date of establishment of related party relationship have been considered for disclosure.
2. Foreign currency transactions are reported in INR using exchange rate at the transaction date.

(III) Amount due to/from related parties (as at year-end)

₹ in Crores

Nature of balances	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Amount payable by Company **				
Black Box Technologies Pte. Limited	-	1.22	-	-
Black Box Network Services India Private Limited	0.79	0.23	-	-
Black Box Services Company	0.07	0.07	-	-
Black Box Corporation	0.11	-	-	-
Black Box Technologies Australia Pty Limited	0.08	0.06	-	-
Black Box Network Services Philippines Inc.	0.07	-	-	-
Black Box Technologies Pte. Limited	1.33	-	-	-
Essar Constructions India Limited	-	-	0.19	0.19
Essar Oil and Gas Exploration and Production Limited	-	-	-	0.00
Essar Steel Limited	-	-	0.03	-

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Nature of balances	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Essar Bulk Terminal (Salaya) Limited	-	-	-	0.00
Essar Telecom Limited	-	-	0.10	-
	2.45	**1.58**	**0.32**	**0.19**
Lease deposit payable				
Black Box Network Services India Private Limited	0.44	0.44	-	-
	0.44	**0.44**	**-**	**-**
Trade receivables and contract assets				
Black Box Technologies Australia Pty Limited	0.34	0.13	-	-
Black Box Technologies Pte. Limited	0.01	-	-	-
AGC Networks Philippines, Inc.	0.19	0.17	-	-
AGC Networks LLC, USA	1.06	0.59	-	-
AGC Networks LLC, Dubai	1.54	0.36	-	-
AGC Networks & Cyber Solutions Limited	0.09	0.14	-	-
Black Box Network Services India Private Limited	2.81	1.16	-	-
Black Box Services Company	3.60	2.95	-	-
Black Box Network Services (UK) Limited	0.04	0.04	-	-
Black Box Network Services Philippines Inc.	0.02	0.02	-	-
Black Box Network Services Singapore Pte Ltd	0.03	0.24	-	-
Black Box Corporation	1.93	2.47	-	-
Black Box Products FZE	0.07	-	-	-
Essar Shipping Limited	-	-	-	0.29
AMNS Ports Hazira Limited (formerly known as Essar Bulk Terminal Limited) (up to 15 November 2022)	-	-	1.03	0.00
AMNS Ports Paradip Limited	-	-	-	0.00
Essar Oil UK Limited	-	-	1.32	0.80
AMNS Power Hazira Limited (formerly known as Essar Power Hazira Limited)	-	-	0.22	0.01
Essar Power M P Limited	-	-	-	0.00
Essar Projects Limited	-	-	1.48	1.25
Essar Power Gujarat Limited	-	-	0.59	-
Essar Constructions India Limited	-	-	1.51	1.64
Essar Oil and Gas Exploration and Production Limited	-	-	0.39	-
Essar Power Transmission Company Limited	-	-	0.01	0.21

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Nature of balances	Subsidiary companies (including step-down subsidiaries)		Entities under common control	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Essar Projects PNG Limited	-	-	0.60	0.06
EPC Constructions India Limited #	-	-	5.71	5.71
Mesabi Metallics Company LLC	-	-	2.88	2.65
Essar Capital Advisory India Private Limited	-	-	0.02	0.12
Essar Capital Mauritius Limited	-	-	-	0.38
Essar Vizag Terminals Limited	-	-	0.02	0.02
Prajesh Realties Private Limited	-	-	0.01	-
PT Manoor Bulatn Lestari	-	-	0.08	-
	11.73	**8.27**	**15.87**	**13.14**
Advances and other receivables				
Black Box Technologies Australia Pty Limited	0.19	0.15	-	-
Black Box Technologies Pte. Limited	14.54	21.82	-	-
AGC Networks Philippines, Inc.	0.77	0.76	-	-
AGC Networks LLC, USA	2.19	2.20	-	-
AGC Networks LLC, Dubai	0.88	1.81	-	-
AGC Networks & Cyber Solutions Limited	0.78	0.72	-	-
Black Box Network Services Philippines Inc.	0.06	0.05	-	-
Black Box Network Services India Private Limited	9.37	7.52	-	-
	28.78	**35.03**	**-**	**-**
Corporate guarantee on behalf of (refer note 43)				
Black Box Technologies Pte. Limited	-	17.03	-	-
	-	**17.03**	**-**	**-**

Notes:

1. Foreign currency balances (other than advances) are reinstated in INR using year end exchange rate.
2. Investments (as at balance sheet date) in share capital of related parties of the Company is not considered under 'Amount due to/from related parties (as at year-end)' as these are not considered 'outstanding' exposures.
3. All the amounts due to/from related parties (as at year-end) are unsecured.
4. All the amounts due to/from related parties (as at year-end), other than advances, will be cash-settled. Goods or services will be received/provided against the advance given/taken.

** These amounts include trade payables, advance from customers and excess money received from warrant holders

Amount disclosed is gross carrying value. Allowance for doubtful debt as at 31 March 2023 is ₹ 5.41 Crores (31 March 2022: ₹ Nil)

(IV) Key Management Personnel ('KMP') compensation:

The following table provides the total amount of transactions that have been entered into with KMP for the relevant financial year:

During the year, Nil (31 March 2022: Nil) ESOPs are granted to KMP and Nil (31 March 2022: Nil) ESOPs granted to KMP have lapsed.

₹ in Crores

	31 March 2023	31 March 2022
(i) Short term employee benefits	1.42	1.17
(ii) Post employment benefits	-	-
(iii) Other long term benefits (refer note 1 below)	-	-
(iv) Termination benefits	-	-
(v) Share based payment	0.33	0.45
(vi) Directors' sitting fees	0.27	0.37
Payable as at year end	-	-

Notes:

1. The remuneration to the KMP does not include the provisions made for gratuity and compensated absences, as they are determined on an actuarial basis for the Company as a whole.
2. No remuneration has been paid to Mr. Sanjeev Verma, Whole-time Director during the years ended 31 March 2023 and 31 March 2022 through Company.
3. Company has paid the remuneration to its directors during the year in accordance with the provision of and limits laid down under section 197 read with Schedule V to the Act.

(V) There are no commitments with any related party during the year or as at year end.

(VI) All the related party transactions are made on terms equivalent to those that prevail in an arm's length transactions, for which prior approval of Audit Committee was obtained during the years ended 31 March 2023 and 31 March 2022.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

37 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(A) Contingent liabilities

₹ in Crores

	Footnote	31 March 2023	31 March 2022
I] Claims against the Company not acknowledged as debt	(a)	0.60	2.37
II] Guarantees excluding financial guarantees (refer note 43)		-	17.03
III] Other money for which the Company is contingently liable			
(A) In respect of disputed demands for matters under appeal with	(b)		
(a) Income tax authorities *		6.88	27.14
(b) Excise, service tax and customs authorities *		4.20	18.50
(c) Sales tax authorities *		10.80	10.80
(B) Form-F pending receipt	(c)	0.83	0.83

Notes:

1. The Company is contesting all of the above demands in respect of Income tax, Excise duty, Service tax, Customs duty and Sales tax and the management believes that its positions are likely to be upheld at the appellate stage. No expense has been accrued in the standalone financial statements for the aforesaid demands. The management believes that the ultimate outcome of these proceedings are not expected to have a material adverse effect on the Company's financial position and results of operations and hence no provision has been made in this regard.
2. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
3. The amounts disclosed above represent the best possible estimates arrived at on the basis of available information and do not include any penalty payable.
4. The Company does not expect any reimbursements in respect of the above contingent liabilities.
5. Refer note 47 for penalty unascertained on account of non-compliance with provisions of Foreign Exchange Management Act, 1999.

* Amount outstanding as at balance sheet date represents gross demand raised by the tax authorities, as amount paid under protest is not charged to the standalone statement of profit and loss by the Company

Footnotes:

(a) It represents demand raised by vendor for remaining outstanding amount which is disputed by Company over non-performance of certain duties by vendor under the contract.

(b) It represents demands raised by direct and indirect tax authorities on various grounds, which are contested by the Company.

(c) It represents demand raised by sales tax authorities for non submission of Form F.

(B) Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ Nil (31 March 2022: ₹ 0.09 Crores).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

38 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

Trade payables include:

₹ in Crores

	31 March 2023	31 March 2022
Total outstanding dues of micro enterprises and small enterprises	14.43	18.13

Details of amounts due under the MSMED Act, 2006 are as under: ₹ in Crores

1)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	a)	Principal	12.71	16.38
		b)	Interest	1.72	1.75
			Total	**14.43**	**18.13**
2)	The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	a)	Principal	72.79	10.31
		b)	Interest	-	-
			Total	**72.79**	**10.31**
3)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.			-	0.39
4)	The amount of interest accrued and remaining unpaid at the end of the year.	a)	Total Interest accrued	1.27	0.70
		b)	Total Interest unpaid	1.72	1.75
5)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.		Includes ₹ 1.75 Crores being interest on dues outstanding to MSMEs as at 31 March 2022 beyond the appointed date. Company has made payment to certain MSMEs during the current year beyond the appointed date. Such payments were made without adding interest specified under MSMED Act, 2006. Out of the aforementioned amount, ₹ 1.30 Crores has been reversed to the standalone statement of profit and loss on the basis of No Objection Certificate received from certain MSMEs.		

The management has identified enterprises which qualify under the definition of micro enterprises and small enterprises, as defined under the MSMED Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at year end has been made in the standalone financial statements based on the information received and available with the Company and has been relied upon by the statutory auditors.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

39 FINANCIAL INSTRUMENTS

39.1 a) Categories of financial instruments

₹ in Crores

	Carrying value and fair value	
	As at 31 March 2023	As at 31 March 2022
Financial assets (other than non-current investments)		
Measured at amortised cost		
Non-current		
(a) Other financial assets	11.78	10.80
Current		
(a) Trade receivables	118.52	82.48
(b) Cash and cash equivalents	0.05	0.30
(c) Bank balances other than cash and cash equivalents	1.23	1.93
(d) Other financial assets	24.79	30.88
Financial liabilities		
Measured at amortised cost		
Non-current		
(a) Borrowings	0.62	-
(b) Lease liabilities	26.89	27.92
(c) Other financial liabilities	0.25	0.23
Current		
(a) Borrowings	23.61	22.67
(b) Lease liabilities	3.49	2.57
(c) Trade payables	101.72	88.01
(d) Other financial liabilities	1.03	1.30

b) Fair value hierarchy and method of valuation

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data (unobservable inputs).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

There have been no transfer amongst the levels of fair value hierarchy during the year.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, other current financial assets/liabilities and short term borrowings approximate their carrying amounts largely due to short term maturities of these instruments. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
2. Financial instruments are evaluated by the Company based on parameters such as individual credit worthiness of the counter-party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
3. The fair values for deposits, finance lease contracts and financial guarantee contract were calculated based on cash flows discounted using lending rate on the date of initial recognition. The lease liability is initially recognised at the present value of the future lease payments and are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates and subsequently measured at amortised cost. Accordingly, all these are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
4. Fair value of long term borrowings approximate their carrying amounts due to the fact no upfront fees is paid as compensation to secure the borrowing and the interest rate is equals to the market interest rate. This is classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

Details of financial assets and liabilities considered under Level 3 classification

₹ in Crores

Net investment in finance lease	31 March 2023	31 March 2022
Balance at the beginning of the year	7.22	-
Additions during the year	3.72	6.67
Repayments during the year	(1.66)	-
Income recognised in profit or loss (unwinding of interest)	0.87	0.55
Expense recognised in profit or loss (allowance for expected credit loss)	(3.14)	-
Balance at the end of the year	**7.01**	**7.22**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Lease liabilities	31 March 2023	31 March 2022
Balance at the beginning of the year	30.49	5.13
Additions, including reassessment, during the year	2.84	27.42
Repayments during the year	(6.77)	(4.60)
Expense recognised in profit or loss (unwinding of interest)	3.82	2.54
Balance at the end of the year	**30.38**	**30.49**

The impact of additions, deletions and gain or loss on profit or loss and OCI for security deposits is negligible.

39.2 Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

a) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, foreign currency payables and borrowings.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations.

Exposure to interest rate risk

₹ in Crores

Particulars	As at 31 March 2023	As at 31 March 2022
Fixed-rate instruments		
Term loan	0.78	-
Variable-rate instruments		
Cash credit facilities	23.45	22.67
Total	**24.23**	**22.67**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit or loss before tax is affected through the impact on floating rate borrowings, as follows:

₹ in Crores

Particulars	Gain / (loss) on profit or loss before tax	
	31 March 2023	31 March 2022
Interest rate increase by 50 basis points	(0.12)	(0.11)
Interest rate decrease by 50 basis points	0.12	0.11

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises from cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets as well as credit exposures to customers including outstanding receivables and contract assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

Trade receivables and contract assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad debts and ageing of accounts receivables. Individual risk limits are set accordingly.

The expected credit loss rates are based on the payment profiles of sales over a period of 36 months before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macro-economic factors affecting the ability of the customers to settle the receivables. The Company recognises lifetime expected losses for all trade receivables and contract assets that do not constitute a financing component.

The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically and there is no single customer contributing more than 10% of outstanding trade receivables as at 31 March 2023 and 31 March 2022.

Outstanding customer receivables and contract assets are regularly monitored.

Other financial assets

The Company periodically monitors the recoverability and credit risks of its other financial assets. The Company evaluates 12 months expected credit losses for all the financial assets for which credit risk has not increased significantly. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

BLACK BOX

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The Company has considered financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad or doubtful receivables and ageing of receivables related to cash and cash equivalents, bank balances other than cash and cash equivalents, margin deposits, security deposits, finance lease assets and other financial assets. In most of the cases, risk is considered low since the counterparties are reputed organisations with no history of default to the Company and no unfavourable forward looking macro economic factors. Wherever applicable, expected credit loss allowance is recorded (refer notes 7 and 13).

Expected credit loss for trade receivables

₹ in Crores

As at 31 March 2023	0-30 days	31-60 days	61-90 days	More than 90 days	Credit impaired	Total
Gross trade receivables	**54.53**	**11.04**	**8.91**	**115.79**	**1.70**	**191.97**
Less: Trade receivables from group companies	6.82	1.96	2.74	16.08	-	27.60
Net trade receivables	**47.71**	**9.08**	**6.17**	**99.71**	**1.70**	**164.37**
Expected loss rates	0.00%	0.00%	1.72%	71.85%	100.00%	
Expected credit loss	**-**	**-**	**0.11**	**71.64**	**1.70**	**73.45**

Expected credit loss for trade receivables

₹ in Crores

As at 31 March 2022	0-30 days	31-60 days	61-90 days	More than 90 days	Credit impaired	Total
Gross trade receivables	**41.32**	**6.18**	**3.35**	**95.52**	**5.28**	**151.65**
Less: Trade receivables from group companies	8.26	0.86	0.41	11.88	-	21.41
Net trade receivables	**33.06**	**5.32**	**2.94**	**83.64**	**5.28**	**130.24**
Expected loss rates	0.79%	1.50%	3.38%	75.86%	100.00%	
Expected credit loss	**0.26**	**0.08**	**0.10**	**63.45**	**5.28**	**69.17**

The following table summarises the change in the loss allowance measured using expected credit loss model on trade receivables:

₹ in Crores

Particulars	31 March 2023	31 March 2022
At the beginning of the year	**69.17**	**63.73**
Provision made during the year	6.91	5.44
Provision reversed during the year	(2.63)	-
At the end of the year	**73.45**	**69.17**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	31 March 2023	31 March 2022
Revenue from top customer	5%	7%
Revenue from top five customers	16%	26%

Expected credit loss for contract assets

₹ in Crores

As at 31 March 2023	Not due	0-30 days	31-60 days	61-90 days	More than 90 days	Total
Contract assets (Gross)	**1.57**	**1.01**	**0.17**	**-**	**-**	**2.75**
Expected loss rates	0.00%	0.00%	0.00%	0.00%	0.00%	
Expected credit loss	**-**	**-**	**-**	**-**	**-**	**-**

₹ in Crores

As at 31 March 2022	Not due	0-30 days	31-60 days	61-90 days	More than 90 days	Total
Contract assets (Gross)	-	-	-	-	-	-
Expected loss rates	0.00%	0.00%	0.00%	0.00%	0.00%	
Expected credit loss	-	-	-	-	-	-

There is no loss allowance created or reversed on contract assets during the year ended 31 March 2023 and 31 March 2022.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for financial liabilities as well as forecast cash inflow and outflows due in day to day business. In addition, processes and policies related to such risks are overseen by senior management.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2023 and 31 March 2022 on undiscounted basis:

Maturity profile of financial liabilities ₹ in Crores

As at 31 March 2023	OnDemand	Less than one year	One to five years	More than five years	Total
Borrowings	23.45	0.16	0.62	-	24.23
Lease liabilities	-	3.49	21.91	16.65	42.05
Trade payables	-	101.72	-	-	101.72
Other financial liabilities	-	1.03	0.44	-	1.47
Total	**23.45**	**106.40**	**22.97**	**16.65**	**169.47**

₹ in Crores

As at 31 March 2022	OnDemand	Less than one year	One to five years	More than five years	Total
Borrowings	22.67	-	-	-	22.67
Lease liabilities	-	2.57	25.66	21.50	49.73
Trade payables	-	88.01	-	-	88.01
Other financial liabilities	-	1.30	0.23	-	1.53
Total	**22.67**	**91.88**	**25.89**	**21.50**	**161.94**

39.3 Foreign currency risk

Foreign currency risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company procures goods and services in their functional currency and in case of imports, it primarily deals in United States Dollars ('USD') and Great Britain Pound ('GBP').

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.

The Company's exposure to foreign currency risk at the end of the reporting period are as under:

₹ in Crores

	31 March 2023		31 March 2022	
	USD	GBP	USD	GBP
Financial assets				
Trade receivables (gross)	10.83	1.32	11.64	0.80
Cash and cash equivalents	-	-	0.19	-
Receivable from related parties	23.23	-	26.07	-
Other receivables	0.11	-	-	-
Exposure to foreign currency risk on financial assets	**34.17**	**1.32**	**37.90**	**0.80**
Financial liabilities				
Trade payables	5.67	-	7.32	-
Provision for expenses *	0.32	-	0.30	-
Exposure to foreign currency risk on financial liabilities	**5.99**	**-**	**7.62**	**-**
Net exposure to foreign currency risk	**28.18**	**1.32**	**30.28**	**0.80**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Company has accumulated net exposure to foreign currency risk amounting to ₹ 29.49 Crores (31 March 2022: ₹ 31.08 Crores).

The Company had issued corporate guarantee on behalf of its wholly owned subsidiary, Black Box Technologies Pte. Limited, amounting to USD Nil (31 March 2022: USD 2.25 million), equivalent to ₹ Nil (31 March 2022: ₹ 17.03 Crores). It is contingent in nature and Company does not expect any liability against the same in foreseeable future.

* Includes provision for expenses, billing of which is pending as at reporting date and will be billed in currency other than presentation currency. These are forming part of trade payables.

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in the USD and GBP with all other variables held constant. The below impact on the Company's profit or loss before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities as at standalone balance sheet date:

₹ in Crores

Particulars	Impact on profit or loss for the year ended	
	31 March 2023	31 March 2022
USD sensitivity		
INR / USD		
Increase by 5%	1.41	1.51
Decrease by 5%	(1.41)	(1.51)
GBP sensitivity		
INR / GBP		
Increase by 5%	0.07	0.04
Decrease by 5%	(0.07)	(0.04)

40 CAPITAL MANAGEMENT

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Gearing ratio:

₹ in Crores

	31 March 2023	31 March 2022
Borrowings	24.23	22.67
Less: Cash and cash equivalents and bank balances other than cash and cash equivalents	1.29	2.23
Net debt #	**22.94**	**20.44**
Total equity	329.20	285.25
Total capital	**329.20**	**285.25**
Gearing ratio (in %)	7%	7%

Net debt for the above purpose includes borrowings, interest accrued on borrowings net of cash and cash equivalents and bank balances other than cash and cash equivalents.

There are no externally imposed capital requirements on the Company.

41 LEASES

The disclosures required in accordance with Ind AS 116 "Leases" are as follows:

a) The Company's leased assets primarily consists of leases for office premises, furniture, computer and servers having different lease terms. There are several lease agreements with extension and termination options, for which management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Since it is reasonably certain to exercise extension option and not to exercise termination option, the Company has opted to include such extended term and ignore termination option in determination of lease term. Further, Company is not exposed to any variable lease payments or residual value guarantee.

b)

₹ in Crores

Particulars	31 March 2023	31 March 2022
Depreciation of ROU assets	3.88	3.04
Interest expense on lease liabilities	3.82	2.54
Expense relating to short term leases	0.01	-
Income from subleasing ROU assets (operating lease)	0.06	0.05
Total cash outflow for leases (including interest)	6.77	4.60
Additions to ROU assets	2.94	29.82

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

c) **Amounts recognised in standalone balance sheet:**

₹ in Crores

	31 March 2023	31 March 2022
Carrying amount of ROU assets		
- Buildings	16.23	17.46
- Furniture	3.52	3.93
- Computer and servers	2.67	2.08
Lease liabilities		
Non-current	26.89	27.92
Current	3.49	2.57

The incremental borrowing rate applied to lease liabilities ranges from 12.14% to 14.00% p.a. (31 March 2022: 12.14% to 14.00% p.a.)

d) **The details regarding the contractual maturities of lease liabilities as at reporting date on an undiscounted basis are as follows:**

₹ in Crores

	31 March 2023	31 March 2022
Within one year	3.49	2.57
Later than one year and not later than five years	21.91	25.66
Later than five years	16.65	21.50

e) The Company has entered into finance leases on its office premise and specific inventory item. These leases have term of ten years. The lease contract includes a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Rental income (including unwinding of interest) recognised by the Company during the year is ₹ 1.98 Crores (31 March 2022: ₹ 1.30 Crores). Further, wherever applicable, lessee is reasonable certain to exercise extension option and not to exercise termination option, hence the Company has opted to include such extended term and ignore termination option in determination of lease term. Further, Company has not retained any right in underlying asset.

f)

₹ in Crores

Particulars	31 March 2023	31 March 2022
Net investment in finance lease (net carrying value)	7.01	7.22
Finance income on the net investment in the lease	0.87	0.55

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

g) **Maturity profile of finance lease payments receivable on an undiscounted basis:**

₹ in Crores

	31 March 2023	31 March 2022
Within one year	0.32	0.22
Later than one year and not later than five years	6.29	5.79
Later than five years	5.22	6.61

h) **Reconciliation between undiscounted lease payments receivable and net investment in finance lease**

₹ in Crores

	31 March 2023	31 March 2022
Undiscounted lease payments receivable	11.83	12.62
Less: Interest income	(4.82)	(5.40)
Net investment in finance lease	7.01	7.22

Additional information:

1. The Company has not earned gain or incurred loss from sale and lease back transaction.
2. There are no significant restrictions or covenants imposed on leases.

42 REVENUE FROM CONTRACTS WITH CUSTOMERS

The outstanding balance of net trade receivables is presented in below table:

₹ in Crores

	31 March 2023	31 March 2022
Trade receivables (net)	118.52	82.48

a) Performance obligations:

The performance obligation of Company is satisfied at a point in time or over the period of time depending on the nature of products and services provided.

1) **Revenue from sale of products:** It includes unified and voice communication solutions, IP Phones, data products, video conferencing products and cyber security solutions. It also includes leasing of specific inventory item. Revenue is recognised at a point in time, which is generally on the delivery of product (performance obligation is satisfied).

2) **Revenue from implementation contracts:** It includes implementation services on products (including installation and commissioning). Revenue is recognised in the accounting period in which services are rendered, as the performance obligations are met.

3) **Revenue from maintenance contracts:** Revenue from fixed maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract.

b) Changes in contract liabilities are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Balance at the beginning of the year	**14.43**	**26.98**
Net revenue recognised that was included in the balance at the beginning of the year	(14.18)	(24.32)
Net invoicing during the year, excluding amounts recognised as revenue during the year	18.56	11.77
Balance at the end of the year	**18.81**	**14.43**

c) Changes in contract assets are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Balance at the beginning of the year	**-**	**-**
Invoices raised that were included in the contract assets balance at the beginning of the year	-	-
Increase due to revenue recognised during the year, excluding amounts billed during the year	2.75	-
Balance at the end of the year	**2.75**	**-**

d) Timing of revenue recognition:

₹ in Crores

	31 March 2023	31 March 2022
Transferred at a point in time	303.20	222.48
Transferred over time	53.71	69.86

e) Remaining performance obligation

As at 31 March 2023, the aggregate amount of transaction price allocated to remaining performance obligations is ₹ 18.81 Crores (31 March 2022: 14.43 Crores) of which approximately 65% (31 March 2022: 98%) is expected to be recognised as revenue within one year.

f) Company does not have any significant obligations for returns and refunds. For type of warranties, refer note 18(a).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

43 DISCLOSURE UNDER SECTION 186(4) OF THE ACT - CORPORATE GUARANTEE AND INVESTMENT

₹ in Crores

Name of subsidiary	31 March 2023	31 March 2022
Black Box Technologies Pte. Limited		
Guarantee given (Amount outstanding as at year-end)	-	17.03
Investment made during the year	39.68	-

Note:

1. The Company had given corporate guarantee to the bank for the loan facility (fund based and non-fund based) availed by Black Box Technologies Pte. Limited, wholly owned subsidiary and a guarantee commission @ 1.75% (31 March 2022: 1.75%) per annum is charged. The Company had recognised the financial guarantee contract (corporate guarantee) at its fair value as per Ind AS 109 "Financial Instruments" for the fund based component of the corporate guarantee and the non-current and current portion of financial liability was disclosed under "Other financial liabilities". Fund based facility ceased to exist in financial year 2021-22 and accordingly guarantee asset and liability was de-recognised to that extent. The outstanding amount of guarantee shown above is for non-fund based component amounting to USD Nil (31 March 2022: USD 2.25 million).

44 As per Ind AS 12 "Income Taxes", a deferred tax asset ('DTA') shall be recognised for the carry forward of unused tax loss, unused tax credits and taxable timing differences to the extent it is probable that future taxable profit will be available against which the unused tax loss, unused tax credits and taxable timing differences can be utilised. Accordingly, DTA has been recognised only to the extent of deferred tax liability.

45 As per the transfer pricing rules, the Company has examined international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustments with regard to the transactions involved, other than those already adjusted in the standalone financial statements.

46 CORPORATE SOCIAL RESPONSIBILITY ('CSR')

As per section 135 of the Act, and rules therein, the Company is required to spend at least 2% of its average net profits for three immediately preceding financial years towards CSR activities. The Company has CSR committee as per the Act. The funds are utilised on the activities which are specified in Schedule VII of the Act. Details of CSR expenditure are as follows:

₹ in Crores

	31 March 2023	31 March 2022
a) Gross amount required to be spent by the Company pursuant to section 135(5) of the Act	0.02	-
b) Amount of expenditure incurred on		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	0.03	0.02
c) Shortfall at the end of the year	-	-

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

		31 March 2023	31 March 2022
d)	Total of previous years shortfall	-	-
e)	Reason for shortfall	Not applicable	Not applicable
f)	Nature of CSR activities	**For financial year ended 31 March 2023** Job entrepreneurship and empowerment training for disabled patients **For financial year ended 31 March 2022** Sponsorship for disabled patients	

The Company's spent towards CSR does not involve any long term projects and accordingly, disclosure requirements relating to ongoing projects is not applicable as at reporting dates.

47 The outstanding balance of trade payables, trade receivables and other financial assets as at 31 March 2023 includes amount payable aggregating to ₹ 3.28 Crores (31 March 2022: ₹ 2.71 Crores) and amount receivable aggregating to ₹ 6.02 Crores (31 March 2022: ₹ 3.68 Crores) and ₹ 11.80 Crores (31 March 2022: ₹ 11.36 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 ₹ 2.71 Crores (31 March 2022: ₹ 1.67 Crores) during the current year and on payables aggregating to ₹ 0.24 Crores (31 March 2022: ₹ 1.04 Crores) subsequent to the year end. For the remaining payables amounting to ₹ 0.33 Crores (31 March 2022: ₹ Nil) where extension has not been filed, management 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 ₹ 15.43 Crores (31 March 2022: ₹ 14.01 Crores) during the current year and on receivables aggregating to ₹ 2.39 Crores (31 March 2022: ₹ 1.03 Crores) subsequent to the year end. For all the 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 standalone financial statements does not include any adjustments that may arise due to such delays.

48 Pursuant to approval of the members received on 20 April 2022, the Company had sub-divided its equity share of ₹ 10 each into equity share of ₹ 2 each. As a result, each equity share of ₹ 10 was sub-divided into 5 (five) equity shares of ₹ 2 each. Consequently, the basic and diluted earnings per share is computed for all the periods on the basis of the new number of equity shares in accordance with Ind AS 33 "Earnings per Share".

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

49 FINANCIAL RATIOS

The ratios for the years ended 31 March 2023 and 31 March 2022 are as follows :

₹ in Crores

Particulars	Numerator	Denominator	31 March 2023	31 March 2022	Variance (in %)
Current ratio (in times)	Current assets	Current liabilities	1.30	1.25	4.70 %
Debt-equity ratio (in times)	Debt	Net worth	0.07	0.08	(7.39)%
Debt service coverage ratio (in times)	Earnings available for debt service	Debt service	1.00	0.62	61.35 %
Return on equity ratio (in %)	Profit for the year	Average net worth	1.90	2.07	(8.05)%
Inventory turnover ratio (in times)	Cost of goods sold	Average inventory	17.49	12.55	39.33 %
Trade receivables turnover ratio (in times)	Revenue from contracts with customer	Average net trade receivables	3.55	3.91	(9.28)%
Trade payables turnover ratio (in times)	Net purchases	Average trade payables	2.85	2.86	(0.12)%
Net capital turnover ratio (in times)	Revenue from contracts with customer	Working capital	7.88	8.79	(10.41)%
Net profit ratio (in %)	Profit for the year	Revenue from contracts with customer	1.64	1.99	(17.64)%
Return on capital employed (in %)	EBIT	Capital employed	3.26	1.77	83.71%
Return on investment (in %) *	Profit before tax	Average total assets	1.19	1.31	(9.51)%

Notes:

1 Debt = Non current borrowings + Current borrowings
2 Net worth = Paid up share capital + Reserves created out of profit - Accumulated losses
3 Earnings available for debt service = Net profit after tax (excluding OCI) + Non cash operating expenses + Interest expenses
4 Debt service = Interest expenses + Lease payment within next 12 months + Principal repayment of borrowings within next 12 months
5 Cost of goods sold = Purchases of stock-in-trade + Changes in inventories of work-in-progress and stock-in-trade
6 Net purchases = Purchases of stock-in-trade + Service charges
7 Working capital = Current assets - Current liabilities
8 EBIT = Earnings before finance costs, other income and tax
9 Capital employed = Tangible net worth (i.e., net worth - intangible assets) + total borrowings + deferred tax liabilities

Reason for variance of more than 25% as compared to the previous year :

Debt service coverage ratio : Improved due to increase in non-cash operating expenses
Inventory turnover ratio : Improved due to better inventory management and high demand of products.
Return on capital employed : Improved due to current year improved EBIT.

50 BORROWING SECURED AGAINST CURRENT ASSETS

The Company has sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of trade receivables and inventory are filed by the Company with banks regularly and the required reconciliation is presented below. Company is not required to submit the quarterly returns or statements of other current assets which are pledged.

For the year ended 31 March 2023

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2023	Trade receivables *	104.81	101.60	3.21	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	11.49	11.49	-	
31 December 2022	Trade receivables *	116.68	112.20	4.48	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	19.46	19.46	-	
30 September 2022	Trade receivables *	91.77	93.00	(1.23)	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	11.95	13.20	(1.25)	
30 June 2022	Trade receivables *	116.64	116.80	(0.16)	No material discrepancy
	Inventory	6.73	6.73	-	

For the year ended 31 March 2022

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2022	Trade receivables *	86.38	90.42	(4.04)	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	6.87	6.47	0.40	
31 December 2021	Trade receivables *	102.39	102.39	-	No difference
	Inventory	7.09	7.09	-	

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
30 September 2021	Trade receivables *	88.51	88.51	-	No material discrepancy
	Inventory	13.38	13.36	0.02	
30 June 2021	Trade receivables *	97.40	97.40	-	No material discrepancy
	Inventory	9.88	9.82	0.06	

* Represents trade receivables which are outstanding up to 180 days and non-trade receivables from group companies

51 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

a) Details of benami property

Company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder as at 31 March 2023 and 31 March 2022. Further, no proceedings have been initiated or pending against the Company for holding any benami property under the act and rules mentioned above for the years ended 31 March 2023 and 31 March 2022.

b) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or any other lender for the years ended 31 March 2023 and 31 March 2022.

c) Relationship with struck off companies

The disclosure of relationship and transaction with struck off companies under section 248 of the Act is as follows:

In respect of the Company:

There was no transaction and year-end balance as at 31 March 2023 with struck off companies.

As at and for the year ended 31 March 2022

₹ in Crores

Name of struck off company	Nature of transactions with struck off company	Balance outstanding as at year-end	Relationship with struck off company
R.P. Electronics	Receivable	0.00	Buyer-seller relationship
TDW India Limited	Receivable	0.00	Buyer-seller relationship
HIRCO Developments Private Limited	Receivable	0.00	Buyer-seller relationship

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Name of struck off company	Nature of transactions with struck off company	Balance outstanding as at year-end	Relationship with struck off company
Mas Teltech Solutions (P) Limited	Receivable	0.00	Buyer-seller relationship
Trustron Devices Private Limited	Receivable	0.00	Buyer-seller relationship
Aqsacom India Private Limited	Receivable	0.01	Buyer-seller relationship
Fore TechServe Private Limited	Receivable	0.01	Buyer-seller relationship
Gilgal Net Solutions Private Limited	Receivable	0.01	Buyer-seller relationship
East Point Infotech	Receivable	0.01	Buyer-seller relationship
Motorola India Private Limited	Receivable	0.01	Buyer-seller relationship
Sagar Hospitals	Receivable	0.02	Buyer-seller relationship
Wizard Internet Solutions Private Limited	Receivable	0.03	Buyer-seller relationship
TIHOTS	Receivable	0.03	Buyer-seller relationship
Marina Towers	Receivable	0.03	Buyer-seller relationship
Vertex Integrated Services	Receivable	0.07	Buyer-seller relationship
iProf Learning Solutions India Private Limited	Receivable	0.12	Buyer-seller relationship
Msource India Private Limited	Receivable	0.25	Buyer-seller relationship
Unicorp Infotech Private Limited	Receivable	0.32	Buyer-seller relationship

d) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under section 2(87) of the Act for the years ended 31 March 2023 and 31 March 2022.

e) Compliance with approved scheme of arrangements

The Company has not entered into any scheme of arrangement in terms of section 230 to 237 of the Act for the years ended 31 March 2023 and 31 March 2022.

f) Utilisation of borrowed funds and share premium (for the years ended 31 March 2023 and 31 March 2022)

The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entity ('Intermediaries') with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person or entity, including foreign entity ('Funding Party') with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g) Undisclosed income

No income has been surrendered or disclosed as income during the current and previous year.

h) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current and previous year.

i) Registration of charges or satisfaction with Registrar of Companies ('ROC')

There are no charges which are yet to be registered with the ROC beyond the statutory period as at 31 March 2023. The details of satisfaction of charges which are yet to be registered with ROC as at 31 March 2023 is as follows:

₹ in Crores

Charge holder name	As at 31 March 2023	As at 31 March 2022	Reason for delay
Yes Bank Limited	-	250.00	These were duplicate charges. NOC is received from the bank during the year ended 31 March 2023
Bank of India Limited	11.71	11.71	NOC is awaited from the bank.
Bank of India Limited	70.40	70.40	NOC is awaited from the bank.
Canara Bank	0.85	0.85	These charges are not related to the Company. These are old charges related to Tata phone division which was demerged from Tala Telecom Limited in April 2001. Company has requested the banks to remove these charges.
Canara Bank	1.00	1.00	
Canara Bank	0.48	0.48	
Canara Bank	7.60	7.60	
The Lakshmi Vilas Bank Limited	0.36	0.36	
State Bank of Travancore	5.16	5.16	

Disclosure in relation to date of satisfaction as per statutory period is not applicable as NOC/response is awaited from the banks.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

52 The Company has not given any loan or advance in the nature of loan to its subsidiary or other entity during the year ended 31 March 2023 and 31 March 2022. Therefore, disclosure under Regulation 53(1)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

53 In the board meeting held on 11 November 2022, the Board of Directors of the Company have approved setting off of accumulated losses under retained earnings with credit balance in securities premium account and capital reserve account, subject to no objection certificate ('NOC') from NSE and BSE (collectively referred to as 'stock exchanges') and approval from members of the Company and National Company Law Tribunal ('NCLT'). Post approval from the Board of Directors, the Company has submitted application to stock exchanges for seeking NOC and the response is still awaited.

54 The Company had filed claim before NCLT, Mumbai, towards recovery of dues from EPC Constructions India Limited ('EPCCIL' or 'Corporate Debtor') on account of services rendered by the Company to EPCCIL during its Corporate Insolvency Resolution Process ('CIRP') period commencing from April 2018.

NCLT vide its order dated 08 June 2021, uploaded on its website on 26 June 2021, had directed EPCCIL to make payment of all outstanding dues to the Company within a period of 3 months from the date of receipt of the aforesaid order and had further directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Company. Based on the above order, Company had recorded the revenue of ₹ 8.51 Crores and interest income of ₹ 1.49 Crores during the year ended 31 March 2022. Subsequently, on appeal filed by EPCCIL challenging the aforesaid order, National Company Law Appellate Tribunal ('NCLAT'), New Delhi had passed an order dated 28 September 2021 in favour of the Company and had directed EPCCIL to pay ₹ 4.50 Crores (inclusive of ₹ 1.00 Crore already paid in the month of June 2019) to the Company within a period of 2 months from the date of this order and had further directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Company. EPCCIL had paid ₹ 3.10 Crores within the period directed by NCLAT.

Subsequent to 31 March 2022, The Company and EPCCIL had arrived at amicable settlement whereby EPCCIL had agreed to make payment of entire outstanding principal amount of ₹ 5.50 Crores (inclusive of taxes) in three monthly instalments subject to fulfilment of conditions attached to the settlement arrangement and shall continue to pay revised monthly charges of ₹ 0.20 Crores per month (earlier ₹ 0.25 Crores per month) to the Company effective May 2022. In lieu of the same, Company has agreed to waive claim of interest amount of ₹ 1.49 Crores and adjustment is made in the statement of profit and loss.

In view of these events, both the parties had also finalised documents such as Settlement Agreement and Joint Application seeking withdrawal of the appeal. However, despite having finalised the aforesaid documents, EPCCIL failed to execute the same in spite of payment of initial settlement amount. To challenge the said illegal actions of EPCCIL, Company had preferred an application praying for the enforcement of the finalised contract. NCLAT, New Delhi has passed an order dated 02 February 2023 directing the Company to file application before NCLT to seek clarification on the amount due and amount recoverable which is to be decided by the NCLT preferably within a period of two months. Further, NCLAT has directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Company.

Management is confident of the recovery however considering the prolonged delay in collection, 100% of the outstanding amount, i.e., ₹ 5.41 Crores is provided for in the standalone statement of profit and loss during the year ended 31 March 2023.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

55 EVENTS AFTER THE REPORTING DATE

Black Box Technologies Australia Pty Ltd, step-down subsidiary of the Company, has entered into a share purchase agreement to acquire 100% equity stake of Global Speech Networks Pty Ltd, incorporated in Australia, for a total consideration of AUD 2.50 million (equivalent to ₹ 13.72 Crores) on 17 May 2023. This acquisition is anticipated to be completed within 60 days of signing the share purchase agreement.

56 AUTHORISATION OF STANDALONE FINANCIAL STATEMENTS

The standalone financial statements as at and for the year ended 31 March 2023 were approved by the Board of Directors on 30 May 2023.

57 Previous year figures have been regrouped, reclassified and rearranged wherever necessary, to conform to this year's presentation, which are not considered material to standalone financial statements.

These are the significant accounting policies and other explanatory information referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

INDEPENDENT AUDITOR'S REPORT

To the Members of Black Box Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated financial statements 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, as listed in Annexure – I, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associate, as at 31 March 2023, and their consolidated profit (including Other Comprehensive Loss), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER – NON-COMPLIANCE WITH LAWS AND REGULATIONS

4. We draw attention to Note 50 to the accompanying consolidated financial statements, which describes the delay in remittance of import payments and repatriation of proceeds from export of goods and services, aggregating to ₹ 17.88 Crores and ₹ 20.34 Crores, respectively, by the Holding Company and its subsidiary companies incorporated in India, outstanding as at 31 March 2023 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 consolidated financial statements in respect of aforesaid delays. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Consolidation process for preparation of the consolidated financial statements of the Group and its associate Refer Note 2B –'Basis of consolidation' in the accompanying consolidated financial statements. As at the year-end, the Group comprises of 76 subsidiaries (including step down-subsidiaries) and 1 associate. The Group's consolidation process is complex on account of its presence in various geographies and multiple businesses through different ownership structures. The consolidation process includes evaluation of the degree of control/ significant influence, alignment of Group accounting policies and elimination of intercompany transactions and balances which may require a high level of judgement. The entities in the Group and its associate have diverse accounting systems and further, the financial statements of each of the overseas subsidiaries and associate are prepared in accordance with the accounting principles generally accepted in their respective countries. For the purpose of preparing consolidated financial statements of the Group and its associate, these financial statements of overseas subsidiaries and its associate are converted and consolidated using the accounting principles applicable to the Holding Company, by the group management.	Our audit included, but was not limited to, the following procedures performed on consolidation: • Obtained an understanding of the management's process of preparation of consolidated financial statements comprising of financial statements of the Holding Company, its subsidiaries, and its associate. • Evaluated the design and tested the operating effectiveness of key controls in respect of Group's process of consolidation and management's procedures for alignment of group accounting policies, consolidation adjustments and elimination of inter-company transactions and balances. • Assessed the accounting policies adopted by the management for consolidation and ensured its appropriateness in accordance with the requirements of Ind AS 110, Consolidated Financial Statements and Ind AS 28, Investments in Associates and Joint Ventures. • Reviewed the supporting documents, including agreements and minutes of Board committees relating to significant group entities, where necessary to evaluate management's evaluation of control over such subsidiary companies and significant influence over associate. • Identified and determined the significant components of the Group and its associate based on materiality and our understanding of the group's operations, to develop an appropriate audit plan including scoping of such components for our audit. • Ensured compliance by the management with the consolidation principles enunciated under Ind AS 110 and the Guidance Note on Audit of Consolidated Financial Statements (Revised 2016), issued by the ICAI. • Obtained conversion adjustments schedule prepared by the management of the Holding Company in case of overseas subsidiaries and associate and reviewed such conversion adjustments in accordance with the differences between the respective financial reporting frameworks.

Key audit matter	How our audit addressed the key audit matter
There was significant risk involved in consolidation of the entities in the Group and its associate considering the number of components involved in the preparation of consolidated financial statements of the Group and its associate, and thereby warranted significant auditor attention during the year ended 31 March 2023. Accordingly, we have determined the above as a key audit matter for the current year audit.	• Tested significant consolidation adjustments recorded through manual journal entries and reviewed underlying documents to ensure appropriateness of such adjustments. • Evaluated the appropriateness of the disclosures made in Note 2 with respect to the basis of preparation and presentation of these consolidated financial statements.
Revenue recognition under Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') Refer note 2E (xix) – 'Income recognition' and notes 24 and 44 - 'Revenue from contracts with customers' to the consolidated financial statements for the related accounting policy on revenue recognition and details of revenue recognised during the year. Revenue for the Group and its associate consists primarily of sale of products and sale of implementation and maintenance services for networking equipment and communications technology solutions. Owing to the multiplicity of the products and services across multiple geographies, which requires compliance with varied customer specifications, and diverse terms of contracts with customers, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention. Further, application of Ind AS 115 involves significant judgements/ material estimates relating to identification of distinct performance obligations, determination of transaction price, including impact of variable consideration, of the identified performance obligations and the appropriateness of the basis used to measure revenue recognised over a period of time. Considering the materiality of amounts involved, significance of the area to the consolidated financial statements, combined with significant judgements and estimates involved, revenue recognition is considered to be a key audit matter for the current year audit.	Our audit included, but was not limited to, the following procedures performed in respect of revenue recognition: • Evaluated the design and tested the operating effectiveness of internal financial controls relating to the application of revenue accounting standard specifically those relating to identification of the distinct performance obligations and determination of transaction price. Procedures performed included enquiry, observation, reperformance or inspection, as applicable, of evidence in respect of operation of these controls. • Tested the relevant information technology systems access and change management controls relating to contracts and related information used in recording and presenting revenue in accordance with the revenue accounting standard. • Selected a sample of contracts and performed the following procedures: o Read, analysed and identified the distinct performance obligations in these contracts; o Compared such performance obligations with those identified and recorded by the management; and o Reviewed contract terms to determine the transaction price including variable consideration, if any, to determine the appropriate transaction price for computing revenue. • Samples in respect of revenue recorded for sale of products were tested by inspecting either the customer acceptances, invoices and/or historical trend of collections and disputes. Further, tested sample transactions before and after year end to ensure revenue is recorded in the correct period.

Key audit matter	How our audit addressed the key audit matter
	• In respect of samples relating to fixed maintenance contracts, verified the period of the contract with the customer agreements and verified whether the revenue was recognised appropriately over the period of contract as services were being rendered basis the method of determination of satisfaction of performance obligations in accordance with Ind AS 115. • Tested samples of credit notes issued during the year and subsequent to year end, if any to confirm revenue recognised during the period was appropriate. • Performed analytical procedures for reasonableness of revenue recorded. • Assessed the appropriateness and adequacy of disclosures included in the consolidated financial statements, in accordance with the requirements of Ind AS 115.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Loss, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group and its

associate company, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities included in the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the respective entities included in the Group and its associate or to cease operations, or has no realistic alternative but to do so.

10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associate.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

12. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate Internal Financial Controls with reference to consolidated financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern;

    - Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, and its associate, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

16. We did not audit the financial information of one subsidiary, whose financial information reflects total assets of ₹ 10.26 Crores and net assets of ₹ (0.81) Crores as at 31 March 2023, total revenues of ₹ 7.16 Crores and net cash inflows amounting to ₹ 0.37 Crores for the year ended on that date, as considered in the consolidated financial statements. This financial information is unaudited and has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, this financial information is not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

17. As required by section 197(16) of the Act based on our audit, we report that the Holding Company and one subsidiary company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that one subsidiary company, incorporated in India whose financial statements have been audited under the Act has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of this subsidiary company.

18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act, following are the companies included in the consolidated financial statements for the year ended 31 March 2023 and covered under that Act that are audited by us and other auditor, for which the respective reports under section 143(11) of the Act of such companies have not yet been issued by us and by the respective other auditor, as per information and explanation given to us by the management in this respect.

S No	Name	CIN	Subsidiary/ Associate/ Joint Venture
1.	Black Box Network Services India Private Limited	U51101MH2013FTC242517	Step-down subsidiary
2.	COPC India Private Limited	U74140HR2012FTC047227	Step-down subsidiary

19. As required by section 143(3) of the Act, based on our audit and, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary companies, covered under the Act and taken on record by the Board of Directors of the Holding Company and its subsidiary companies, respectively, covered under the Act, none of the directors of aforementioned companies, are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure – II' wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate as detailed in Note 40A to the consolidated financial statements;

ii. The Holding Company, its subsidiary companies and associate company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, covered under the Act during the year ended 31 March 2023;

iv. a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in Note 58(f) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, incorporated in India to or in any person or entity, including foreign entities (the 'intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, incorporated in India (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 58(f) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies, incorporated in India from any person or entity, including foreign entities (the 'Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, incorporated in India shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiary companies, covered under the Act have not declared or paid any dividend during the year ended 31 March 2023; and

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN: 23106815BGYCAN7142

Place: Mumbai
Date : 30 May 2023

ANNEXURE – I

List of entities included in the Statement (in addition to 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, 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

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

Subsidiary companies (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 Company
49. Black Box Software Development Services Limited
50. Delaney Telecom, Inc.
51. Norstan Canada, Ltd. / Norstan Canada, Ltée
52. Norstan Communications, Inc.
53. Nu-Vision Technologies, LLC
54. Black Box Network Services Philippines, Inc.
55. Black Box Technologies Australia Pty Limited
56. COPC Holdings Inc.
57. COPC Inc.
58. COPC International Inc.
59. COPC Asia Pacific Inc.
60. COPC International Holdings LLC
61. COPC India Private Limited
62. COPC Consultants (Beijing) Co. Limited
63. Fuji Soft Technology LLC
64. Fujisoft Security Solutions LLC
65. BBX Inc.
66. Black Box Network Services Hong Kong Limited
67. Black Box Technologies LLC
68. Service Journey Strategies Inc.
69. Servicios Black Box S.A. de C.V.
70. Black Box Technologies Group B.V.
71. Black Box Bangladesh Technologies Private Limited
72. Black Box Costa Rica S.R.L
73. Black Box Network Services Colombia S.A.S.
74. Dragonfly Technologies Pty Ltd
75. Cybalt Inc.
76. Black Box Products FZE
77. Pyrios Pty Limited (up to 03 September 2022)

Associate

1. Black Box DMCC (w.e.f. 31 March 2023)

ANNEXURE – II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BLACK BOX LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

Independent Auditor's Report on the Internal Financial Controls with reference to consolidated financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the consolidated financial statements of Black Box Limited (the 'Holding Company') and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the 'Group') and its associate, as at and for the year ended 31 March 2023, we have audited the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its two subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the Internal Financial Controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibilities for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls with reference to consolidated financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to consolidated financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

6. A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Controls with reference to consolidated financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to consolidated financial statements to future periods are subject to the risk that the Internal Financial Controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company, has in all material respects, adequate Internal Financial Controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2023, based on the Internal Financial Controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the Internal Financial Controls with reference to financial statements in so far as it relates to two subsidiary companies, which are companies covered under the Act, whose financial information reflects total assets of ₹ 82.41 Crores and net assets of ₹ 30.41 Crores as at 31 March 2023, total revenues of ₹ 32.84 Crores and net cash inflows amounting to ₹ 2.85 Crores for the year ended on that date, as considered in the consolidated financial statements. The Internal Financial Controls with reference to financial statements of these subsidiary companies, which are companies covered under the Act, are unaudited and our opinion under section 143(3)(i) of the Act on adequacy and operating effectiveness of the Internal Financial Controls with reference to financial statements insofar as it relates to the aforesaid subsidiary companies, which are companies covered under the Act, is solely based on the corresponding Internal Financial Controls with reference to financial statements reports certified by the management of such companies. In our opinion and according to the information and explanations given to us by the management, the financial information is not material to the Group and its associate. Our opinion is not modified in respect of the above matter with respect to our reliance on the Internal Financial Controls with reference to financial statements reports certified by the management.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN: 23106815BGYCAN7142

Place: Mumbai
Date : 30 May 2023

CONSOLIDATED BALANCE SHEET as at 31 March 2023

₹ in Crores

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	160.61	190.40
Right of use assets	4	259.06	194.32
Goodwill	5	315.96	300.35
Other intangible assets	6	58.58	47.42
Intangible assets under development	6.1	2.23	-
Investment accounted for using the equity method	7	30.40	-
Financial assets			
Other financial assets	8	18.03	23.83
Deferred tax assets (net)	9	19.82	17.14
Tax assets (net)		39.97	45.89
Other non-current assets	11	13.74	26.11
Total non-current assets		**918.40**	**845.46**
Current assets			
Inventories	12	362.00	225.94
Financial assets			
Trade receivables	13	416.67	374.21
Cash and cash equivalents	14	199.94	301.70
Bank balances other than cash and cash equivalents	14	9.59	9.55
Other financial assets	8	682.85	559.94
Contract assets	10	113.65	44.46
Other current assets	11	299.23	290.92
Total current assets		**2,083.93**	**1,806.72**
TOTAL ASSETS		**3,002.33**	**2,652.18**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	33.58	32.81
Other equity		262.44	227.59
Total equity		**296.02**	**260.40**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	304.97	228.92
Lease liabilities	17	221.63	116.45
Other financial liabilities	18	6.99	10.31
Contract liabilities	20	54.82	50.98
Provisions	19	74.20	69.86
Other non-current liabilities	21	0.18	0.18
Total non-current liabilities		**662.79**	**476.70**

CONSOLIDATED BALANCE SHEET as at 31 March 2023

₹ in Crores

	Notes	As at 31 March 2023	As at 31 March 2022
Current liabilities			
Financial liabilities			
Borrowings	22	47.00	45.09
Lease liabilities	17	54.45	90.38
Trade payables	23		
Total outstanding dues to micro enterprises and small enterprises		14.90	18.13
Total outstanding dues to creditors other than micro enterprises and small enterprises		1,143.23	990.74
Other financial liabilities	18	89.75	176.44
Contract liabilities	20	505.04	471.68
Other current liabilities	21	120.64	50.20
Provisions	19	58.82	64.32
Income tax liabilities (net)		9.69	8.10
Total current liabilities		**2,043.52**	**1,915.08**
Total liabilities		**2,706.31**	**2,391.78**
TOTAL EQUITY AND LIABILITIES		**3,002.33**	**2,652.18**

The accompanying notes form an integral part of the consolidated financial statements

This is the consolidated balance sheet referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary
Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

₹ in Crores

	Notes	31 March 2023	31 March 2022
INCOME			
Revenue from operations	24	6,287.56	5,370.17
Other income	25	21.63	6.36
Total income (I)		**6,309.19**	**5,376.53**
EXPENSES			
Cost of materials and components consumed	26	3.90	4.03
Purchase of stock-in-trade		2,167.35	1,827.78
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(136.10)	(76.03)
Service charges		896.72	756.40
Employee benefits expense	28	2,681.43	2,145.60
Finance costs	29	111.28	73.60
Depreciation and amortisation expense	30	107.48	98.60
Other expenses	31	401.09	454.62
Total expenses (II)		**6,233.15**	**5,284.60**
Profit before impact of foreign currency transactions and translations, loss on fair valuation of deferred purchase consideration, gain on settlement of financial liability, share of net profit of investment accounted using equity method, exceptional items and tax (I-II)		**76.04**	**91.93**
Share of net profit of associate accounted for using the equity method		-	-
Gain on foreign currency transactions and translations (net)		16.27	2.60
Loss on fair valuation of deferred purchase consideration	49	10.55	-
Gain on settlement of financial liability	32	-	13.59
Profit before exceptional items and tax		**81.76**	**108.12**
Exceptional items - expenses	33	52.31	22.14
Profit before tax		**29.45**	**85.98**
Tax expense/(credit)			
Current tax	34	6.72	11.30
Deferred tax	34	(0.97)	1.96
Total tax expense		**5.75**	**13.26**
Net profit for the year		**23.70**	**72.72**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

₹ in Crores

	Notes	31 March 2023	31 March 2022
Other Comprehensive (Loss) / Income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurement gain / (loss) on defined benefit plans		0.70	(2.48)
- Income tax relating to above items		(0.05)	-
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translating the financial statements of foreign operations		(26.70)	(18.83)
Other Comprehensive Loss for the year (net of taxes)		**(26.05)**	**(21.31)**
Total Comprehensive (Loss) / Income for the year (net of taxes)		**(2.35)**	**51.41**
Earnings per equity share (Face value of ₹ 2 each)	35 and 54		
Earnings per share before exceptional items:			
Basic (in ₹)		4.54	5.81
Diluted (in ₹)		4.53	5.72
Earnings per share after exceptional items:			
Basic (in ₹)		1.42	4.45
Diluted (in ₹)		1.41	4.38

The accompanying notes form an integral part of the consolidated financial statements

This is the consolidated statement of profit and loss referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

₹ in Crores

	31 March 2023	31 March 2022
(A) Cash flows from operating activities		
Profit before tax	**29.45**	**85.98**
Adjustments for non-cash transactions and items considered separately:		
Depreciation and amortisation expense	107.48	98.60
Gain on disposal of property, plant and equipment and other intangible assets	(19.26)	(0.14)
Gain on remeasurement of lease	-	(0.39)
Interest on income-tax refund	(0.60)	(2.42)
Actuarial gain / (loss) on defined benefits plan	0.70	(2.48)
Expenses on share based payments	0.42	0.51
(Reversal) / creation of provision for warranties (net)	(1.22)	4.54
Change in fair value of warrant liability	-	(13.59)
Loss on fair valuation of deferred purchase consideration	10.55	-
Allowance for expected credit loss (net)	28.75	(21.76)
Bad debts written off	11.09	3.33
Sundry balances written off	1.93	-
Loss on de-recognition of financial assets	9.97	-
Write down of Inventory	-	8.64
Impairment in value of inventory	0.73	-
Liabilities / provisions for earlier years no longer required written back / reversed	(9.86)	(9.04)
Net loss / (gain) on foreign currency translation	14.81	(0.85)
Finance costs	111.28	73.60
Interest income on bank deposits	(0.37)	(0.39)
Operating profit before working capital changes	**295.85**	**224.14**
Changes in working capital :		
Trade receivables	(84.35)	(112.25)
Inventories	(136.82)	(85.83)
Financial and other assets	(220.34)	(86.52)
Trade payables	156.96	499.32
Provisions and other liabilities	7.04	(322.29)
Cash generated from operating activities before taxes	**18.34**	**116.57**
Income taxes paid (net of refunds)	(0.37)	(21.32)
Net cash generated from operating activities (A)	**17.97**	**95.25**
(B) Cash flows from investing activities		
Purchase of property, plant and equipment and other intangible assets	(98.52)	(51.06)
Proceeds from sale of property, plant and equipment and other intangible assets	117.82	0.43
Payment towards acquisition of business (including goodwill)	-	(20.22)
Net cash generated from / (used in) investing activities (B)	**19.30**	**(70.85)**

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

₹ in Crores

	31 March 2023	31 March 2022
(C) Cash flows from financing activities		
Proceeds from issue of equity shares under ESOP (including securities premium)	0.35	1.79
Money received against share warrants (including securities premium) [refer note 39(II)]	37.30	-
Availment of term loans	102.10	110.01
Repayment of term loans	(24.92)	(21.27)
Availment of cash credits (net)	0.79	6.06
Repayment of letter of credit facility	-	(16.33)
Payment of lease liabilities (net) [including payment of interest on lease liabilities amounting to ₹ 21.56 Crores (31 March 2022: ₹ 17.75 Crores)]	(89.31)	(67.16)
Payment of interest (excluding interest on lease liabilities)	(22.60)	(11.90)
Payment of other financing costs	(67.13)	(44.01)
Net cash used in financing activities (C)	**(63.42)**	**(42.81)**
Net decrease in cash and cash equivalents (A + B + C)	**(26.15)**	**(18.41)**
Cash and cash equivalents at the beginning of the year	301.70	357.04
Unrealised loss on foreign currency cash and cash equivalents	(75.61)	(36.93)
Cash and cash equivalents at the end of the year	**199.94**	**301.70**
Components of cash and cash equivalents (refer note 14)		
Balances with banks:		
– In current accounts	199.42	301.02
– In deposit accounts	0.14	0.66
Cash on hand	0.38	0.02
Total cash and cash equivalents	**199.94**	**301.70**

The above consolidated statement of cash flows has been prepared under the "Indirect Method" as set out in Ind AS 7 "Statement of Cash Flows" specified under section 133 of the Companies Act, 2013 ("the Act")

The accompanying notes form an integral part of the consolidated financial statements

This is the consolidated statement of cash flows referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

EQUITY SHARE CAPITAL

Particulars	Note	Number of shares	₹ in Crores
As at 1 April 2021	15	**162,644,150**	**32.53**
Changes during the year		1,420,120	0.28
As at 31 March 2022	15	**164,064,270**	**32.81**
Changes during the year		3,840,340	0.77
As at 31 March 2023	15	**167,904,610**	**33.58**

OTHER EQUITY

₹ in Crores

Particulars	Reserves and surplus						Other comprehensive income	Money received against share warrants	Total
	Capital reserve	Securities premium	General reserve	Retained earnings	Stock options outstanding account	Remeasurement of defined benefit plan (net of taxes)	Foreign currency translation reserve		
As at 1 April 2021	**38.04**	**220.36**	**100.59**	**(207.60)**	**1.74**	**(3.49)**	**12.12**	**12.40**	**174.17**
Profit for the year	-	-	-	72.72	-	-	-	-	72.72
Remeasurement of defined benefit plans	-	-	-	-	-	(2.48)	-	-	(2.48)
Transactions with owners in their capacity as owners:									
Expenses on employee stock option scheme	-	-	-	-	0.51	-	-	-	0.51
Transferred to securities premium	-	1.24	-	-	(1.24)	-	-	-	-
Issue of equity shares on exercise of employee stock options	-	1.51	-	-	-	-	-	-	1.51
Exchange differences on translating the financial statements of foreign operations	-	-	-	-	-	-	(18.83)	-	(18.83)
As at 31 March 2022	**38.04**	**223.11**	**100.59**	**(134.88)**	**1.01**	**(5.97)**	**(6.71)**	**12.40**	**227.59**
Profit for the year	-	-	-	23.70	-	-	-	-	23.70
Remeasurement of defined benefit plans	-	-	-	-	-	0.65	-	-	0.65
Transactions with owners in their capacity as owners:									
Expenses on employee stock option scheme	-	-	-	-	0.42	-	-	-	0.42
Money received against share warrant	-	-	-	-	-	-	-	37.30	37.30
Transferred to other financial liabilities [refer footnote to Note 15(a)]	-	-	-	-	-	-	-	(0.10)	(0.10)
Transferred to securities premium	-	0.24	-	-	(0.24)	-	-	-	-
Transferred to securities premium on exercise of share warrants [refer note 39(II)]	-	48.86	-	-	-	-	-	(48.86)	-
Issue of equity shares on exercise of share warrants [refer note 39(II)]	-	-	-	-	-	-	-	(0.74)	(0.74)
Issue of equity shares on exercise of employee stock options	-	0.32	-	-	-	-	-	-	0.32
Exchange differences on translating the financial statements of foreign operations	-	-	-	-	-	-	(26.70)	-	(26.70)
As at 31 March 2023	**38.04**	**272.53**	**100.59**	**(111.18)**	**1.19**	**(5.32)**	**(33.41)**	**-**	**262.44**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

Nature and purpose of reserves:

Capital reserve

Any profit or loss on purchase, sale, issue or cancellation of the Group's own equity instrument is transferred to capital reserve.

Securities premium reserve

Amount received (on issue of shares) in excess of the par value has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Act.

General reserve

This represent appropriation of profit by the Group.

Retained earnings

Retained earnings comprises of current year and prior years undistributed earnings / (loss) after taxes.

Stock option outstanding account

The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amount recorded in this account are transferred to the securities premium upon exercise of stock options by employees, as applicable. In case of forfeiture, corresponding balance is transferred to general reserve.

Remeasurement of defined benefit plans

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in Other Comprehensive Income and are adjusted to retained earnings.

Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations are recognised in Other Comprehensive Income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

The accompanying notes form an integral part of the consolidated financial statements

This is the consolidated statement of changes in equity referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

1 CORPORATE INFORMATION

Black Box Limited ("the Holding Company") or "BBL" is a public company domiciled in India and incorporated under the provisions of the Companies Act,1956. Its shares are listed on two stock exchanges in India, Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE"). The Holding Company's registered office is located at 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai - 400708. The Holding Company, along with its foreign and Indian subsidiaries, (collectively referred to as "the Group") and its associate is a global information, communications technology (ICT) solutions provider and integrator seamlessly delivering technology based solutions across global markets and verticals layered with a spectrum of applications and services. The Group is the leader is the leader in Enterprise Communications with global footprint in locations spanning India, Middle East and Africa, North America, Australia, New Zealand, Singapore and Europe.

2 BASIS OF PREPARATION AND PRESENTATION

A. General information and statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and relevant amendment rules thereafter, including the presentation and disclosure requirements of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India ('SEBI') to the extent applicable. The significant accounting policies for the years ended 31 March 2023 and 31 March 2022 are consistent.

The revision to consolidated financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

All amounts included in the consolidated financial statements are reported in Indian Rupees ('INR') in Crores unless otherwise stated and rounded up to two decimals. Further, "0" denotes amounts less than fifty thousands rupees.

B. Basis of consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and its associate. They are deconsolidated from the date that control ceases.

The consolidated financial statements have been prepared in accordance with Ind AS 110 "Consolidated Financial Statements" and on the basis of the separate audited standalone financial statements of Black Box Limited and its subsidiaries. Reference in the notes to "the Holding Company" shall mean Black Box Limited and "the Group" shall mean Black Box Limited and its subsidiaries consolidated in these consolidated financial statements unless otherwise stated.

The consolidated financial statements of the Group are combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Ind AS 110 Consolidated Financial Statements.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, have been made in consolidated financial statements.

Subsidiaries considered in the consolidated financial statements

Sr. no.	Name of the subsidiary	Principal place of business and country of incorporation	% holding as at 31 March 2023	% holding as at 31 March 2022
1	Black Box Technologies Pte. Limited	Singapore	100.00%	100.00%
2	AGC Networks LLC, USA	United States of America ('USA')	100.00%	100.00%
3	AGC Networks Philippines, Inc.	Philippines	100.00%	100.00%
4	AGC Networks & Cyber Solutions Limited	Kenya	100.00%	100.00%
5	AGC Networks LLC, Dubai *	Dubai	49.00%	49.00%
6	AGC Networks LLC, Abu Dhabi *	Abu Dhabi	0.00%	0.00%
7	BBX Main Inc.	USA	100.00%	100.00%
8	BBX Inc.	USA	100.00%	100.00%
9	Black Box Corporation	USA	100.00%	100.00%
10	ACS Dataline, LP	USA	100.00%	100.00%
11	ACS Investors, LLC	USA	100.00%	100.00%
12	BB Technologies, Inc.	USA	100.00%	100.00%
13	BBOX Holdings Mexico LLC	Mexico	100.00%	100.00%
14	BBOX Holdings Puebla LLC	USA	100.00%	100.00%
15	Black Box Corporation of Pennsylvania	USA	100.00%	100.00%
16	Black Box Network Services, Inc. – Government Solutions	USA	100.00%	100.00%
17	Black Box Services Company	USA	100.00%	100.00%
18	Delaney Telecom, Inc.	USA	100.00%	100.00%
19	Norstan Communications, Inc.	USA	100.00%	100.00%
20	Nu-Vision Technologies, LLC	USA	100.00%	100.00%
21	Black Box Network Services Australia Pty Ltd	Australia	100.00%	100.00%
22	Black Box GmbH	Austria	100.00%	100.00%
23	Black Box Network Services NV	Belgium	100.00%	100.00%
24	Black Box do Brasil Industria e Comercio Ltda.	Brazil	100.00%	100.00%
25	Black Box Canada Corporation	Canada	100.00%	100.00%
26	Norstan Canada, Ltd./Norstan Canada, Ltée	Canada	100.00%	100.00%
27	Black Box Holdings Ltd.	Cayman Islands	100.00%	100.00%
28	Black Box Chile S.A.	Chile	100.00%	100.00%
29	Black Box E-Commerce (Shanghai) Co., Ltd.	China	100.00%	100.00%
30	Black Box A/S	Denmark	100.00%	100.00%
31	Black Box Network Services (UK) Limited	United Kingdom	100.00%	100.00%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Sr. no.	Name of the subsidiary	Principal place of business and country of incorporation	% holding as at 31 March 2023	% holding as at 31 March 2022
32	Black Box Finland OY	Finland	100.00%	100.00%
33	Black Box France	France	100.00%	100.00%
34	Black Box Deutschland GmbH	Germany	100.00%	100.00%
35	Black Box Network Services India Private Limited	India	100.00%	100.00%
36	Black Box Network Services (Dublin) Limited	Ireland	100.00%	100.00%
37	Black Box Software Development Services Limited	Ireland	100.00%	100.00%
38	Black Box Network Services S.r.l.	Italy	100.00%	100.00%
39	Black Box Network Services Co., Ltd.	Japan	100.00%	100.00%
40	Black Box Network Services Korea Limited	Korea	100.00%	100.00%
41	Black Box Network Services SDN. BHD.	Malaysia	100.00%	100.00%
42	Black Box de Mexico, S. de R.L. de C.V.	Mexico	100.00%	100.00%
43	Black Box International B.V.	Netherlands	100.00%	100.00%
44	Black Box International Holdings B.V.	Netherlands	100.00%	100.00%
45	Black Box Network Services New Zealand Limited	New Zealand	100.00%	100.00%
46	Black Box Norge AS	Norway	100.00%	100.00%
47	Black Box P.R. Corp.	Puerto Rico	100.00%	100.00%
48	Black Box Network Services Singapore Pte Ltd	Singapore	100.00%	100.00%
49	Black Box Comunicaciones, S.A.	Spain	100.00%	100.00%
50	Black Box Network Services AB	Sweden	100.00%	100.00%
51	Black Box Network Services AG	Switzerland	100.00%	100.00%
52	Black Box Network Services Corporation	Taiwan	100.00%	100.00%
53	Servicios Black Box S.A. de C.V.	Mexico	100.00%	100.00%
54	Black Box Network Services Hong Kong Limited	Hong Kong	100.00%	100.00%
55	Black Box Network Services Philippines Inc.	Philippines	100.00%	100.00%
56	Black Box Technologies Australia Pty Limited	Australia	100.00%	100.00%
57	AGCN Solutions Pte. Limited	Singapore	100.00%	100.00%
58	COPC Holdings Inc.	USA	100.00%	100.00%
59	COPC Inc.	USA	100.00%	100.00%
60	COPC International Inc.	USA	100.00%	100.00%
61	COPC Asia Pacific Inc.	USA	100.00%	100.00%
62	COPC International Holdings LLC	USA	100.00%	100.00%
63	COPC India Private Limited	India	100.00%	100.00%
64	COPC Consultants (Beijing) Co. Limited	China	100.00%	100.00%
65	Black Box Technologies New Zealand Limited	New Zealand	100.00%	100.00%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Sr. no.	Name of the subsidiary	Principal place of business and country of incorporation	% holding as at 31 March 2023	% holding as at 31 March 2022
66	Pyrios Pty Limited (up to 03 September 2022)	Australia	100.00%	100.00%
67	Fujisoft Security Solutions LLC *	Dubai	49.00%	49.00%
68	Black Box Technologies LLC *	Dubai	49.00%	49.00%
69	Fuji Soft Technology LLC *	Abu Dhabi	49.00%	49.00%
70	Service Journey Strategies Inc.	USA	100.00%	100.00%
71	Black Box Costa Rica S.R.L	Costa Rica	100.00%	100.00%
72	Black Box Network Services Colombia S.A.S.	Colombia	100.00%	100.00%
73	Black Box Bangladesh Technologies Private Limited	Bangladesh	100.00%	100.00%
74	Black Box Technologies Group B.V.	Netherlands	100.00%	100.00%
75	Dragonfly Technologies Pty Ltd	Australia	100.00%	100.00%
76	Cybalt Inc.	USA	100.00%	100.00%
77	Black Box Products FZE	Dubai	100.00%	100.00%

* Represents legal ownership as per the local laws of respective country. However, the Holding Company through its subsidiaries, is holding 100% of the beneficial interest in these entities and accordingly 100% of the voting rights for such entities are also with the Holding Company through its subsidiaries.

Associate considered in the consolidated financial statements

Sr. no.	Name of the associate	Principal place of business and country of incorporation	% holding as at 31 March 2023	% holding as at 31 March 2022*
1	Black Box DMCC**	Dubai	39.50%	86.00%

** The relationship of associate was established on 31 March 2023. The Company through its subsidiaries, was holding 86% of the ownership interest as at 31 March 2022, however neither the Company had control over this entity as per Ind AS 110 "Consolidated Financial Statements", nor it exercised significant influence as per Ind AS 28 "Investment in Associates and Joint Ventures" ('Ind AS 28') until the relationship was established on 31 March 2023. Further, for both the years, voting power was waived under a waiver agreement, thus voting power percentage was Nil as at 31 March 2023 and 31 March 2022.

C. Basis of preparation

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

i. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);

ii. Share based payment transactions;

iii. Defined benefit and other long-term employee benefits and;

iv. Derivative financial instruments.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

D. Use of estimate and judgment

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

(i) **Income tax:** Significant judgments are involved in determining the provision for income tax, including the amount expected to be paid or recovered in connection with uncertain tax positions.

(ii) **Deferred tax:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group and its associate considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

(iii) **Defined benefit plans and compensated absences:** The cost of the defined benefit plan, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, average future service and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In case of compensated absences, employees generally have an unconditional right to avail the accumulated leaves, however there are certain circumstances which also gives a right to the Group and its associate to defer the employee's leave (for example: the Group and its associate's right to postpone/ deny the leave, restriction to avail leave in the next year for a maximum number of days etc.). Thus, for the bifurcation of provision between current and non-current, actuarial services are availed.

(iv) **Share-based payments:** The grant date fair value of options granted to employees is recognised as employee benefits expense, with corresponding increase in equity, over the period that the employees become unconditionally entitled to the option. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "stock options outstanding account". The amount recognised as an expense is adjusted to reflect the impact of the revision estimates based on number of options that are expected to vest, in the consolidated statement of profit and loss with a corresponding adjustment to equity.

(v) **Property, plant and equipment:** The charge in respect of periodic depreciation is derived after determining an estimate of the PPE's expected useful life and the expected residual value at the end of its useful life. Depreciation of PPE is calculated on straight-line basis over the useful life estimated by the management either based on technical evaluation or those prescribed under schedule II of the Act.

Intangible assets: The charge in respect of periodic amortisation is derived after determining an estimate of the expected useful life and the expected residual value at the end of its useful life. Amortisation of intangible assets is calculated on straight-line basis over the useful life estimated by the management which reflects the manner in which the economic benefit is expected to be generated.

(vi) **Expected credit losses on financial assets:** On application of Ind AS 109 "Financial Instruments", the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group and its associate uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on the Group and its associates's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

(vii) **Provisions:** Provisions are recognised when the Group and its associate has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit plans and compensated absences) are not discounted to their present value and are determined based on best estimate of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(viii) **Warranty:** Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims could differ from historical amounts.

(ix) **Leases:** Ind AS 116 "Leases" requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group and its associate makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group and its associate considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group and its associates's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

(x) **Evaluation of indicators for impairment of assets:** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal and external factors. An asset is treated as impaired when the carrying value exceeds its recoverable value. The recoverable amount is the higher of the fair value less cost to sell and the value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risk specific to the assets. An impairment loss is charged to the consolidated statement of profit and loss in the year in which an assets is identified as impaired. After impairment, depreciation or amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xi) Contingent liabilities: Contingent liability is possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group and its associate or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Initially, the Group and its associate makes an assessment of whether a transaction is to be disclosed as contingent liability or to be recoded as provision. Also at each balance sheet date, basis the management judgement, changes in facts and legal aspects, the Group and its associate assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

(xii) Fair value measurement: Management applies valuation techniques to determine fair value of financial assets and liabilities (where active market quotes are not available). This involves developing estimates and assumptions around volatility and dividend yield etc. which may affect the value of financial assets and liabilities.

(xiii) Revenue recognition

Timing of satisfaction of performance obligations - Revenue from sale of product, including leasing of specific inventory item, is recognised when control of the product is transferred to the buyer and performance obligation is satisfied, which generally coincides with acknowledgement of delivery. Revenue from implementation services (including installation and commissioning) related to products supplied or on a standalone basis are recognised when services are rendered, as the performance obligations are met. Revenue from maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract.

Transaction price and amount allocated to performance obligations - The Group and its associate consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Group and its associate expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, goods and service tax). While determining the transaction price, the Group and its associate also considers variable consideration, existence of significant financing component in the contract, non-cash consideration and consideration payable to a customer (if any). The transaction price to be allocated to performance obligations is determined basis the terms of individual contracts.

(xiv) Control and significant influence: Subsidiaries are all entities over which Group and its associate has control. The Group and its associate controls an entity when the Group and its associate is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Associate as an entity over which the investor has significant influence. If Group and its associate holds, directly or indirectly through intermediaries, 20% or more of the voting power of the enterprise, it is presumed that Group and its associate has significant influence, unless it can be clearly demonstrated that this is not the case. Also, the Group and its associate does not have significant influence in an enterprise can be demonstrated through following conditions:

(i) the Group and its associate does not have any representation on the board of directors or corresponding governing body of the investee.

(ii) the Group and its associate does not participate in policy making process.

(iii) the Group and its associate and its associate does not have any material transactions with the investee.

(iv) the Group and its associate does not interchange any managerial personnel.

(v) the Group and its associate does not provide any essential technical information to the investee.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Estimates and judgements are continuously evaluated. These are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and its associate and that are believed to be reasonable under the circumstances.

E. Summary of significant accounting policies

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group and its associate are measured using the currency of the primary economic environment in which the Group and its associate operates (i.e. the "functional currency"). The consolidated financial statements are presented in INR, which is the functional and presentation currency of the Group and its associate.

(ii) Foreign currency transactions and translations

Foreign currency transactions of the Group and its associate are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at the rate prevailing on the balance sheet date whereas non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit and loss.

(iii) Financial instruments

a. Initial recognition and measurement

The Group and its associate recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets (except trade receivables) and financial liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular purchase and sale of financial assets are recognised on the trade date. Further, trade receivables are measured at transaction price on initial recognition.

b. Subsequent measurement

Non derivative financial instruments

a. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income ("FVOCI")

A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

c. **Financial assets at fair value through profit or loss ("FVTPL")**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d. **Financial liabilities**

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e. **Derivative financial instrument**

Derivative financial instruments are initially measured at fair value on the contract date and are subsequently remeasured to fair value at each reporting date.

c. **De-recognition of financial instruments**

The Group and its associate de-recognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset. A financial liability is de-recognised when the obligation under the liability is discharged, cancelled or expires.

d. **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group and its associate or the counterparty.

(iv) Current versus non-current classification

(i) An asset is considered as current when it is:

a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or

b. Held primarily for the purpose of trading, or

c. Expected to be realised within twelve months after the reporting period, or

d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

(ii) All other assets are classified as non-current.

(iii) Liability is considered as current when it is:

a. Expected to be settled in the normal operating cycle, or

b. Held primarily for the purpose of trading, or

c. Due to be settled within twelve months after the reporting period, or

d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(iv) All other liabilities are classified as non-current.

(v) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(vi) All assets and liabilities have been classified as current or non-current as per the Group and its associates's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group and its associate has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(v) Property, plant and equipment ("PPE")

PPE are stated at historical cost, less accumulated depreciation and impairment losses, if any. Historical costs include expenditure directly attributable to acquisition which are capitalised until the PPE are ready for use, as intended by management, including non-refundable taxes. Any trade discount and rebates are deducted in arriving at the purchase price.

An item of PPE initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from disposals of assets are measured as the difference between the net disposal proceeds and the carrying value of the asset on the date of disposal and are recognised in the consolidated statement of profit and loss, in the period of disposal.

Items such as spare parts are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

The Group and its associate depreciates / amortise PPE over their estimated useful lives using the straight-line method. The estimated useful lives of PPE are as follows:

Assets	Number of years
Leasehold improvements	Over the period of lease
Plant and equipment	3 to 15 years
Furniture and fixtures	5 years
Office equipment	3 to 5 years
Buildings	30 to 60 years
Vehicles	3 to 5 years
Computers and servers	3 to 7 years
Electrical installations	5 years

In case of certain old PPE, the Group and its associate uses different useful life than those specified in Schedule II of the Act which is duly supported by technical evaluation. The management believe that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to PPE or on disposal of PPE is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Capital work-in-progress includes PPE under construction and not ready for intended use as on the balance sheet date.

(vi) Intangible assets

Intangible assets acquired separately are initially recognised at cost of acquisition which includes purchase price including import duties and non-refundable taxes, if any and further includes directly attributable cost of preparing the asset for its intended use. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to Group and its associate and the and the cost of the asset can be reliably measured. Computer software is amortised on a straight line basis over the estimated useful economic life which is expected as four years. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The amortisation of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

Amortisation on addition to intangible assets or on disposal of intangible assets is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

Intangible assets under development include purchase and implementation cost of new enterprise resource planning system/ application and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment losses, if any."

Trademark is not amortised and it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. It is carried at cost less accumulated impairment losses.

The Group and its associate amortises intangible assets over their estimated useful lives using the straight line method which are as follows:

Assets	Number of years
Computer software	3 to 5 years
Customer relationships	4 to 20 years
Non-compete fees	4 to 20 years

(vii) Business combinations

(i) The Group and its associate accounts for each business combination by applying the acquisition method. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

(ii) Control exists when the Group and its associate is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

(iii) The Group and its associate measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognised as capital reserve.

(iv) Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group and its associates to the previous owners of the acquiree and equity interests issued by the Group and its associate. Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to settlement of pre-existing relationships.

(v) Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the consolidated statement of profit and loss.

(vi) Transaction costs that the Group and its associate incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

(vii) On an acquisition-by-acquisition basis, the Group and its associate recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

(viii) Any goodwill that arises on account of such business combination is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired.

(ix) Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

(viii) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non-current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of these investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the consolidated statement of profit and loss.

Investment accounted for using the equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group and its associate's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group and its associate's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group and its associate does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group and its associate's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group and its associate.

The carrying amount of equity accounted investments are tested for impairment.

(ix) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) The Group and its associate as a lessee

The The Group and its associate's lease asset class consists of leases for buildings, furniture, computers and servers, plant and equipment, office equipment and vehicles. The Group and its associate assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group and its associate has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group and its associate has the right to direct the use of the asset.

At the date of commencement of the lease, the the Group and its associate recognises a right of use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group and its associate recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit ("CGU") to which the asset belongs.

The lease liabilities is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group and its associate changes its assessment on whether it will exercise an extension or a termination option.

Lease liabilities and ROU assets have been separately presented in the consolidated balance sheet and lease payments have been classified as financing cash flows.

(ii) The Group and its associate as a lessor

Leases for which the Group and its associate is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group and its associate is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

(x) Impairment of assets

a. Non-financial assets:

Intangible assets, right of use assets and PPE are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. For impairment of inventory, refer accounting policy of "Inventories".

b. **Financial assets:**

The Group and its associate assesses at each date of balance sheet whether a financial asset or a Group and its associate of financial assets is impaired. Ind AS 109 ""Financial Instruments"" requires expected credit losses to be measured through a loss allowance. Group and its associate recognises lifetime expected losses for all trade receivables and contract assets that do not constitute a financing component. In determining the allowances for doubtful trade receivables and contract assets, Group and its associate has used a practical expedient by computing the expected credit loss allowance for trade receivables and contract assets based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the lifetime credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

For impairment of investment in subsidiaries and associates, refer accounting policy of "Investment in subsidiaries and associate".

(xi) Investment in subsidiaries and associate

Investment in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the consolidated statement of profit and loss.

(xii) Employee benefits

a. **Long-term employee benefits**

(i) **Defined contribution plans**

The Group and its associate has defined contribution plans for post employment benefits in the form of provident fund, employees' state insurance and labour welfare fund etc. Under the defined contribution plans, the Group and its associate has no further obligation beyond making the contributions. Such contributions are charged to the consolidated statement of profit and loss as incurred.

(ii) **Defined benefit plans**

The Group and its associate has defined benefit plans for post employment benefits in the form of gratuity and pension for its employees. Liability for defined benefit plans is provided on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

Actuarial gains or loss are recognised in Other Comprehensive Income (""OCI""). Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in consolidated statement of profit and loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of remeasurement of net defined benefit liability or asset through OCI.

Remeasurements comprising of actuarial gains or loss and return on plan assets (excluding amounts included in net interest on the net defined benefit liability or assets) are not reclassified to consolidated statement of profit and loss in subsequent periods.

(iii) **Other long-term employee benefits**

The employees of the Group and its associate are also entitled to other long-term employee benefits in the form of compensated absences as per the policy of the Group and its associate. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. the Group and its associate measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. the Group and its associate treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. In case of compensated absences, employees generally have an unconditional right to avail the accumulated leaves, however there are certain circumstances which also gives a right to the Group and its associate to defer the employee's leave (for example: Group and its associates's right to postpone/ deny the leave, restriction to avail leave in the next year for a maximum number of days etc.). Thus, compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains and loss are recognised in the consolidated statement of profit and loss during the period in which they arise.

b. **Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits include salary and performance incentives etc.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xiii) Share based payments

The Group and its associate determines the compensation cost based on the fair value method using Black-Scholes-Merton formula, in accordance with Ind AS 102 "Share based payment". The Group and its associate grants options to its employees which will be vested in a graded manner and are to be exercised within a specified period. The compensation cost is amortised on graded basis over the vesting period. The share based payment expense is determined based on the Group and its associates's estimate of equity instrument that will eventually vest.

(xiv) Unamortised cost for maintenance contracts

Contractual obligation relating to maintenance contracts, benefits of which will be consumed in subsequent years, have been recognised as unamortised cost for maintenance contracts and disclosed under "other assets".

(xv) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group and its associate has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group and its associate or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Group and its associate expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

Contingent asset is not recognised in the consolidated financial statements. However, it is recognised only when an inflow of economic benefits is probable.

(xvi) Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty-related costs is reviewed annually.

(xvii) Borrowing costs

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xviii) Inventories

Inventories of work-in-progress and stock-in-trade are valued at cost or net realisable value, whichever is lower. The cost is determined on weighted average basis, and includes all costs incurred in bringing the inventories to their present location and condition including non-recoverable taxes. In the case of work-in-progress, cost also includes costs of conversion.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

Further, inventory contains service spares which are used as replacement stocks by the Group and its associate for servicing the customers repairs and maintenance requirements during the service period. Adequate allowances are recognised as a measure of consumption over their expected life based on their usage.

Cost related to product and implementation contracts where performance obligation is not complete and certain goods or service inventories are transferred to customer premises as a part of contract, is recognised and presented as "Inventory at customer site".

Cost of stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition including non-recoverable taxes. The aforesaid items are valued at net realisable value if the finished products in which they are to be incorporated are expected to be sold at a loss.

(xix) Income recognition

(a) Revenue recognition

When a performance obligation is satisfied, the Group and its associate recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation. Transaction price is the amount of consideration to which the Group and its associate expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The following specific recognition criteria must also be met before revenue is recognised:

Sale of products

Revenue from sale of product, including leasing of specific inventory item, is recognised when control of the product is transferred to the buyer and performance obligation is satisfied, which generally coincides with acknowledgement of delivery pending which the sale is disclosed as "Contract liabilities". the Group and its associate collects goods and services tax ('GST') and other indirect taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Group and its associate and are accordingly excluded from the revenue.

Sale of services

1. Revenue from implementation services (including installation and commissioning) related to products supplied or on a standalone basis are recognised when services are rendered, as the performance obligations are met.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

2. Revenue from maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract. This method of revenue recognition provides a faithful depiction of transfer of services.

3. Service income of a periodic nature which is billed but has not accrued during the year is disclosed as "Contract liabilities".

4. The Group and its associate collects GST and other indirect taxes on behalf of the government and therefore, these are not economic benefits flowing to the Group and its associate and are accordingly excluded from the revenue."

Incremental costs of obtaining a contract

The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. For certain contracts, Group and its associate does incur insignificant incremental costs to obtain the contract. Group and its associate applies practical expedient by recognising such cost as expense, when incurred, in the consolidated statement of profit and loss instead of creating an asset as the amortisation period of the asset that the Group and its associate otherwise would have recognised is one year or less.

Significant financing component

The Group and its associate considers all relevant facts and circumstances in assessing whether a contract contains a financing component and whether that financing component is significant to the contract, including both the conditions:

(a) the difference, if any, between the amount of promised consideration and the cash selling price of the promised goods or services; and

(b) the combined effect of both the following conditions:

   (i) the expected length of time between when the entity transfers the promised goods or services to the customer and when the customer pays for those goods or services; and

   (ii) the prevailing interest rates in the relevant market.

(b) Other operating revenue

It includes revenue arising from the reversal of operating liabilities / provisions no longer required or revenue arising from Group and its associate's ancillary revenue-generating activities. Revenue from these activities are recorded only when Group and its associate is reasonably certain of such income.

(c) Other income

Other income majorly comprises interest income is recognised using the effective interest method and on time proportion basis.

(d) Trade receivables, contract assets and contract liabilities

Trade Receivable, net is primarily comprised of billed and unbilled receivables (i.e. only the passage of time is required before payment is due) for which the Group and its associate has an unconditional right to consideration, net of an allowance for doubtful accounts. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are primarily relate to unbilled amounts on fixed-price contracts utilising the cost to cost method i.e. percentage of completion method (POCM) of revenue recognition. Contract liabilities consist of advance payments and billings in excess of revenues recognised. The difference between opening and closing balance of the contract assets and liabilities results from the timing differences between the performance obligation and customer payment.

(xx) Income tax

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on temporary differences between the accounting base and the tax base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as at the balance sheet date.

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the asset and liability on a net basis.

(xxi) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Group and its associate by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Group and its associate and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

(xxii) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balance with banks in current account and demand deposits, together with other short-term, highly liquid investments (original maturity less than three months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xxiii) Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(xxiv) Exceptional items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

(xxv) Service charges

Service charges comprise of cost for back to back implementation services / installation and commissioning related to products supplied at customer location. Cost is recognised when services are received / commissioned or on completion of performance obligation.

Further, cost towards maintenance contracts is recognised based on receipt / delivery of services under the contract. It includes charges paid / payable to vendors towards annual maintenance contracts / warranty contracts / software support charges / engineers posted at customer sites.

(xxvi) Segments

Segments are identified based on the manner in which the Group and its associate's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(xxvii) Trade receivables securitization

The Group and its associate accounts for receivables sold under the AR Securitization program as a sale of financial assets and derecognises these receivables, as well as the related loss allowances, from its consolidated balance sheet. The Group and its associate has no retained interests in the receivables, other than its right to the collection of servicing fees as the master servicer. The Group and its associate considers the fees received as adequate compensation for services rendered and accordingly have recorded no servicing asset or liability.

(xxviii) Events after the reporting date

Where events occuring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(xxix) Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023. As the amendments are not yet effective as at reporting date, the Group and its associate is evaluating the requirement of the said amendments and its impact on these consolidated financial statements.

Ind AS 1 - "Presentation of Financial Statements" – This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - "Accounting Policies, Changes in Accounting Estimates and Errors" – This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

Ind AS 12 - "Income Taxes" – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

3 PROPERTY, PLANT AND EQUIPMENT

₹ in Crores

	Leasehold improvement	Freehold land	Buildings	Plant and equipment	Computers and servers	Electrical installations	Furniture and fixtures	Office equipment	Vehicles	Total
Gross carrying amount										
As at 1 April 2021	8.41	18.69	87.32	30.37	88.71	0.28	11.50	19.04	13.00	**277.32**
Additions	1.97	-	-	7.02	40.17	-	1.17	3.06	-	**53.39**
Acquisitions through business combination (refer note 45)	-	-	-	-	-	-	-	0.33	-	**0.33**
Disposals	0.10	-	-	4.49	0.73	-	10.17	0.84	-	**16.33**
Exchange differences	0.28	0.60	2.79	0.61	2.95	-	0.50	0.09	0.40	**8.22**
As at 31 March 2022	**10.56**	**19.29**	**90.11**	**33.51**	**131.10**	**0.28**	**3.00**	**21.68**	**13.40**	**322.93**
Additions	5.95	-	44.96	1.14	19.76	-	1.27	0.50	-	**73.58**
Disposals	-	20.10	92.27	10.26	25.49	-	-	-	1.24	**149.36**
Exchange differences	1.02	1.21	6.67	1.77	8.28	-	0.50	0.31	1.10	**20.86**
As at 31 March 2023	**17.53**	**0.40**	**49.47**	**26.16**	**133.65**	**0.28**	**4.77**	**22.49**	**13.26**	**268.01**
Accumulated depreciation / amortisation										
As at 1 April 2021	2.76	-	9.48	17.24	54.36	0.12	9.20	15.06	4.95	**113.17**
Charge for the year	0.77	-	5.87	4.08	16.72	0.04	1.36	1.89	2.05	**32.78**
Disposals	0.06	-	-	4.49	0.69	-	10.14	0.83	-	**16.21**
Exchange differences	0.08	-	0.39	0.23	1.45	-	0.38	0.08	0.18	**2.79**
As at 31 March 2022	**3.55**	**-**	**15.74**	**17.06**	**71.84**	**0.16**	**0.80**	**16.20**	**7.18**	**132.53**
Charge for the year	1.99	-	0.43	2.68	11.43	0.04	0.71	0.75	1.60	**19.63**
Disposals	-	-	14.10	10.25	25.49	-	-	-	0.96	**50.80**
Exchange differences	0.32		1.05	0.58	2.95	-	0.19	0.30	0.65	**6.04**
As at 31 March 2023	**5.86**	**-**	**3.12**	**10.07**	**60.73**	**0.20**	**1.70**	**17.25**	**8.47**	**107.40**
Net carrying amount										
As at 31 March 2022	**7.01**	**19.29**	**74.37**	**16.45**	**59.26**	**0.12**	**2.20**	**5.48**	**6.22**	**190.40**
As at 31 March 2023	**11.67**	**0.40**	**46.35**	**16.09**	**72.92**	**0.08**	**3.07**	**5.24**	**4.79**	**160.61**

Footnotes:

1. Buildings includes those constructed on leasehold land.
2. For capital commitments, refer note 40(B).
3. The title deed of building is held in the name of the Group.
4. Information on PPE maintained as security by the Group (refer notes 16 and 22).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Class of asset	Net carrying amount		Loans / financing facilities against which assets are pledged
	31 March 2023	31 March 2022	
Leasehold improvement	11.61	6.95	Term loans, working capital term loan and cash credit facilities
Freehold land	0.39	19.28	
Buildings	45.59	73.59	
Plant and equipment	16.95	17.31	
Computers and servers	68.71	57.51	
Electrical installations	0.01	0.05	
Furniture and fixtures	5.26	4.39	
Office equipment	2.29	2.55	
Vehicles	4.58	5.99	

4 RIGHT OF USE ASSETS

₹ in Crores

	Buildings	Furniture	Computers and servers	Plant and equipment	Office equipment	Vehicles	Total
Gross carrying amount							
As at 1 April 2021	211.17	-	2.26	10.95	23.08	13.10	**260.56**
Additions	87.68	4.19	2.12	3.16	7.92	3.23	**108.30**
Disposals	11.96	-	-	-	-	-	**11.96**
Exchange differences	7.37	-	0.05	0.40	0.86	0.47	**9.15**
As at 31 March 2022	**294.26**	**4.19**	**4.43**	**14.51**	**31.86**	**16.80**	**366.05**
Additions	104.62	-	1.23	-	-	27.17	**133.02**
Disposals	22.70	-	1.86	6.94	22.50	4.53	**58.53**
Exchange differences	23.38	-	(0.45)	1.10	2.25	1.99	**28.27**
As at 31 March 2023	**399.56**	**4.19**	**3.35**	**8.67**	**11.61**	**41.43**	**468.81**
Accumulated depreciation							
As at 1 April 2021	93.44	-	1.19	5.00	8.52	6.76	**114.91**
Charge for the year	42.40	0.26	0.67	1.48	8.73	2.78	**56.32**
Disposals	3.77	-	-	-	-	-	**3.77**
Exchange differences	3.38	-	0.03	0.18	0.42	0.26	**4.27**
As at 31 March 2022	**135.45**	**0.26**	**1.89**	**6.66**	**17.67**	**9.80**	**171.73**
Charge for the year	57.88	0.41	3.02	2.54	3.32	5.08	**72.25**
Disposals	22.58	-	3.76	2.83	12.73	4.53	**46.43**
Exchange differences	9.94	-	(0.48)	0.57	1.32	0.85	**12.20**
As at 31 March 2023	**180.69**	**0.67**	**0.67**	**6.94**	**9.58**	**11.20**	**209.75**
Net carrying amount							
As at 31 March 2022	**158.81**	**3.93**	**2.54**	**7.85**	**14.19**	**7.00**	**194.32**
As at 31 March 2023	**218.87**	**3.52**	**2.68**	**1.73**	**2.03**	**30.23**	**259.06**

Footnotes:

1. Disposals includes lease reassessments in the nature of pre-termination of lease arrangements for the reported years.
2. Refer note 43 for disclosure on leased assets and related lease liabilities.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

5 GOODWILL

₹ in Crores

	Computer software
Gross carrying amount	
As at 1 April 2021	291.25
Acquisitions through business combination (refer note 45)	23.32
Exchange differences	8.83
As at 31 March 2022	**323.40**
Exchange differences	16.47
As at 31 March 2023	**339.87**
Impairment	
As at 1 April 2021	22.07
Exchange differences	0.98
As at 31 March 2022	**23.05**
Exchange differences	0.86
As at 31 March 2023	**23.91**
Net carrying amount	
As at 31 March 2022	**300.35**
As at 31 March 2023	**315.96**

For impairment testing, goodwill and trademark, i.e., intangible asset with indefinite life are allocated to the Cash Generating Unit ("CGU") which represents the lowest level within the Group at which goodwill or trademark is monitored for internal management purposes. The Group's goodwill on consolidation and intangible assets with indefinite life are tested for impairment annually or more frequently if there are indications that goodwill or trademark might be impaired.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset / CGU is made. Asset / CGU whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the consolidated statement of profit and loss.

The impairment loss is allocated first to reduce the carrying amount of goodwill (if any) allocated to the CGU and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or CGU's value in use and its fair value less cost of disposal. Value in use is estimated future cash flows expected to arise from the continuing use of an asset or CGU and from its disposal at the end of its useful life discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

During the current year and previous year, the testing did not result in any impairment in the carrying amount of goodwill or trademark.

Goodwill acquired in business combination and trademark, were allocated to the following CGUs that are expected to benefit from that business combination:

Goodwill

₹ in Crores

	31 March 2023	31 March 2022
America	240.70	236.77
Australia	45.83	44.35
India	10.17	10.17
United Arab Emirates	7.01	6.54
Singapore	2.77	2.52
New Zealand	9.48	-
	315.96	**300.35**

Trademark

₹ in Crores

	31 March 2023	31 March 2022
America	25.73	23.67
	25.73	**23.67**

The recoverable amount of each CGU are determined based on value in use calculated using estimated discounted cash flows.

Key assumptions upon which the Group has based its determinations of value in use includes:

a) The Group prepares its cash flow forecasts for 3 years based on the most recent financial budgets approved by board of directors. The Group believes this to be the most appropriate timescale over which Group review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows.

b) A terminal value is arrived at by extrapolating the last forecasted year cashflows to perpetuity, using a constant long-term growth rate ranging from 0.00% to 5.00% (31 March 2022: 0.00% to 5.00%)

c) **Growth rates**

The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations of market development. The weighted average growth rates used were consistent with industry reports ranging from 7.13% to 11.07% as at 31 March 2023 (31 March 2022: 9.00% to 15.30%).

d) **Discount rates**

Management estimates discount rates that reflect current market assessments of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC) is 20.40% as at 31 March 2023 (31 March 2022: 10.00% to 17.00%). WACC = Risk free return + (Market risk premium X Beta factor).

The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

e) **Sensitivity**

Reasonable sensitivities in key assumptions consequent to the change in estimated growth rate and discount rate is unlikely to cause the carrying amount to exceed the recoverable amount of the CGU.

6 OTHER INTANGIBLE ASSETS

₹ in Crores

	Customer Relationships	Non-compete fee	Trademark	Computer software	Total
Gross carrying amount					
As at 1 April 2021	5.13	1.34	22.93	44.29	**73.69**
Additions	-	-	-	0.63	**0.63**
Acquisitions through business combination (refer note 45)	3.48	-	-	4.70	**8.18**
Disposals	-	-	-	0.06	**0.06**
Exchange differences	3.73	0.04	0.74	0.69	**5.20**
As at 31 March 2022	**12.34**	**1.38**	**23.67**	**50.25**	**87.64**
Additions	-	-	-	22.63	**22.63**
Exchange differences	2.93	0.12	2.06	3.30	**8.41**
As at 31 March 2023	**15.27**	**1.50**	**25.73**	**76.18**	**118.68**
Accumulated amortisation					
As at 1 April 2021	1.29	0.08	-	29.05	**30.42**
Charge for the year	2.59	0.07	-	6.84	**9.50**
Disposals	-	-	-	0.05	**0.05**
Exchange differences	0.08	0.00	-	0.27	**0.35**
As at 31 March 2022	**3.96**	**0.15**	**-**	**36.11**	**40.22**
Charge for the year	6.27	0.09	-	9.24	**15.60**
Exchange differences	0.49	0.02	-	3.77	**4.28**
As at 31 March 2023	**10.72**	**0.26**	**-**	**49.12**	**60.10**
Net carrying amount					
As at 31 March 2022	**8.38**	**1.23**	**23.67**	**14.14**	**47.42**
As at 31 March 2023	**4.55**	**1.24**	**25.73**	**27.06**	**58.58**

Footnote:

1. For capital commitments, refer note 40(B).

6.1 Intangible assets under development ('IAUD')

₹ in Crores

Particulars	As at 01 April 2022	Additions	Capitalised	As at 31 March 2023
IAUD	-	2.23	-	2.23
	-	**2.23**	**-**	**2.23**

Particulars	As at 01 April 2021	Additions	Capitalised	As at 31 March 2022
IAUD	-	-	-	-
	-	**-**	**-**	**-**

IAUD represents purchase and implementation cost of new enterprise resource planning system/ application

Ageing schedule as at 31 March 2023

₹ in Crores

Particulars	IAUD for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	2.23	-	-	-	2.23
Projects temporarily suspended	-	-	-	-	-
	2.23	**-**	**-**	**-**	**2.23**

There was no IAUD as at 31 March 2022

There is no IAUD whose completion is overdue or which has exceeded its cost compared to its original plan.

7 INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

₹ in Crores

Name of entity	Place of business	% of ownership interest	Relationship	Accounting method	Quoted fair value		Carrying amount	
					31 March 2023*	31 March 2022	31 March 2023*	31 March 2022
Black Box DMCC (Formerly known as Zservices HQ DMCC)	Dubai	39.50%	Associate	Equity method	-	-	30.40	-
					-	**-**	**30.40**	**-**

* Unlisted entity - no quoted price available.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

8 OTHER FINANCIAL ASSETS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Unsecured, considered good				
Margin money deposits with maturity of more than twelve months *	2.53	2.05	0.66	-
Margin money deposits having remaining maturity less than twelve months *	-	-	1.77	0.95
Security deposits	2.68	2.88	1.20	2.43
Receivable from related parties [refer note 39 (III)] **	-	-	0.32	0.29
Others	1.77	-	1.37	-
Less: Allowance for expected credit loss	(1.77)	-	(1.37)	-
Receivable against securitisation of trade receivables	-	-	652.94	494.71
Other receivables ***	12.82	18.90	25.96	61.56
	18.03	**23.83**	**682.85**	**559.94**

Notes:

1. Refer note 41 for information on credit risk and market risk.
2. Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

* Margin money deposits is lien against bank guarantees issued amounting to ₹ 8.03 Crores (31 March 2022 : ₹ 13.80 Crores) towards performance guarantees. There are no repatriation restrictions with regard to margin money deposits as at the end of the reporting period and prior periods.

** Majorly includes reimbursement receivable on allocation of expenses

*** Majorly includes receivable from securitisation of loan receivable, sale of trade receivable and purchase related rebates

BLACK BOX

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

9 DEFERRED TAX ASSETS (NET)

₹ in Crores

	31 March 2023	31 March 2022
Deferred tax asset arising on account of		
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.48	0.49
Provision for employee benefits	0.57	0.53
Allowance for expected credit loss	3.32	2.87
Lease liabilities	1.22	1.18
Brought forward tax losses	17.94	16.27
Others (net)	2.85	1.70
	26.38	**23.04**
(Deferred tax liabilities) arising on account of		
Right of use assets	(5.66)	(5.90)
Others	(0.90)	-
	(6.56)	**(5.90)**
Deferred tax assets (net)	**19.82**	**17.14**

(a) Movement in deferred tax assets and deferred tax liabilities from 1 April 2022 to 31 March 2023

₹ in Crores

	Opening balance as on 1 April 2022	Recognised in the statement of profit and loss	Recognised in Other Comprehensive Income	Recognised directly in equity	Closing balance as on 31 March 2023
Deferred tax assets arising on account of					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.49	(0.01)	-	-	0.48
Provision for employee benefits	0.53	0.09	(0.05)	-	0.57
Allowance for expected credit loss	2.87	0.45	-	-	3.32
Lease liabilities	1.18	0.04	-	-	1.22
Brought forward tax losses	16.27	1.67	-	-	17.94
Others (net)	1.70	1.15	-	-	2.85
	23.04	**3.39**	**(0.05)**	**-**	**26.38**
(Deferred tax liabilities) arising on account of					
Right of use assets	(5.90)	0.24	-	-	(5.66)
Others	-	(0.90)	-	-	(0.90)
	(5.90)	**(0.66)**	**-**	**-**	**(6.56)**
Deferred tax assets (net)	**17.14**	**2.73**	**(0.05)**	**-**	**19.82**

(b) Movement in deferred tax assets and deferred tax liabilities from 1 April 2021 to 31 March 2022

₹ in Crores

	Opening balance as on 1 April 2021	Recognised in the statement of profit and loss	Recognised in Other Comprehensive Income	Recognised directly in equity	Closing balance as on 31 March 2022
Deferred tax assets arising on account of					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	0.25	0.24	-	-	0.49
Provision for employee benefits	0.27	0.26	-	-	0.53
Allowance for expected credit loss	0.59	2.28	-	-	2.87
Lease liabilities	0.03	1.15	-	-	1.18
Brought forward tax losses	17.47	(1.20)	-	-	16.27
Others (net)	1.16	0.54	-	-	1.70
	19.77	**3.27**	**-**	**-**	**23.04**
(Deferred tax liability) arising on account of					
Right of use assets	(1.23)	(4.67)	-	-	(5.90)
Others	-	-	-	-	-
	(1.23)	**(4.67)**	**-**	**-**	**(5.90)**
Deferred tax assets (net)	**18.54**	**(1.40)**	**-**	**-**	**17.14**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and Group and its associates's intention is to settle on a net basis or to realise the asset and settle the liabilities simultaneously, and deferred tax assets and deferred tax liabilities relate to the income taxes levied by the respective tax authorities.

Brought forward tax losses and other temporary differences of Holding Company and certain subsidiary companies of the Group on which no deferred tax asset is recognised in consolidated balance sheet :

₹ in Crores

	31 March 2023	31 March 2022
Brought forward tax losses	87.96	67.56
Temporary differences (net)	101.97	97.11
	189.93	**164.67**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

10 CONTRACT ASSETS

₹ in Crores

	Current	
	31 March 2023	31 March 2022
Unsecured		
Considered good	113.65	44.46
Less: Allowance for expected credit loss	-	-
	113.65	**44.46**
Dues from directors or other officers of the Company	-	-
Dues from firms or private companies in which director is a partner or a director or a member	0.00	-
Includes due from related parties [refer note 39(III)]	0.00	-

Notes:

1. Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

2. Refer note 44(c) for movement in contract assets.

11 OTHER ASSETS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Advances other than capital advances				
Advance to vendors				
- Other than related parties	-	-	18.12	15.43
Prepaid expenses	0.03	6.28	220.35	210.65
Balances with statutory / government authorities	13.71	19.83	27.50	24.87
Unamortised cost for maintenance contracts	-	-	33.26	39.97
	13.74	**26.11**	**299.23**	**290.92**
Dues from directors or other officers of the Company	-	-	-	-
Dues from firms or private companies in which director is a partner or a director or a member	-	-	-	-

Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

12 INVENTORIES

₹ in Crores

	31 March 2023	31 March 2022
Raw materials	7.41	6.78
Work-in-progress (refer footnote of note 27)	-	0.03
Stock-in-trade (includes in transit ₹ 0.16 Crores) (31 March 2022 : ₹ 2.22 Crores) (refer footnote of note 27) *	354.59	218.46
Stores and spares	-	0.67
	362.00	**225.94**
Impairment in value of inventory	0.73	-
Reversal of impairment in value of inventory	0.03	-

* Includes inventory at customer site having net carrying value of ₹ 1.49 Crores as at 31 March 2023 (31 March 2022: ₹ Nil) [refer note 42(e)]

Notes:

1. Write down of inventories to net realisable value is amounting to ₹ ₹ 55.18 Crores (31 March 2022: ₹ 8.64 Crores).
2. Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group. The carrying value of inventory pledged as security as at 31 March 2023 is ₹ 11.49 Crores (31 March 2022: ₹ 6.87 Crores)
3. Inventory of finished goods as at reporting dates is Nil.

13 TRADE RECEIVABLES

₹ in Crores

	31 March 2023	31 March 2022
Unsecured		
Considered good	556.75	483.75
Less: Allowance for expected credit loss	(140.08)	(109.54)
Credit impaired	4.17	7.56
Less: Allowance for expected credit loss	(4.17)	(7.56)
	416.67	**374.21**
Dues from directors or other officers of the Holding Company	-	-
Dues from firms or private companies in which director is a partner or a director or a member	-	-
Includes due from related parties (Gross) [refer note 39(III)]	15.87	13.14

Notes:

1. Trade receivables are non-interest bearing and are generally settled in 45 to 90 days.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

2. Refer note 41 for information on credit risk and market risk.
3. Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

Ageing for trade receivables outstanding as at 31 March 2023 is as follows :

₹ in Crores

Particulars	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	397.62	18.22	26.26	9.48	105.17	556.75
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	4.17	4.17
	397.62	**18.22**	**26.26**	**9.48**	**109.34**	**560.92**
Less: Allowance for expected credit loss						**(144.25)**
Trade receivables (net)						**416.67**

Ageing for trade receivables outstanding as at 31 March 2022 is as follows :

₹ in Crores

Particulars	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	343.81	29.64	11.42	2.70	96.18	483.75
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	3.02	3.02
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	0.58	2.82	1.14	4.54
	343.81	**29.64**	**12.00**	**5.52**	**100.34**	**491.31**
Less: Allowance for expected credit loss						**(117.10)**
Trade receivables (net)						**374.21**

There are no unbilled receivables as at 31 March 2023 and 31 March 2022.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

14 CASH AND CASH EQUIVALENTS AND BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

₹ in Crores

	31 March 2023	31 March 2022
Cash and cash equivalents		
Balances with banks:		
– In current accounts	199.42	301.02
– In deposit accounts *	0.14	0.66
Cash on hand	0.38	0.02
	199.94	**301.70**
Bank balances other than cash and cash equivalents		
Margin money deposits with original maturity of more than three months and less than twelve months*	1.37	9.55
Restricted cash balance**	8.22	-
	9.59	**9.55**

* As lien against bank guarantees issued amounting to ₹ 8.03 Crores (31 March 2022 : ₹ 13.80 Crores) towards performance guarantees.

** Represents earmarked balance as collateral for credit card program of BBX Inc. and its subsidiaries ("BBX").

There are no repatriation restrictions with regard to cash and cash equivalents and bank balances other than cash and cash equivalents of the Group as at the end of the reporting periods.

Refer note 41 for information on credit risk and market risk.

Refer notes 16 and 22 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

15 EQUITY SHARE CAPITAL

₹ in Crores

	31 March 2023	31 March 2022
Authorised share capital		
225,000,000 (31 March 2022: 225,000,000) equity shares of ₹2 each *	45.00	45.00
5,000,000 (31 March 2022: 5,000,000) Cumulative or Non-cumulative redeemable preference shares of ₹ 100 each	50.00	50.00
5,000,000 (31 March 2022: 5,000,000) Convertible preference shares of ₹ 100 each	50.00	50.00
Issued, subscribed and fully paid-up share capital		
167,904,610 (31 March 2022: 164,064,270) equity shares of ₹ 2 each *	33.58	32.81
Total issued, subscribed and fully paid-up share capital	**33.58**	**32.81**

* Refer note 54 for sub-division of equity shares.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Notes:

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	31 March 2023		31 March 2022	
	No. of shares	₹ in Crores	No. of shares	₹ in Crores
At the beginning of the year	164,064,270	32.81	162,644,150	32.53
Shares issued on exercise of employee stock option plan	166,925	0.03	1,420,120	0.28
Shares issued on conversion of share warrants issued on preferential basis (refer footnote below)	3,673,415	0.74	-	-
Outstanding at the end of the year	**167,904,610**	**33.58**	**164,064,270**	**32.81**

Footnote:

Pursuant to shareholders' approval obtained in the Extraordinary General Meeting held on 11 December 2020, the Holding Company had allotted on preferential basis, 3,333,334 convertible warrants of ₹ 10 each at a premium of ₹ 665 per warrant to Essar Telecom Limited and Onir Metallics Limited on 8 January 2021. During the year ended 31 March 2021, the Holding Company had received money aggregating to ₹ 187.81 Crores against convertible warrants. Initially each warrant was convertible into 1 equity share of ₹ 10 (before sub-division) each of the Holding Company within 18 months from the date of allotment subject to payment of balance subscription amount. Out of total 3,333,334 convertible warrants, 2,598,651 warrants were converted into equity shares until 31 March 2021. During the year 31 March 2023, remaining 734,683 warrants have been converted into equity shares of ₹ 2 each. In the previous year, Onir Metallics Limited had merged with Essar Steel Metal Trading Limited [refer note 39(II)].

Also, the Holding Company had received consideration in excess by ₹ 0.10 Crores which is now refundable to warrantholders and accordingly, liability is transferred to Other Financial Liability (current). Refer note 18 and note 39(III).

(b) Rights, preference and restriction on equity shares

The Holding Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per equity share. The Holding Company declares and pays dividends in INR. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except for interim dividend which is approved by the Board.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive assets of the Holding Company remaining after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Essar Telecom Limited (ETL) was the holding company with effect from 20 March 2021 and up to 20 September 2021. Essar Global Fund Limited is the ultimate holding company as at 31 March 2023 and 31 March 2022. Refer note (h) below.

(d) Aggregate number of bonus shares issued or buy back of shares during the period of five years immediately preceding the reporting date

The Holding Company has neither issued bonus shares nor there has been any buy back of shares during five shares immediately preceding 31 March 2023.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(e) Shares issued for consideration other than cash

The Holding Company has allotted 6,355,925 fully paid-up equity shares of ₹ 2 each on conversion of compulsorily convertible preference shares during the year ended 31 March 2019.

(f) Details of shareholders holding more than 5% equity share in the Holding Company

	31 March 2023		31 March 2022	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹ 2 each fully paid-up				
- Essar Telecom Limited	82,910,275	49.38%	81,731,680	49.82%
- Essar Steel Metal Trading Limited	36,531,155	21.76%	34,036,335	20.75%

(g) Shareholding of promoters

Details of shares held by promoters as at 31 March 2023 are as follows:

Promoter name	No. of shares	% holding in the class	% change during the year
- Essar Telecom Limited	82,910,275	49.38%	1.44%
- Essar Steel Metal Trading Limited	36,531,155	21.76%	7.33%

Details of shares held by promoters as at 31 March 2022 are as follows:

Promoter name	No. of shares	% holding in the class	% change during the year
- Essar Telecom Limited	81,731,680	49.82%	0.00%
- Essar Steel Metal Trading Limited #	34,036,335	20.75%	0.00%

Details of equity shares held by promoters as at 01 April 2021 are as follows

Promoter name	No. of shares	% holding in the class
- Essar Telecom Limited	81,731,680	50.25%
- Essar Steel Metal Trading Limited #	34,036,335	20.93%

Onir Metallics Limited which was holding these shares as at 31 March 2021 has merged with Essar Steel Metal Trading Limited with effect from 07 July 2021

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(h) Shares held by holding company or ultimate holding company

Particulars	No. of shares (in absolute)	
	31 March 2023	31 March 2022
Equity shares held by		
Holding company	-	-
Ultimate holding company	-	-
Subsidiary of holding company	-	-
Subsidiary of ultimate holding company	119,441,430	115,768,015
Associate of holding company	-	-
Associate of ultimate holding company	-	-

(i) Shares reserved for issue under options

The Holding Company has reserved Nil shares (31 March 2022: 3,673,415) for issue on conversion of warrants, refer footnote to note (a) above.

For details of shares reserved for issue under the employee stock option plan of the Company, refer note 37.

Date of conversion of convertible securities

Particulars	31 March 2023	31 March 2022
	Date of conversion	Date of conversion
Convertible warrants	-	07 July 2022 *
Series 3 ESOPs **	14 June 2025 14 June 2024	14 June 2025 14 June 2024 14 June 2023
Series 4 ESOPs **	18 October 2027 18 October 2026 18 October 2025	18 October 2027 18 October 2026 18 October 2025

* These convertible warrants were converted into equity shares on 19 May 2022.

** Includes both vested as well as unvested options and date of conversion represents last date of exercise under ESOP scheme 2015. However, vested options can be exercised on or before the last exercise date for each tranche.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

16 NON-CURRENT BORROWINGS

₹ in Crores

	31 March 2023	31 March 2022
Secured		
Term loans from banks [refer footnote (a)]	90.72	107.98
Working capital term loan [refer footnote (a)]	213.63	120.94
Unsecured		
Term loan from others [refer footnote (b)]	0.62	-
	304.97	**228.92**

Footnotes:

(a) During the year ended 31 March 2021, BBX entered into a five year term loan with Fifth Third Bank for ₹ 79.89 Crores equivalent to USD 10.91 million and simultaneously entered into a five year term loan contract with East West Bank for ₹ 66.57 Crores equivalent to USD 9.09 million, out of which of ₹ 129.58 Crores equivalent to USD 17.14 million and ₹ 117.38 Crores equivalent to USD 14.29 million is outstanding inclusive of processing fees amounting to ₹ 2.00 Crores and ₹ 7.92 Crores as at 31 March 2022 and 31 March 2023, respectively. Outstanding principal payments on term loans are due in equal installments on the last business day of each March, June, September, and December in each year, with the amount of each such principal installment equal to ₹ 5.83 Crores equivalent to USD 0.71 million. A total of ₹ 23.33 Crores equivalent to USD 2.86 million is due within the next 12 months, applied ratably to the outstanding balances of each lender amount which include processing fees amounting to ₹ 2.19 Crores. A final payment comprised of all the principal and interest not sooner paid on the term loans is due and payable on 31 March 2026, the final maturity thereof. Interest accrues at a rate per annum equal to the greatest of: (a) the rate of interest announced by Fifth Third Bank, National Association, from time to time as its "prime rate" as in effect on such day, with any change in the Base Rate resulting from a change in said prime rate to be effective as of the date of the relevant change in said prime rate, (b) the sum of (i) the Federal Funds Rate, plus (ii) one-half of one percent (0.50%) and (c) the sum of (i) the Adjusted London Interbank Offered Rate ('LIBOR') that would be applicable to a Eurodollar loan with a one (1) month interest period advanced on such day plus (ii) one percent (1.00%). The obligations are secured by (a) valid, perfected, and enforceable Liens of the Fifth Third Bank, National Association on all right, title, and interest of BBX and each loan party in all ownership interests held by such person in each of its subsidiaries provided that the loan parties shall only be required to pledge 65% of the outstanding voting ownership interest and 100% of the outstanding non-voting ownership interests of their foreign subsidiaries, and (b) valid, perfected and enforceable liens of the Fifth Third Bank, National Association on all right, title, and interest of each loan party in all personal property, fixtures, and real estate, whether now owned or hereafter acquired or arising, and all proceeds thereof. The aforementioned loan has been accounted under effective interest method.

Further, BBX has the ability to draw on a revolving notes with Fifth Third Bank in the amount of ₹ 139.87 Crores equivalent to USD 19.10 million dollars and with East West Bank for ₹ 110.58 Crores equivalent to USD 15.10 million. BBX may elect for these borrowings to pay either base rate loans or Eurodollar loans, as described above. BBX has total outstanding revolving notes of ₹ 120.94 Crores equivalent to USD 16.00 million and ₹ 213.63 Crores equivalent to USD 26.00 million as at 31 March 2022 and 31 March 2023, respectively. The notes will terminate on 31 March 2026, and any amounts previously unpaid are due on that date. BBX also has the ability to draw on from time to time a swing loan in the minimum amount of ₹ 1.83 Crores equivalent to USD 0.25 million and a maximum amount of ₹ 36.62 Crores equivalent to USD 5.00 million, which must be repaid by the last day of the interest period applicable thereto. Each swing loan shall bear interest until maturity at a rate per annum equal to, at the option of the borrower, (i) the sum of the base rate plus the applicable margin for base rate loans under the

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

revolving credit from time to time in effect (computed on the basis of a year of 365 or 366 days, as the case may be, for the actual number of days elapsed) or (ii) the swing line lender's quoted rate (computed on the basis of a year of 360 days for the actual number of days elapsed). Interest on each swing loan shall be due and payable prior to such maturity on the last day of each interest period applicable thereto. BBX has no outstanding amounts under these swing loans as at 31 March 2022 and 31 March 2023.

(b) The Holding Company has taken an unsecured term loan of ₹ 0.89 Crores from Hewlett-Packard Financial Services (India) Private Limited during the current year. The term loan carries an effective interest rate of 10.49% per annum. The loan is repayable in 60 equal monthly installments.

(c) Current maturities of the above-mentioned borrowings are disclosed under note 22 "Current borrowings".

(d) **Details of repayment terms**

Period of maturity with reference to consolidated balance sheet date	Number of instalments outstanding as at 31 March 2023	Amount *
Term loans from banks	11 quarterly	64.55
Term loans from banks	Bullet repayment on maturity date	52.83
Working capital term loan from banks	Bullet repayment on maturity date	213.63
Term loan from others	50 monthly instalments	0.78

Period of maturity with reference to consolidated balance sheet date	Number of instalments outstanding as at 31 March 2022	Amount *
Term loans from banks	15 quarterly	80.98
Term loans from banks	Bullet repayment on maturity date	48.60
Working capital term loan from banks	Bullet repayment on maturity date	120.94

* These amounts are exclusive of EIR impact as per Ind AS 109 "Financial Instruments"

(e) The Group has used the borrowings for the specific purpose for which it was availed during current and previous year.

(f) There is no default in repayment of borrowings and interest during the year ended 31 March 2023 and 31 March 2022.

(g) Refer note 41 for information on market risk and liquidity risk.

17 LEASE LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Lease liabilities	221.63	116.45	54.45	90.38
	221.63	**116.45**	**54.45**	**90.38**

Notes:

(a) Refer note 29 for interest on lease liabilities.

(b) Refer note 43 (c) for disclosure on related leased assets.

(c) Refer note 41 for information on market risk and liquidity risk.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

18 OTHER FINANCIAL LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Employee related payables	-	-	75.50	91.91
Forward contract liability	-	-	1.17	-
Payable to shareholders [refer note 39(III)]	-	-	0.10	-
Other payables *	6.99	10.31	12.98	84.53
	6.99	**10.31**	**89.75**	**176.44**

* Majorly includes amount payable for business acquisition.

Refer note 41 for information on market risk and liquidity risk.

19 PROVISIONS

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
Provision for gratuity [refer note 36 (b)]	8.80	6.98	0.64	1.69
Provision for compensated absences [refer note 36 (c)]	0.46	0.52	48.18	45.35
Provision for pension [refer note 36 (b)]	59.70	62.36	-	-
Provision for disability [refer note (c)]	5.24	-	1.07	9.36
	74.20	**69.86**	**49.89**	**56.40**
Other provisions				
Provision for warranties [refer note (a)]	-	-	3.60	4.82
Provision for restructuring [refer note (b)]	-	-	5.33	3.10
	-	**-**	**8.93**	**7.92**
	74.20	**69.86**	**58.82**	**64.32**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(a) Provision for warranties

A provision is recognised for expected warranty claims on products sold during the last one year, based on past experience of the level of repairs and returns. It is expected that significant portion of these costs will be incurred in the next financial year and all will have been incurred within a year after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns. The table below gives information about movement in warranty provision.

₹ in Crores

	31 March 2023	31 March 2022
At the beginning of the year	4.82	0.28
Recognised during the year	3.60	4.82
Unused amounts reversed	(4.82)	(0.28)
At the end of the year	**3.60**	**4.82**

(b) Provision for restructuring

During the financial year ended 31 March 2016, BBX had incurred expenditure related to employee severance and facility consolidation (collectively referred to as "restructuring expenses") in a continued effort to consolidate back office functions and to make the organisation more efficient. Restructuring efforts increased significantly over the years leading up to acquisition of BBX by the Holding Company, due to the liquidity concerns of BBX at that time. The Group has continued the on-going restructuring plans and expanded the initiatives during the post-aquisition period through executed and planned workforce reduction. The table below gives information about movement in restructuring provision.

₹ in Crores

	31 March 2023	31 March 2022
At the beginning of the year	3.10	7.11
Recognised during the year	25.56	2.97
Payment made during the year	(23.62)	(7.13)
Exchange differences	0.29	0.15
At the end of the year	**5.33**	**3.10**

(c) Provision for disability

₹ in Crores

	31 March 2023	31 March 2022
At the beginning of the year	9.36	9.44
Recognised during the year	-	0.06
Payment made during the year	(3.76)	(0.47)
Exchange differences	0.71	0.33
At the end of the year	**6.31**	**9.36**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

20 CONTRACT LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Contract liabilities [refer note 44(b)]	54.82	50.98	505.04	471.68
	54.82	**50.98**	**505.04**	**471.68**

21 OTHER LIABILITIES

₹ in Crores

	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Advances				
Advances from customers*	-	-	3.26	3.61
Others				
Statutory dues payable	-	-	112.69	46.49
Other payables	0.18	0.18	4.69	0.10
	0.18	**0.18**	**120.64**	**50.20**

* It includes trade advances from related parties amounting to ₹ Nil (31 March 2022: ₹ Nil) [refer note 39 (III)]

₹ in Crores

Advances from customers	Amount
Balance as at 01 April 2021	2.10
Net revenue recognised that was included in the balance at the beginning of the year	(2.09)
Additional advance received during the year	3.60
Balance as at 31 March 2022	**3.61**
Net revenue recognised that was included in the balance at the beginning of the year	(1.29)
Additional advance received during the year	0.94
Balance as at 31 March 2023	**3.26**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

22 CURRENT BORROWINGS

₹ in Crores

	31 March 2023	31 March 2022
Secured		
Working capital term loan from other [refer footnote (a)]	2.10	-
Loans repayable on demand		
- Cash credits facilities from banks [refer note 16(a)]	23.45	22.67
Current maturities of long-term borrowing [refer note 16 (a)]	21.29	19.59
Unsecured		
Working capital loan from other [refer footnote (c)]	-	2.83
Current maturities of long-term borrowing [refer note 16 (b)]	0.16	-
	47.00	**45.09**

Cash flow changes in liabilities arising from financial activities:

₹ in Crores

Particulars	Payables for letter of credit	Lease liabilities	Borrowings
As at 1 April 2021	**16.33**	**151.95**	**176.20**
Non cash movement: additions and/ or reassessment of lease liabilities (including unwinding of interest) and interest expense on borrowings	-	122.04	-
Acquisitions through business combination (refer note 45)	-	-	2.83
Cash flows (net)	(16.33)	(67.16)	94.98
As at 31 March 2022	**-**	**206.83**	**274.01**
Non cash movement: additions and/ or reassessment of lease liabilities (including unwinding of interest) and interest expense on borrowings	-	158.56	-
Cash flows (net)	-	(89.31)	77.96
As at 31 March 2023	**-**	**276.08**	**351.97**

Footnotes:

(a) On 26 July 2022, AGC Networks LLC had taken a secured working capital term loan of ₹ 4.11 Crores equivalent to USD 0.50 million from Rising Groups DMCC, out of which ₹ 2.10 Crores equivalent to USD 0.26 million is outstanding as at 31 March 2023. The working capital term loan carry an effective interest rate of 4.00% per annum. Security shall be mutually agreed between the parties. The loan is initially repayable with interest within 3 months from the date of first drawdown. The maturity date of repayment was extended and is now repayable by 30 September 2023.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(b) For Black Box Limited, cash credit facilities from banks are secured by first pari-passu charge on entire current assets of the Holding Company (present and future) including inventory of materials and components, work-in-progress, stock-in-trade, trade receivables, insurances etc. and by second pari-passu charge on all moveable PPE of the Holding Company.

Cash credit facilities carry an effective interest rate of 12.00% to 13.55% p.a. (31 March 2022 : 12.20% to 13.65% p.a.).

(c) On 11 February 2022, BBX completed the acquisition of Dragonfly Technologies Pty Ltd, Australia ("Dragonfly") through Black Box Technologies Australia Pty Ltd, indirect wholly-owned subsidiary of the Holding Company. Dragonfly had a working capital loan of USD 0.38 million equivalent to ₹ 2.83 Crores from National Australia Bank Limited.

The rate of interest on the loan is 3.989% p.a. The maturity date of repayment was revised from 30 June 2022 to 31 December 2023.

(d) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was availed during current and previous year.

(e) There is no default in repayment of borrowings and interest during the year ended 31 March 2023 and 31 March 2022.

(f) Refer note 41 for information on interest rate risk, market risk and liquidity risk.

23 TRADE PAYABLES

₹ in Crores

	31 March 2023	31 March 2022
Dues to micro enterprises and small enterprises	14.90	18.13
Dues to creditors other than micro enterprises and small enterprises	1,143.23	990.74
	1,158.13	**1,008.87**
Includes due to related parties [refer note 39(III)]	0.32	0.19

Notes:

1. Trade payables are generally non-interest bearing and are normally settled within 45 to 60 days.
2. Refer note 41 for information on market risk and liquidity risk.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Ageing for trade payables outstanding as at 31 March 2023 is as follows

₹ in Crores

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade payables					
Micro enterprises and small enterprises ("MSME")	13.96	0.39	0.07	-	14.42
Other than MSME	993.31	5.80	1.00	7.55	1,007.66
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
Unbilled dues (MSME, undisputed)	0.47	0.01	-	-	0.48
Unbilled dues (other than MSME, undisputed)	133.07	1.74	0.27	0.49	135.57
	1,140.81	**7.94**	**1.34**	**8.04**	**1,158.13**

Ageing for trade payables outstanding as at 31 March 2022 is as follows

₹ in Crores

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade payables					
MSME	13.85	2.23	0.47	0.00	16.55
Other than MSME	864.85	1.47	1.64	11.86	879.82
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
Unbilled dues (MSME, undisputed)	1.56	0.02	-	-	1.58
Unbilled dues (other than MSME, undisputed)	109.57	0.77	0.23	0.35	110.92
	989.83	**4.49**	**2.34**	**12.21**	**1,008.87**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

24 REVENUE FROM OPERATIONS

₹ in Crores

	31 March 2023	31 March 2022
Revenue from contracts with customers		
Sale of products (refer footnote of note 27)		
Finished goods	42.40	34.80
Stock-in-trade	2,088.74	1,765.60
Sale of services [refer note (a) below]	4,146.56	3,523.17
	6,277.70	**5,323.57**
Other operating income		
Reversal of allowance for expected credit loss [refer note 55]	2.63	37.56
Liabilities / provisions for earlier years no longer required written back / reversed [refer note (b) below]	7.23	9.04
	6,287.56	**5,370.17**

Notes:

(a) Disaggregation of sale of services

₹ in Crores

	31 March 2023	31 March 2022
- Maintenance services	890.32	969.51
- Implementation services	3,141.95	2,449.73
- Training and consulting services	114.29	103.93
	4,146.56	**3,523.17**

(b) Details of liabilities / provisions for earlier years no longer required written back / reversed

₹ in Crores

	31 March 2023	31 March 2022
- pertaining to provision for expenses	0.67	0.79
- pertaining to employee related payables	0.01	0.35
- pertaining to trade payables	5.22	3.97
- pertaining to goods receipt / invoice receipt balances	1.30	3.84
- pertaining to advance from customers	-	0.09
- pertaining to inventory	0.03	-
	7.23	**9.04**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(c) Disaggregation of revenue of contracts by geographical region

₹ in Crores

	31 March 2023	31 March 2022
India	352.86	277.43
United States of America	4,736.36	3,763.85
Others	1,230.70	1,370.54
Total	**6,319.92**	**5,411.82**
Less : Inter-segment	(32.37)	(41.65)
Revenue from operations	**6,287.56**	**5,370.17**

(d) Disaggregation of revenue of contracts by type of customers

₹ in Crores

	31 March 2023	31 March 2022
Government	208.87	212.14
Non-government	6,046.86	5,082.20
Related parties [refer note 39(II)]	21.97	29.23

(e) Reconciliation between the contract price and revenue from contracts with customers

₹ in Crores

	31 March 2023	31 March 2022
Contract price	6,314.90	5,321.37
Adjustment for:		
Contract liabilities (net)	(37.20)	2.20
Revenue from contracts with customers	6,277.70	5,323.57

25 OTHER INCOME

₹ in Crores

	31 March 2023	31 March 2022
Interest income on		
Margin money deposits with banks	0.37	0.39
Income tax refund	0.60	2.42
Others	0.57	0.54
Interest income calculated using the effective interest method		
Security deposits	0.05	0.17
Gain on disposal of property, plant and equipment and other intangible assets	19.26	0.14
Gain on remeasurement of lease	-	0.39
Other non-operating income *	0.78	2.31
	21.63	**6.36**

* Majorly includes sale of scrap, training income, income on assignment of trade receivables and export incentives.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

26 COST OF MATERIALS AND COMPONENTS CONSUMED

₹ in Crores

	31 March 2023	31 March 2022
Inventory at the beginning of the year	6.78	5.68
Add: Purchases made during the year (net)	4.53	5.13
	11.31	10.81
Less: Inventory at the end of the year	7.41	6.78
	3.90	**4.03**

Details of material and components consumed

₹ in Crores

	31 March 2023	31 March 2022
Peripherals	3.90	4.03
	3.90	**4.03**

27 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ in Crores

	31 March 2023	31 March 2022
Inventories at the end of the year		
Stock-in-trade	354.59	218.46
Work-in-progress	-	0.03
	354.59	**218.49**
Inventories at the beginning of the year		
Stock-in-trade	218.46	142.45
Work-in-progress	0.03	0.01
	218.49	**142.46**
	(136.10)	**(76.03)**

Footnote: The Group and its associate is a global ICT solution provider and integrator operating in various quadrants and the solutions sold to customers are configured as per specific customer requirements. The heterogeneous mix of components in solutions offered to customers makes it difficult to establish a meaningful/homogenous relationship for providing breakup of products purchased/sold during the year and the inventory position. Consequently, it is neither feasible nor meaningful to give the category-wise details of products purchased and sold during the year and inventory position for all its product solutions.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

28 EMPLOYEE BENEFITS EXPENSE (NET)

₹ in Crores

	31 March 2023	31 March 2022
Salaries and wages*	2,666.95	2,132.39
Contribution to provident fund and other funds [refer note 36(a)]*	12.13	11.04
Share based payment to employees*	0.42	0.51
Staff welfare expenses	1.93	1.66
	2,681.43	**2,145.60**

* Includes amount paid to key managerial personnel amounting to ₹ 13.08 Crores (31 March 2022: ₹ 13.24 Crores) [refer note 39(IV)].

29 FINANCE COSTS

₹ in Crores

	31 March 2023	31 March 2022
Interest on borrowings	21.30	11.13
Guarantee commission to banks	0.16	0.15
Unwinding of discount on security deposits	0.02	0.01
Interest on lease liabilities	21.56	17.75
Other borrowing costs *	68.24	44.56
	111.28	**73.60**

* Majorly includes trade receivable securitisation charges, loan (short term) processing charges, MSME interest and letter of credit issuance or discounting charges.

30 DEPRECIATION AND AMORTISATION EXPENSE

₹ in Crores

	31 March 2023	31 March 2022
Depreciation / amortisation of property, plant and equipment (refer note 3)	19.63	32.78
Depreciation of right of use assets assets (refer note 4)	72.25	56.32
Amortisation of other intangible assets (refer note 6)	15.60	9.50
	107.48	**98.60**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

31 OTHER EXPENSES

₹ in Crores

	31 March 2023	31 March 2022
Consumption of stores and spares	0.58	0.90
Power and water charges	9.71	8.15
Rent (net) (refer note 43) *	23.97	2.42
Rates and taxes	9.60	8.07
Insurance	36.20	25.08
Repairs and maintenance - others	8.14	8.30
Travelling and conveyance	96.84	89.70
Communication expenses	27.26	27.61
Legal and professional fees	60.27	102.78
Advertisement and sales promotion	55.85	40.35
Outward freight, clearing and forwarding charges	7.75	19.25
Commission on sales	0.31	0.02
Directors' sitting fees [refer note 39(IV)]	0.27	0.37
Corporate social responsibility expenditure	0.03	0.02
Auditor's remuneration	1.65	4.83
Allowance for expected credit loss		
Trade receivables [refer note 39(II)]	25.59	15.80
Net investment in finance lease	3.14	-
Bad debts **	11.09	3.33
Loss on assignment of trade receivables (refer note 55) **	-	23.35
Sundry balances written off	1.93	-
Miscellaneous expenses	20.91	74.29
	401.09	**454.62**

* Pertains to rental for short term leases. Refer note 43
** Represents loss on derecognition of financial assets measured at amortised cost

32 FINANCIAL LIABILITY

₹ in Crores

	31 March 2023	31 March 2022
Gain on settlement of financial liability (refer note 51)	-	13.59
	-	**13.59**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

33 EXCEPTIONAL ITEMS - EXPENSES

₹ in Crores

	31 March 2023	31 March 2022
Provision of severance expenses [refer note (a)]	25.56	2.97
Acquisition cost [refer note (b)]	-	0.79
Foreclosure of leases [refer note (c)]	14.15	13.54
COVID-19 expenses [refer note (d)]	-	3.11
Litigation settlement [refer note (e)]	2.63	1.73
Loss on de-recognition of financial assets [refer note (f)]	9.97	-
	52.31	**22.14**

Notes:

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

(b) Represents acquisition related cost of BBX and Black Box Technologies Pte Ltd. which includes valuation fees, advisory fees, legal and professional fees and consulting fees.

(c) Represents early closure of leases related to BBX.

(d) Represents expenses incurred on COVID-19 safety measures which includes purchase of masks, gloves, sterilisation equipment and other safety products for employees of BBX.

(e) Represents settlement of litigation claim related to customs duty liability of the Holding Company and litigation claim related to subsidiary in Singapore.

(f) Represents loss on de-recognition of financial assets related to step-down subsidiaries in USA, Dubai and Netherlands.

34 TAX EXPENSES

a) Income tax expense on profit or loss consists of:

₹ in Crores

Particular	31 March 2023	31 March 2022
Current tax:		
Current tax on profits for the year	6.72	11.30
	6.72	**11.30**
Deferred tax:		
In respect of current year origination and reversal of temporary differences	(0.97)	1.96
	(0.97)	**1.96**

(b) Income tax on OCI

₹ in Crores

Particular	31 March 2023	31 March 2022
Deferred tax charge	0.05	-
	0.05	**-**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(c) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

₹ in Crores

Particulars	31 March 2023	31 March 2022
Accounting profit before income tax	29.45	85.98
Applicable statutory income tax rate (in %)	25.17%	25.17%
Computed expected tax expense	7.41	21.64
Tax effect of amount which are not (taxable) / deductible in calculating taxable income		
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961 (net)	0.68	0.53
Provision for employee benefits (net)	0.06	0.03
Allowance for expected credit loss	2.64	1.37
Corporate social responsibility expenditure	0.01	0.01
Transfer pricing adjustment	0.72	-
Deemed income	(1.63)	(0.31)
Lease adjustments (net)	(0.55)	(0.62)
Other items (net)	0.73	1.45
Brought forward losses utilised	(10.07)	(24.09)
Deferred tax charge/ (credit)	-	-
Tax expense reported in the consolidated statement of profit and loss	**-**	**-**
Tax on income at different tax rates as per respective jurisdiction	6.72	11.30
Deferred tax (credit) / charge	(0.97)	1.96
Tax expense reported in the consolidated statement of profit and loss	**5.75**	**13.26**

35 EARNINGS PER EQUITY SHARE ('EPS')

	31 March 2023	31 March 2022
The components of basic and diluted EPS are as follows:		
(a) Net profit attributable to equity shareholders		
Net profit before exceptional items (₹ in Crores)	76.01	94.86
Net profit after exceptional items (₹ in Crores)	23.70	72.72
(b) Weighted average number of outstanding equity shares		
Considered for basic EPS	167,350,185	163,390,182
Add : Effect of dilutive potential equity shares arising from outstanding stock options	361,498	1,172,860
Add : Effect of dilutive potential equity shares arising from convertible share warrants	-	1,347,490
Considered for diluted EPS	167,711,683	165,910,532

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

	31 March 2023	31 March 2022
(c) Earnings per equity share (Face value of ₹ 2 each - refer note 54)		
Earnings per share before exceptional items :		
Basic (in ₹)	4.54	5.81
Diluted (in ₹)	4.53	5.72
Earnings per share after exceptional items :		
Basic (in ₹)	1.42	4.45
Diluted (in ₹)	1.41	4.38

Note:

Tax impact on exceptional items has not been considered for the purpose of reporting EPS.

36 EMPLOYEE BENEFITS PLAN

(a) Defined contribution plan - The following amount is recognised in the consolidated statement of profit and loss for the year ended:

Disclosure in respect of the Holding Company

₹ in Crores

	31 March 2023	31 March 2022
Contribution to provident fund	1.11	0.87
Contribution to employees' state insurance	0.00	0.00
Contribution to labour welfare fund	0.00	0.00

Above amount has been included in the line item "Contribution to provident fund and other funds" in note 28. Also, the contribution of the Holding Company is limited to the amount contributed and it has no further contractual or constructive obligation.

(b) Defined benefit plan (unfunded) - The Holding Company has an unfunded defined benefit plan i.e. Gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. This defined benefit plan is governed by The Payment of Gratuity Act, 1972.

The following tables summarises the components of employee benefit expense recognised in the consolidated statement of profit and loss and the amounts recognised in the consolidated balance sheet for the gratuity plan.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Amount recognised in the consolidated statement of profit and loss in respect of gratuity cost (defined benefit plan) is as follows:

₹ in Crores

	31 March 2023	31 March 2022
Current service cost	0.69	0.66
Interest expense	0.49	0.46
Employee benefit expense recognised in profit or loss	**1.18**	**1.12**
Actuarial gain transferred to OCI		
Actuarial loss / (gain) due to experience adjustment	0.06	(0.30)
Actuarial (gain) due to change in financial assumptions	(0.25)	(0.20)
Net actuarial gain recognised in OCI	**(0.19)**	**(0.50)**

Amount recognised in the consolidated balance sheet in respect of gratuity liability (defined benefit plan) is as follows:

Benefit liability

₹ in Crores

	31 March 2023	31 March 2022
Present value of defined benefit obligation	7.17	7.05
Liability recognised in consolidated balance sheet	**7.17**	**7.05**

Changes in the present value of the defined benefit obligation are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Opening defined benefit obligation	7.05	6.97
Current service cost	0.69	0.66
Interest cost	0.49	0.46
Benefits paid	(0.87)	(0.54)
Remeasurement gain	(0.19)	(0.50)
Closing defined benefit obligation	**7.17**	**7.05**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, salary growth rate, attrition rate and mortality rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount rate (- /+ 1%)	0.57	(0.48)	0.60	(0.51)
Salary growth rate (- / + 1%)	(0.42)	0.48	(0.44)	0.52
Attrition rate	(0.03)	0.05	(0.01)	0.04
(- /+ 50% of attrition rates provided in principal assumption table)				
Mortality rate (- /+ 10%)	0.01	0.02	0.01	0.02

The sensitivity analysis presented above may not be a representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be related to each other.

Following are the principal assumptions used as at the consolidated balance sheet date:

	31 March 2023	31 March 2022
Discount rate (% per annum)	7.45%	7.00%
Salary growth rate (% per annum)	6.00%	6.00%
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Retirement age (in years)	58 years	58 years
Average future service (in years)	20.41 years	19.22 years
Attrition rate, based on age:		
Up to 26 years	5.00%	5.00%
27 - 34 years	12.00%	12.00%
35 - 44 years	5.00%	5.00%
Above 44 years	1.00%	1.00%

These assumptions were developed by the management with the assistance of independent actuarial appraiser. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience. The estimates of future salary growth rate considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Risk

Factor	Impact
Salary increase	Actual salary increases will increase the obligation. Increase in salary increase rate assumption in future valuations will also increase the obligation.
Discount rate	Reduction in discount rate in subsequent valuations can increase the obligation.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact the obligation.

Maturity profile of defined benefit obligation on an undiscounted basis:

₹ in Crores

	31 March 2023	31 March 2022
One year	0.37	0.31
Two to five years	3.56	3.25
Six years and above	9.90	9.92

The weighted average duration of the defined benefit obligation at the end of the reporting period is 7 years (31 March 2022: 8 years)

The Holding Company expects to make a contribution of ₹ 7.90 Crores (31 March 2022: ₹ 7.77 Crores) to the defined benefit plan during the next financial year.

Amount recognised in the consolidated statement of profit and loss in respect of gratuity cost and in consolidated balance sheet in respect of gratuity liability for the subsidiaries (including step-down subsidiaries), which are not material to the Group , created as per the local laws of respective countries is as follows:

Name of the subsidiary	31 March 2023		31 March 2022	
	Impact on consolidated statement of profit and loss	Impact on consolidated balance sheet	Impact on consolidated statement of profit and loss	Impact on consolidated balance sheet
AGC Networks LLC, Dubai	0.11	0.15	0.16	0.03
BBX	0.53	2.12	0.20	1.59
	0.64	**2.27**	**0.36**	**1.62**

Bifurcation of defined benefit obligation of the Group :

	31 March 2023	31 March 2022
Current	0.64	1.69
Non-current	8.80	6.98
	9.44	**8.67**

Disclosure in respect of Norstan Communications Inc. ("Norstan"), step-down subsidiary of the Holding Company

Defined benefit plan (partially funded) - Norstan has a partially funded defined benefit plan i.e. Pension, for its employees where benefits have been "frozen" whereby, starting on 26 August 2006, no new employees were admitted, and, starting on 1 January 2008, those employees currently in the plan will not earn additional benefits based on service.

The following tables summarise the components of employee benefits expense recognised in the consolidated statement of profit and loss and the amounts recognised in the consolidated balance sheet for the pension plan.

Amount recognised in the consolidated statement of profit and loss in respect of pension cost is as follows:

₹ in Crores

Particulars	31 March 2023	31 March 2022
Net interest (income)	(7.39)	(12.05)
Employee benefits (income) recognised in profit or loss (net)	**(7.39)**	**(12.05)**
Actuarial (gain) / loss		
Actuarial loss due to experience adjustment	5.47	3.36
Actuarial loss due to demographic assumptions	-	0.42
Actuarial gain due to change in financial assumptions	(59.57)	(26.69)
Return on plan assets	53.60	25.89
Net actuarial (gain) / loss recognised in OCI	**(0.50)**	**2.98**

Amount recognised in the consolidated balance sheet in respect of pension obligation is as follows:

Benefit liability

₹ in Crores

Particulars	31 March 2023	31 March 2022
Present value of defined benefit obligation	376.06	399.76
Fair value of plan assets	316.36	337.40
Net liability recognised in the consolidated balance sheet	**59.70**	**62.36**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Changes in the present value of the defined benefit obligation are as follows:

₹ in Crores

Particulars	31 March 2023	31 March 2022
Opening defined benefit obligation	399.76	413.19
Interest cost	14.43	12.22
Remeasurement gain	(54.09)	(22.91)
Benefits paid	(17.48)	(15.63)
Exchange differences	33.45	12.89
Closing defined benefit obligation	**376.06**	**399.76**

Changes in the fair value of plan assets are as follows:

₹ in Crores

Particulars	31 March 2023	31 March 2022
Opening fair value of plan assets	337.40	343.85
Interest income	21.82	24.27
Return on plan assets	(53.60)	(25.89)
Benefits paid	(17.48)	(15.63)
Exchange differences	28.22	10.80
Closing fair value of plan assets	**316.36**	**337.40**

Major categories of plan assets (as a % of total plan assets):

₹ in Crores

Particulars	31 March 2023	31 March 2022
Bank balance	1.44%	1.99%
Other Investments	98.56%	98.01%
Total	**100.00%**	**100.00%**

Bifurcation of defined benefit obligation (net):

₹ in Crores

Particulars	31 March 2023	31 March 2022
Current	-	-
Non-current	59.70	62.36

Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and mortality rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- /+ 0.5%)	22.47	(20.51)	27.25	(24.66)
Mortality Rate (- /+ 10%)	8.52	(7.83)	10.23	(9.34)

The sensitivity analysis presented above may not be a representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another, as some of the assumptions may be related to each other.

Following are the principal assumptions used as at the consolidated balance sheet date:

Particulars	31 March 2023	31 March 2022
Discount rate (% per annum)	4.66%	3.40%
Salary growth rate (% per annum)	0.00%	0.00%
Pension growth rate (% per annum)	0.00%	0.00%
Return on plan assets (% per annum)	6.70%	7.10%
Mortality rate	Pri-2012 Blue Collar Mortality Tables for Males and Females with Improvements Under MP-2021	Pri-2012 Blue Collar Mortality Tables for Males and Females with Improvements Under MP-2021
Attrition rate, based on age:		
15 years	43.00%	43.00%
20 years	35.00%	35.00%
25 years	27.00%	27.00%
30 years	21.00%	21.00%
35 years	18.00%	18.00%
40 years	16.00%	16.00%
45 years	15.00%	15.00%
50 years	12.00%	12.00%
55 years	0.00%	0.00%
60 years	0.00%	0.00%
65 years	0.00%	0.00%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

These assumptions were developed by the management with the assistance of independent actuarial appraiser. Discount rate is the rate which is used to discount future benefit cash flows to determine the present value of the defined benefit obligation at the valuation date. The rate is based on the prevailing market yields of high quality corporate bonds at the valuation date for the expected term of the obligation. In countries where there are no such bonds, the market yields at the valuation date on government bonds for the expected term is used.

Maturity profile of net defined benefit obligation (undiscounted):

₹ in Crores

Particulars	31 March 2023	31 March 2022
One year	21.07	18.06
Two to five years	96.12	83.43
Six years and above	139.06	126.39

The weighted average duration of the defined benefit obligation at the end of the reporting period is 17 years (31 March 2022 : 19 years)

Norstan expects to make a contribution of ₹ Nil (31 March 2022: ₹ Nil) to the defined benefit plan during the next financial year.

(c) Compensated absences:

Disclosure in respect of the Holding Company:

With effect from 1 January 2017, the Holding Company has decided to restrict the balance of un-availed privilege leave ("PL") to a maximum of 42 days from erstwhile limit of 90 days. Further, PL cannot be en-cashed or accumulated and shall lapse every year in the month of December. The balance as at 31 December 2016 is entitled to be en-cashed only during separation from the Holding Company based on the basic salary as at 31 December 2016.

Following are the principal assumptions used as at the consolidated balance sheet date:

Particulars	31 March 2023	31 March 2022
Discount rate (% per annum)	7.45%	7.00%
Salary growth rate (% per annum)	0.00%	0.00%

Movement during the year

₹ in Crores

Particulars	31 March 2023	31 March 2022
At the beginning of the year	0.56	0.59
Recognised during the year	0.19	0.08
Paid during the year	(0.26)	(0.11)
At the end of the year	**0.49**	**0.56**

Disclosure in respect of subsidiaries (including step-down subsidiaries):

PL for the subsidiaries (including step-down subsidiaries) cannot be en-cashed or accumulated and shall lapse every year in the month of December.

Amount recognised in the consolidated statement of profit and loss in respect of compensated absences cost and in consolidated balance sheet in respect of compensated absences liability for the subsidiaries (including step-down subsidiaries) created as per the local laws of respective countries is as follows:

Movement during the year

₹ in Crores

Particulars	31 March 2023	31 March 2022
At the beginning of the year	45.31	40.38
Recognised during the year	-	4.24
Reversed during the year	(0.06)	-
Paid during the year	(1.01)	(0.67)
Exchange differences	3.91	1.36
At the end of the year	**48.15**	**45.31**

Bifurcation of provision for compensated absences of the Group:

₹ in Crores

Particulars	31 March 2023	31 March 2022
Current	48.18	45.35
Non-current	0.46	0.52
	48.64	**45.87**

37 EMPLOYEES STOCK OPTION PLAN OF THE HOLDING COMPANY

The Holding Company provides share based payment schemes to its employees. Since the year ended 31 March 2016, an employee stock option plan ("ESOP") was in existence i.e. ESOP scheme 2015. The relevant details of the scheme and the grant are as below.

The shareholders of the Holding Company through postal ballot on 21 April 2015 approved the equity settled ESOP scheme 2015 for issue of stock options to key employees and directors of the Holding Company setting aside 1,423,323 options under this scheme. The Holding Company had previously granted 1,004,866, 320,248, 170,799 and 63,000 stock options on 14 May 2015, 19 May 2016, 15 June 2018 and 19 October 2020, respectively. According to the scheme, the employees selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The other relevant terms of the grants are as below:

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Grant date	19 October 2020	15 June 2018	19 May 2016	14 May 2015
Number of option granted	63,000	170,799	320,248	1,004,866
Vesting period (in years)	3 to 5 years	3 to 5 years	3 to 5 years	3 to 5 years
Exercise period (in years)	2 years from the end of vesting period	2 years from the end of vesting period	2 years from the end of vesting period	2 years from the end of vesting period
Exercise price (₹)	425.00	107.00	55.00	80.00
Fair value at grant date (₹)	215.65	71.65	42.84	32.85

The options are granted at an exercise price, which is in accordance with the relevant Securities and Exchange Board of India ("SEBI") guidelines in force, at the time of such grants. Further, the Holding Company does not have a past practice of cash settlement for these ESOPs. The Holding Company accounts for the ESOPs as an equity-settled plan.

The details of activity under the ESOP scheme 2015 are summarised below:

	31 March 2023		31 March 2022	
	No. of options	* WAEP (₹)	No. of options	* WAEP (₹)
Outstanding at the beginning of the year	140,681	249.39	424,705	124.97
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	33,385	107.00	284,024	63.35
Expired during the year	-	-	-	-
Outstanding at the end of the year	107,296	293.69	140,681	249.39
Exercisable at the end of the year	9,900	107.00	9,900	107.00

* WAEP denotes weighted average exercise price of the option

Weighted average share price for options exercised during the year ended 31 March 2023 is ₹ 131.03 (31 March 2022: ₹ 253.84)

The following tables summarises the information about the outstanding options as at 31 March 2023 and 31 March 2022, respectively.

Grant	As at 31 March 2023		
	Grant date	No. of options outstanding	Weighted average life*
Series 3	15 June 2018	44,296	1.98
Series 4	19 October 2020	63,000	3.57

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Grant	As at 31 March 2022		
	Grant date	No. of options outstanding	Weighted average life*
Series 3	15 June 2018	77,681	2.52
Series 4	19 October 2020	63,000	4.56

* Weighted average of remaining contractual life of options outstanding at the end of respective year

For the options outstanding as at 31 March 2023, the exercise price range is ₹ 107.00 to ₹ 425.00 (31 March 2022: ₹ 107.00 to ₹ 425.00).

The weighted average fair value of the stock options outstanding as at 31 March 2023 is ₹ 156.20 (31 March 2022: ₹ 136.13). Options were priced using Black-Scholes-Merton formula.

Inputs into the model:

Particulars	Grant date			
	19 October 2020	15 June 2018	19 May 2016	14 May 2015
Dividend yield (%)	0.00%	0.00%	0.00%	9.60%
Expected volatility (%)	59.69 - 61.22%	60.04 - 61.19%	55.71 - 60.74%	54.42 - 57.57%
Risk-free interest rate (%)	5.05 - 5.62%	7.87 - 8.04%	7.30 - 7.46%	7.77 - 7.82%
Weighted average share price (₹)	394.30	116.25	68.20	104.15
Exercise price (₹)	425.00	107.00	55.00	80.00
Expected life of options granted (in years)	4.00 - 6.00	4.00 - 6.01	4.00 - 6.00	4.00 - 6.01

Volatility : Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure of volatility used in Black-Scholes-Merton formula is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The Holding Company considered the daily historical volatility of the Holding Company's stock price on NSE over a period prior to the date of grant, corresponding with the expected life of the options.

Risk free rate : The risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on zero coupon yield curve for government securities.

Expected life of the options : Expected life of the options is the period for which the Holding Company expects the options to be live. The minimum life of stock options is the minimum period before which the options cannot be exercised and the maximum life of the option is the maximum period after which the options cannot be exercised. The Holding Company has calculated expected life as the average of the minimum and the maximum life of the options.

Dividend yield: Expected dividend yield has been calculated by dividing the last declared dividend per share by the market price per share as on the date of grant.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

38 SEGMENT INFORMATION

Ind AS 108 "Operating Segments" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas and major customers. The Group's operations predominantly relate to providing end-to-end business solutions to enable clients to enhance business performance.

Based on the 'management approach' as defined in Ind AS 108 "Operating Segments", the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographical segments. Accordingly, the information has been presented as business segment and geographical segment. The accounting principles used in the preparation of the consolidated financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

Business segment of the Group are:

1. System Integration ("SI") includes enterprise networking, data centers, digital workplace, connected buildings and cyber security.
2. Technology Product Solution ("TPS") includes keyboard, video and mouse (KVM), cables, Internet of Things (IoT), audio video products.
3. Others includes training, consulting and design services.

Inter segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the Group level.

(a) Information about reportable business segments:

	31 March 2023				31 March 2022			
	SI	TPS	Others	Total	SI	TPS	Others	Total
Segment revenue	5,283.28	890.35	113.93	6,287.56	4,426.93	839.31	103.93	5,370.17
Segment results	113.05	43.95	8.69	165.69	113.36	27.37	18.44	159.17
Other income				21.63				6.36
Finance costs				111.28				73.60
Profit before impact of foreign currency transactions and translations, loss on fair valuation of deferred purchase consideration, gain on settlement of financial liability, share of net profit of investment accounted using equity method, exceptional items and tax				**76.04**				**91.93**
Share of net profit of associate accounted for using the equity method				-				-
Gain on foreign currency transactions and translations (net)				16.27				2.60
Gain on settlement of financial liability				-				13.59
Loss on fair valuation of deferred purchase consideration				10.55				-
Profit before exceptional items and tax				**81.76**				**108.12**
Exceptional items - expenses				(52.31)				(22.14)
Profit before tax				**29.45**				**85.98**
Tax expense				5.75				13.26
Net profit for the year				**23.70**				**72.72**
Depreciation and amortisation expenses				107.48				98.60

(b) Geographical segment

Revenue from external customers :

₹ in Crores

Particulars	31 March 2023	31 March 2022
India	352.86	277.43
America	4,736.36	3,763.85
Rest of the world	1,230.70	1,370.54
Total	**6,319.92**	**5,411.82**
Less : Inter-segment	(32.36)	(41.65)
Revenue from operations	**6,287.56**	**5,370.17**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Non-current assets based on geography (location of assets) *

₹ in Crores

Particulars	31 March 2023	31 March 2022
India	82.90	86.36
America	718.65	671.23
Rest of the world	79.00	44.91
Segment assets	**880.55**	**802.50**

*Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets and rights arising under insurance contracts as per Ind AS 108.

Additions to non-current assets based on geography (location of assets) *

₹ in Crores

Particulars	31 March 2023	31 March 2022
India	7.15	34.55
America	117.18	54.79
Rest of the world	104.90	81.49
	229.23	**170.83**

*Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets and rights arising under insurance contracts as per Ind AS 108. It further excludes tax assets and other financial and non-financial assets (other than PPE, ROU assets, goodwill and other intangible assets)

America comprises of North America, Canada and Mexico.

Rest of the world comprising all other places except America and India i.e. Europe, Asia Pacific ("APAC"), Middle East and Africa ("MEA"), South Asian Association for Regional Cooperation ("SAARC") and Latin America ("LATAM").

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 (including additions to non-current assets) and liabilities used in the Group's business are not identifiable to any of the reportable business 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 (including additions to non-current assets) and liabilities since a meaningful segregation of the available data is onerous.

3 Revenue of ₹ 924.09 Crores equivalent to USD 115.09 million (31 March 2022 : 779.69 Crores equivalent to USD 104.71 million) is derived from a single external customer, Bank of America and it constitutes more than 10% of the Group's revenue. This revenue is attributable to SI segment.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

39 RELATED PARTY DISCLOSURE:

In accordance with the requirement of Ind AS 24 "Related Party Disclosures", name of the related parties, their relationship, transactions and outstanding balances including commitments, with whom transactions have taken place during the reported period are as follows:

(I) List of related parties and relationship.

(i) Ultimate Holding Company:

Essar Global Fund Limited

(ii) Holding Company:

Essar Telecom Limited (w.e.f. 20 March 2021 and up to 20 September 2021)

(iii) Subsidiary companies (including step-down subsidiaries):

Black Box Technologies Pte. Limited
AGC Networks LLC, USA
AGC Networks Philippines, Inc.
AGC Networks & Cyber Solutions Limited
AGC Networks LLC, Dubai
AGC Networks LLC, Abu Dhabi
BBX Main Inc.
BBX Inc.
Black Box Corporation
ACS Dataline, LP
ACS Investors, LLC
BB Technologies, Inc.
BBOX Holdings Mexico LLC
BBOX Holdings Puebla LLC
Black Box Corporation of Pennsylvania
Black Box Network Services, Inc. – Government Solutions
Black Box Services Company
Delaney Telecom, Inc.
Norstan Communications, Inc.
Nu-Vision Technologies, LLC
Black Box Network Services Australia Pty Ltd
Black Box GmbH
Black Box Network Services NV
Black Box do Brasil Industria e Comercio Ltda.
Black Box Canada Corporation
Norstan Canada, Ltd./Norstan Canada, Ltée
Black Box Holdings Ltd.
Black Box Chile S.A.
Black Box E-Commerce (Shanghai) Co., Ltd.
Black Box A/S
Black Box Network Services (UK) Limited

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Black Box Finland OY
Black Box France
Black Box Deutschland GmbH
Black Box Network Services India Private Limited
Black Box Network Services (Dublin) Limited
Black Box Software Development Services Limited
Black Box Network Services S.r.l.
Black Box Network Services Co., Ltd.
Black Box Network Services Korea Limited
Black Box Network Services SDN. BHD.
Black Box de Mexico, S. de R.L. de C.V.
Black Box International B.V.
Black Box International Holdings B.V.
Black Box Network Services New Zealand Limited
Black Box Norge AS
Black Box P.R. Corp.
Black Box Network Services Singapore Pte Ltd
Black Box Comunicaciones, S.A.
Black Box Network Services AB
Black Box Network Services AG
Black Box Network Services Corporation
Servicios Black Box S.A. de C.V.
Black Box Network Services Hong Kong Limited
Black Box Network Services Philippines Inc. (w.e.f. 01 January 2021)
Black Box Technologies Australia Pty Limited
AGCN Solutions Pte. Limited
COPC Holdings Inc.
COPC Inc.
COPC International Inc.
COPC Asia Pacific Inc.
COPC International Holdings LLC
COPC India Private Limited
COPC Consultants (Beijing) Co. Limited
Black Box Technologies New Zealand Limited
Pyrios Pty Limited (upto 03 September 2022)
Fujisoft Security Solutions LLC
Black Box Technologies LLC
Fujisoft Technology LLC, Abu Dhabi
Service Journey Strategies Inc.
Black Box Costa Rica S.R.L (w.e.f. 08 October 2021)
Black Box Network Services Colombia S.A.S. (w.e.f. 25 October 2021)
Black Box Bangladesh Technologies Private Limited (w.e.f. 21 November 2021)
Black Box Technologies Group B.V. (w.e.f. 16 December 2021)
Dragonfly Technologies Pty Ltd (w.e.f. 11 February 2022)
Cybalt Inc.(w.e.f. 16 February 2022)
Black Box Products FZE (w.e.f. 24 March 2022)

Associate company

Black Box DMCC (formerly known as Zservices HQ DMCC) (w.e.f. 31 March 2023)

Related party with whom transactions have taken place

(iv) Entities under common control:

Essar Bulk Terminal (Salaya) Limited
AMNS Ports Hazira Limited (formerly known as Essar Bulk Terminal Limited) (up to 15 November 2022)
AMNS Ports Paradip Limited (formerly known as Essar Bulk Terminal Paradip Limited) (up to 15 November 2022)
Essar Oil UK Limited
Essar Shipping Limited
Essar Projects Limited
Essar Power Gujarat Limited
Essar Power M P Limited (up to 16 March 2022)
AMNS Power Hazira Limited (formerly known as Essar Power Hazira Limited)
Essar Oil and Gas Exploration and Production Limited
Mesabi Metallics Company LLC
EPC Constructions India Limited
Essar Constructions India Limited
Essar Power Transmission Company Limited
Essar Projects PNG Limited
Essar Steel Metal Trading Limited (Onir Metallics Limited merged with Essar Steel Metal Trading Limited w.e.f. 07 July 2021)
Essar Capital Mauritius Limited
Essar Capital Advisory India Private Limited
Essar Vizag Terminals Limited
Prajesh Realties Private Limited (formerly known as Prajesh Marketing Private Limited)
PT Manoor Bulatn Lestari
Essar Steel Limited
Essar Telecom Limited

(v) Key Managerial Personnel:

Mr. Sanjeev Verma, Whole-time Director
Mr. Sujay R Sheth, Independent Director
Mr. Dilip Thakkar, Independent Director
Ms. Neha Nagpal, Independent Director
Mrs. Mahua Mukherjee, Executive Director
Mr. Naresh Kothari, Non-executive Director
Mr. Anshuman Ruia, Non-executive Director
Mr. Deepak Kumar Bansal, Chief Financial Officer and Executive Director
Mr. Aditya Goswami, Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(II) Transactions during the year with related parties :

₹ in Crores

Nature of transaction	31 March 2023	31 March 2022
Sale of products *		
Essar Projects Limited	0.12	-
AMNS Power Hazira Limited (formerly known as Essar Power Hazira Limited)	1.16	0.12
Essar Power Gujarat Limited	-	0.20
Essar Bulk Terminal (Salaya) Limited	-	0.00
AMNS Ports Hazira Limited (formerly known as Essar Bulk Terminal Limited) (up to 15 November 2022)	-	0.60
AMNS Ports Paradip Limited (formerly known as Essar Bulk Terminal Paradip Limited) (up to 15 November 2022)	-	0.01
Essar Power Transmission Company Limited	0.43	0.07
Essar Capital Advisory India Private Limited	0.01	0.12
Essar Constructions India Limited	1.05	0.16
EPC Constructions India Limited	3.54	12.20
Essar Capital Mauritius Limited	0.41	-
Essar Oil and Gas Exploration and Production Limited	0.45	-
Essar Vizag Terminals Limited	-	0.02
	7.17	**13.50**
Sale of services *		
Essar Oil UK Limited	5.18	5.71
AMNS Ports Hazira Limited	3.10	4.13
Essar Power M P Limited	-	0.00
AMNS Power Hazira Limited (formerly known as Essar Power Hazira Limited)	0.64	0.03
Essar Projects Limited	0.11	0.70
Essar Power Transmission Company Limited	0.63	0.63
Essar Projects PNG Limited	0.60	0.22
Essar Oil and Gas Exploration and Production Limited	1.12	1.49
Essar Constructions India Limited	0.80	1.30
Essar Capital Advisory India Private Limited	0.00	0.01
Essar Power Gujarat Limited	1.18	-

₹ in Crores

Nature of transaction	31 March 2023	31 March 2022
Essar Capital Mauritius Limited	1.17	1.51
Prajesh Realties Private Limited	0.03	-
PT Manoor Bulatn Lestari	0.24	-
	14.80	**15.73**
Issue of equity shares (including securities premium)		
Essar Telecom Limited	15.92	-
Essar Steel Metal Trading Limited	33.68	-
	49.60	**-**
Money received against share warrants		
Essar Telecom Limited	12.04	-
Essar Steel Metal Trading Limited	25.26	-
	37.30	**-**
Interest income recognised (refer note 53)		
EPC Constructions India Limited	1.49	-
	1.49	**-**
Reversal of interest income (refer note 53)		
EPC Constructions India Limited	1.49	-
	1.49	**-**
Allowance for doubtful debts (refer note 53)		
EPC Constructions India Limited	5.41	-
	5.41	**-**

*Sale of products and services represent invoices raised during the year and it also includes invoices where revenue recognition has been deferred.

Notes:

1. Transactions up to the date of cessation or from the date of establishment of related party relationship have been considered for disclosure.
2. Foreign currency transactions are reported in INR using exchange rate at the transaction date.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

(III) Amount due to / from related parties (as at year-end)

₹ in Crores

Nature of transaction	31 March 2023	31 March 2022
Trade payables		
Essar Constructions India Limited	0.19	0.19
Essar Oil and Gas Exploration and Production Limited	-	0.00
Essar steel limited	0.03	-
Essar Bulk Terminal (Salaya) Limited	-	0.00
Essar Telecom Limited	0.10	-
	0.32	**0.19**
Trade receivables and contract assets		
Essar Shipping Limited	-	0.29
AMNS Ports Hazira Limited (formerly known as Essar Bulk Terminal Limited) (up to 15 November 2022)	1.03	0.00
AMNS Ports Paradip Limited (formerly known as Essar Bulk Terminal Paradip Limited) (up to 15 November 2022)	-	0.00
Essar Oil UK Limited	1.32	0.80
Essar Power Hazira Limited	0.22	0.01
Essar Power M P Limited	-	0.00
Essar Projects Limited	1.48	1.25
Essar Power Gujarat Limited	0.59	-
Essar Constructions India Limited	1.51	1.64
Essar Oil and Gas Exploration and Production Limited	0.39	-
Essar Power Transmission Company Limited	0.01	0.21
Essar Projects PNG Limited	0.60	0.06
EPC Constructions India Limited #	5.71	5.71
Mesabi Metallics Company LLC	2.88	2.65
Essar Capital Advisory India Private Limited	0.02	0.12
Essar Capital Mauritius Limited	-	0.38
Essar Vizag Terminals Limited	0.02	0.02
Prajesh Realties Private Limited	0.01	-
PT Manoor Bulatn Lestari	0.08	-
	15.87	**13.14**
Other receivable		
Essar Projects Limited	0.32	0.29
	0.32	**0.29**

a) Foreign currency balances (other than advances) are reinstated in INR using year end exchang rate.

b) All the amounts due to/ from related parties (as at year-end) are unsecured.

c) All the amounts due to/ from related parties (as at year-end), other than advances, will be cash-settled. Goods or services will be received/ provided against the advance given/ taken.

** These amounts include trade payables, advance from customers and excess money received from warrant holders

Amount disclosed is gross carrying value. Allowance for doubtful debt as at 31 March 2023 is ₹ 5.41 Crores (31 March 2022: ₹ Nil)

(IV) Key Management Personnel ("KMP") compensation:

The following table provides the total value of transactions that have been entered into with KMP for the relevant financial year:

During the current year, Nil (31 March 2022: Nil) ESOPs are granted to KMP and Nil (31 March 2022: Nil) ESOPs granted to KMP have lapsed.

₹ in Crores

Nature of transaction	31 March 2023	31 March 2022
(i) Short term employee benefits	12.41	12.79
(ii) Post employment benefits	0.34	-
(iii) Other long term benefits (refer note below)	-	-
(iv) Termination benefits	-	-
(v) Share based payment	0.33	0.45
(vi) Directors' sitting fees	0.27	0.37
Payable as at year end	-	-

Notes:

1. The remuneration to the KMP does not include the provisions made for gratuity and compensated absences, as they are determined on an actuarial basis for the Group as a whole.
2. No remuneration has been paid to Mr. Sanjeev Verma, Whole-time Director during the years ended 31 March 2023 and 31 March 2022 through the Group .
3. The Group has paid the remuneration to its directors during the year in accordance with the provision of and limits laid down under section 197 read with Schedule V to the Act.

(V) There are no commitments with any related party during the year or as at year end.

(VI) All the related party transactions are made on terms equivalent to those that prevail in an arm's length transactions, for which prior approval of Audit Committee was obtained during the years ended 31 March 2023 and 31 March 2022.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

40 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(A) Contingent liabilities

₹ in Crores

		Footnote	31 March 2023	31 March 2022
I]	Claims against the Group not acknowledged as debt	(a)	0.60	101.24
II]	Other money for which the Group is contingently liable			
	(A) In respect of disputed demands for matters under appeal with	(b)		
	(a) Income tax authorities *		6.88	27.14
	(b) Excise, service tax and customs authorities *		4.20	18.50
	(c) Sales tax authorities *		10.80	10.80
	(B) Form-F pending receipt	(c)	0.83	0.83

Notes:

1. The Group is contesting all of the above demands in respect of Income tax, Excise duty, Service tax, Customs duty and Sales tax and the management believes that its positions are likely to be upheld at the appellate stage. No expense has been accrued in the consolidated financial statements for the aforesaid demands. The management believes that the ultimate outcome of these proceedings are not expected to have a material adverse effect on the Group's financial position and results of operations and hence no provision has been made in this regard.
2. It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
3. The amounts disclosed above represent the best possible estimates arrived at on the basis of available information and do not include any penalty payable.
4. The Group does not expect any reimbursements in respect of the above contingent liabilities.
5. Refer note 50 for penalty unascertained on account of non-compliance with provisions of Foreign Exchange Management Act, 1999.

* Amount outstanding as at balance sheet date represents gross demand raised by the tax authorities, as amount paid under protest is not charged to the consolidated statement of profit and loss by the Group .

Footnotes:

(a) It represents demand raised by vendor for remaining outstanding amount which is disputed by the Group over non-performance of certain duties by vendor under the contract.

(b) It represents demands raised by direct and indirect tax authorities on various grounds, which are contested by the Group.

(c) It represents demand raised by sales tax authorities for non submission of Form F.

(B) Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ Nil (31 March 2022: ₹ 0.09 Crores).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

41 FINANCIAL INSTRUMENTS

41.1 a) Categories of financial instruments

₹ in Crores

	Carrying value and fair value			
	As at 31 March 2023		As at 31 March 2022	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Non-current				
(a) Other financial assets		18.03		23.83
Current				
(a) Trade receivables		416.67		374.21
(b) Cash and cash equivalents		199.94		301.70
(c) Bank balances other than cash and cash equivalents		9.59		9.55
(d) Other financial assets		682.85		559.94
Financial liabilities				
Non-current				
(a) Borrowings		304.97		228.92
(b) Lease liabilities		221.63		116.45
(c) Other financial liabilities		6.99		10.31
Current				
(a) Borrowings		47.00		45.09
(b) Lease liabilities		54.45		90.38
(c) Trade payables		1,158.13		1,008.87
(d) Other financial liabilities	1.17	88.58	-	176.44

b) Fair value hierarchy and method of valuation

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data (unobservable inputs).

There have been no transfer amongst the levels of fair value hierarchy during the year.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, other current financial assets/ liabilities and short term borrowings approximate their carrying amounts largely due to short term maturities of these instruments. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
2. Financial instruments are evaluated by the Group based on parameters such as individual credit worthiness of the counter-party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
3. The fair values for deposits, finance lease contracts and financial guarantee contract were calculated based on cash flows discounted using lending rate on the date of initial recognition. The lease liability is initially recognised at the present value of the future lease payments and are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates and subsequently measured at amortised cost. Accordingly, all these are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
4. Fair value of long term borrowings approximate their carrying amounts due to the fact no upfront fees is paid as compensation to secure the borrowing and the interest rate is equals to the market interest rate. This is classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs
5. The Group has measured warrants at fair value, which is classified as Level 3 hierarchy, as it is based on present value calculations and external valuation models.
6. The Group has measured forward contracts at fair value, which is classified as Level 3 hierarchy, as it is based on forward contract rate for remaining period.

c) Details of financial assets and liabilities considered under Level 3 classification

₹ in Crores

Lease liabilities	31 March 2023	31 March 2022
Balance at the beginning of the year	206.83	151.95
Additions, including reassessment, during the year	137.00	104.29
Repayments during the year	(89.31)	(67.16)
Expense recognised in profit or loss (unwinding of interest)	21.56	17.75
Balance at the end of the year	**276.08**	**206.83**

BLACK BOX

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The impact of additions, deletions and gain or loss on profit or loss and OCI for security deposits is negligible.

₹ in Crores

Warrant liability	31 March 2023	31 March 2022
Balance at the beginning of the year	-	103.22
Gain on settlement of financial liability	-	13.59
Repayments during the year	-	(116.81)
Balance at the end of the year	**-**	**-**

₹ in Crores

Forward contract liability	31 March 2023	31 March 2022
Balance at the beginning of the year	-	-
Recognised during the year	1.17	-
Balance at the end of the year	**1.17**	**-**

Derivative financial instruments:

The Group holds derivative financial instrument i.e., foreign currency forward contracts to mitigate the risk of changes in exchange rate on foreign currency exposure. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on inputs that is directly or indirectly observable in the marketplace.

The following table gives details in respect of outstanding foreign exchange forward contracts:

Particulars	Buy / sell	As at 31 March 2023	
		Foreign currency (in units)	Fair value (₹ in Crores)
Foreign currency forward contracts in AUD	Sell	3,000,000	0.28
Foreign currency forward contracts in CAD	Sell	500,000	0.08
Foreign currency forward contracts in EURO	Sell	3,100,000	0.73
Foreign currency forward contracts in EURO	Buy	20,033	0.01
Foreign currency forward contracts in NZD	Sell	500,000	0.03
Foreign currency forward contracts in GBP	Buy	94,211	0.03
Foreign currency forward contracts in JPY	Sell	70,000,000	0.01
			1.17

The impact of additions, deletions and gain or loss on profit or loss and OCI for security deposits and other payables is negligible.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

41.2 Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

a) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, foreign currency payables and borrowings.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the Group debt obligations.

Exposure to interest rate risk

₹ in Crores

Particulars	As at 31 March 2023	As at 31 March 2022
Fixed-rate instruments		
Term loan	2.88	-
Total	**2.88**	**-**
Variable-rate instruments		
Working capital loan	-	2.83
Cash credit facilities	23.45	22.67
Term loans and working capital term loan	325.64	248.51
Total	**349.09**	**274.01**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group profit or loss before tax is affected through the impact on floating rate borrowings, as follows:

₹ in Crores

Particulars	Gain / (loss) on profit before tax	
	31 March 2023	31 March 2022
Interest rate increase by 50 basis points	(1.75)	(1.37)
Interest rate decrease by 50 basis points	1.75	1.37

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises from cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets as well as credit exposures to customers including outstanding receivables and contract assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad debts and ageing of accounts receivables. Individual risk limits are set accordingly.

The expected credit loss rates are based on the payment profiles of sales over a period of 36 months before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macro-economic factors affecting the ability of the customers to settle the receivables. the Group recognises lifetime expected losses for all trade receivables and contract assets that do not constitute a financing component.

The Group has no concentration of credit risk as the customer base is widely distributed both economically and geographically and there is no single customer contributing more than 10% of outstanding trade receivables as at 31 March 2023 and 31 March 2022.

Outstanding customer receivables and contract assets are regularly monitored.

Other financial assets

The Group periodically monitors the recoverability and credit risks of its other financials assets. The Group evaluates 12 months expected credit losses for all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Group considers life time expected credit losses for the purpose of impairment provisioning.

The Group has considered financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad or doubtful receivables and ageing of receivables related to cash and cash equivalents, bank balances other than cash and cash equivalents, margin deposits, security deposits, finance lease assets and other financial assets. In most of the cases, risk is considered low since the counterparties are reputed organisations with no history of default to the Group and no unfavourable forward looking macro economic factors. Wherever applicable, expected credit loss allowance is recorded (refer notes 8 and 14).

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Expected credit loss for trade receivables

₹ in Crores

As at 31 March 2023	0-30 days	31-60 days	61-90 days	More than 90 days	Credit impaired
Gross trade receivables	**286.66**	**73.56**	**17.39**	**179.14**	**4.17**
Less: Trade receivables from group companies	1.72	1.96	2.66	9.53	0.00
Net trade receivables	**284.94**	**71.60**	**14.73**	**169.61**	**4.17**
Expected loss rates	2.88%	4.36%	6.57%	75.34%	100.00%
Expected credit loss	**8.20**	**3.12**	**0.97**	**127.79**	**4.17**

₹ in Crores

As at 31 March 2022	0-30 days	31-60 days	61-90 days	More than 90 days	Credit impaired
Gross trade receivables	**268.83**	**28.12**	**20.54**	**166.26**	**7.56**
Less: Trade receivables from group companies	1.94	0.01	0.38	10.82	-
Net trade receivables	**266.89**	**28.11**	**20.16**	**155.44**	**7.56**
Expected loss rates	1.21%	1.46%	10.91%	66.72%	100.00%
Expected credit loss	**3.22**	**0.41**	**2.20**	**103.71**	**7.56**

The following table summarises the change in the loss allowance measured using expected credit loss model on trade receivables:

₹ in Crores

Particulars	31 March 2023	31 March 2022
At the beginning of the year	**117.10**	**156.22**
Provision made during the year	25.59	15.80
Provision reversed during the year	(2.63)	(37.56)
Exchange differences	4.19	(17.36)
At the end of the year	**144.25**	**117.10**

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	31 March 2023	31 March 2022
Revenue from top customer	15%	15%
Revenue from top five customers	31%	23%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Expected credit loss for contract assets

₹ in Crores

As at 31 March 2023	Not due	0-30 days	31-60 days	61-90 days	More than 90 days	Total
Contract assets (Gross)	**112.47**	**1.01**	**0.17**	**-**	**-**	**113.65**
Expected loss rates	0.00%	0.00%	0.00%	0.00%	0.00%	
Expected credit loss	**-**	**-**	**-**	**-**	**-**	**-**

₹ in Crores

As at 31 March 2022	Not due	0-30 days	31-60 days	61-90 days	More than 90 days	Total
Contract assets (Gross)	**44.46**	**-**	**-**	**-**	**-**	**44.46**
Expected loss rates	0.00%	0.00%	0.00%	0.00%	0.00%	
Expected credit loss	**-**	**-**	**-**	**-**	**-**	**-**

There is no loss allowance created or reversed on contract assets during the year ended 31 March 2023 and 31 March 2022.

d) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for financial liabilities as well as forecast cash inflow and outflows due in day to day business. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2023 and 31 March 2022 on undiscounted basis:

Maturity profile of financial liabilities: ₹ in Crores

As at 31 March 2023	OnDemand	Less than one year	One to five years	More than five years	Total
Borrowings	23.45	23.55	312.89	-	359.89
Lease liabilities	-	54.45	169.30	96.54	320.29
Trade payables	-	1,158.13	-	-	1,158.13
Other financial liabilities	-	89.75	6.99	-	96.74
Total	**23.45**	**1,325.88**	**489.18**	**96.54**	**1,935.05**

₹ in Crores

As at 31 March 2022	On Demand	Less than one year	One to five years	More than five years	Total
Borrowings	22.67	22.42	230.92	-	276.01
Lease liabilities	-	90.38	121.17	55.65	267.20
Trade payables	-	1,008.87	-	-	1,008.87
Other financial liabilities	-	176.44	13.44	-	189.88
Total	**22.67**	**1,298.11**	**365.53**	**55.65**	**1,741.96**

41.3 Foreign currency risk

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group procures products and services in their respective local currency and in case of imports, it primarily deals in United States Dollars (USD). The Group has mainly foreign currency trade payables and other receivables which are unhedged and exposed to foreign currency risk.

The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.

The Group exposure to foreign currency risk at the end of the reporting period are as under:

₹ in Crores

	31 March 2023							31 March 2022						
	USD	AED	SAR	CAD	GBP	SGD	Others	USD	AED	SAR	CAD	GBP	SGD	Others
Financial assets														
Trade receivables (gross)	31.04	4.05	0.07	-	13.24	-	10.32	12.53	15.32	1.88	-	8.33	-	3.15
Cash and cash equivalents and bank balances other than cash and cash equivalents	0.18	0.15	-	0.03	-	0.10	0.30	0.20	0.52	-	-	0.68	0.17	0.91
Exposure to foreign currency risk on financial assets	**31.22**	**4.20**	**0.07**	**0.03**	**13.24**	**0.10**	**10.62**	**12.73**	**15.84**	**1.88**	**-**	**9.01**	**0.17**	**4.06**
Financial liabilities														
Trade payables	29.60	0.16	-	-	2.90	-	-	28.62	4.34	0.12	-	5.96	0.58	0.47
Other financial liabilities *	0.32	-	-	-	-	-	11.93	0.30	-	-	-	-	-	-
Exposure to foreign currency risk on financial liabilities	**29.92**	**0.16**	**-**	**-**	**2.90**	**-**	**11.93**	**28.92**	**4.34**	**0.12**	**-**	**5.96**	**0.58**	**0.47**
Net exposure to foreign currency risk	**1.30**	**4.04**	**0.07**	**0.03**	**10.34**	**0.10**	**(1.31)**	**(16.19)**	**11.50**	**1.76**	**-**	**3.05**	**0.41)**	**3.59**

The Group has accumulated net exposure to foreign currency risk amounting to ₹ 14.57 Crores (31 March 2022 : ₹ 3.30 Crores).

* Includes provision for expenses, billing of which is pending as at reporting date and will be billed in currency other than reporting currency. These are forming part of trade payables.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in the USD, United Arab Emirates Dirham ("AED"), Saudi Riyal ("SAR"), Great Britain Pound ("GBP"), Singapore Dollar ("SGD") and other currencies with all other variables held constant. The below impact on the Group profit or loss before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities as at consolidated balance sheet date:

₹ in Crores

Particulars	Impact on profit or loss for the year ended	
	31 March 2023	31 March 2022
USD sensitivity		
INR / USD		
Increase by 5%	0.06	(0.81)
Decrease by 5%	(0.06)	0.81
AED sensitivity		
INR / AED		
Increase by 5%	0.20	0.58
Decrease by 5%	(0.20)	(0.58)
SAR sensitivity		
INR / SAR		
Increase by 5%	0.00	0.09
Decrease by 5%	(0.00)	(0.09)
CAD sensitivity		
INR / CAD		
Increase by 5%	(0.00)	-
Decrease by 5%	0.00	-
GBP sensitivity		
INR / GBP		
Increase by 5%	0.52	0.15
Decrease by 5%	(0.52)	(0.15)
SGD sensitivity		
INR / SGD		
Increase by 5%	0.00	(0.02)
Decrease by 5%	(0.00)	0.02
Others sensitivity		
INR / Other		
Increase by 5%	(0.07)	0.18
Decrease by 5%	0.07	(0.18)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

42 CAPITAL MANAGEMENT

The Group's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

Gearing ratio:

₹ in Crores

	31 March 2023	31 March 2022
Borrowings	351.97	274.01
Less: Cash and cash equivalents and bank balances other than cash and cash equivalents	209.53	311.25
Net debt #	**142.44**	**(37.24)**
Total equity	296.02	260.40
Total capital	**296.02**	**260.40**
Gearing ratio (in %)	**48.12%**	**(14.30)%**

Net debt for the above purpose includes borrowings, interest accrued on borrowings net of cash and cash equivalents and bank balances other than cash and cash equivalents.

There are no externally imposed capital requirements on the Group.

43 LEASES

The disclosures required in accordance with Ind AS 116 "Leases" are as follows:

a) The Group leased assets primarily consists of leases for office premises, furniture, computer and servers having different lease terms. There are several lease agreements with extension and termination options, for which management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Since it is reasonably certain to exercise extension option and not to exercise termination option, the Group has opted to include such extended term and ignore termination option in determination of lease term. Further, the Group is not exposed to any variable lease payments or residual value guarantee.

₹ in Crores

b)

Particulars	31 March 2023	31 March 2022
Depreciation of ROU assets	72.25	56.32
Interest expense on lease liabilities	21.56	17.75
Expense relating to short term leases	23.97	2.42
Total cash outflow for leases (including interest)	89.31	67.16
Additions to ROU assets	133.02	108.30

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

c) **Amounts recognised in consolidated balance sheet:**

₹ in Crores

	31 March 2023	31 March 2022
Carrying amount of ROU assets		
Buildings	218.87	158.81
Furniture	3.52	3.93
Computers and servers	2.68	2.54
Plant and equipment	1.73	7.85
Office equipment	2.03	14.19
Vehicles	30.23	7.00
Lease liabilities		
Non-current	221.63	116.45
Current	54.45	90.38

The incremental borrowing rate applied to lease liabilities ranges from 5.50% to 17.00% p.a. (31 March 2022 : 5.50% to 17.00% p.a.)

d) **The details regarding the contractual maturities of lease liabilities as at reporting date on an undiscounted basis are as follows:**

₹ in Crores

	31 March 2023	31 March 2022
Within one year	54.45	90.38
Later than one year and not later than five years	169.30	121.17
Later than five years	96.54	55.65

Additional information:

1. The Group has not earned gain or incurred loss from sale and lease back transaction.
2. There are no significant restrictions or covenants imposed on leases.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

44 REVENUE FROM CONTRACTS WITH CUSTOMERS

The outstanding balance of net trade receivables and contract assets is presented in below table:

₹ in Crores

	As at 31 March 2023	As at 31 March 2022
Trade receivables (net)	416.67	374.21
Contract assets	113.65	44.46

a) Performance obligations:

The performance obligation of Group is satisfied at a point in time or period of time depending on the nature of products and services provided.

1) **Revenue from sale of products:** It includes IT infrastructure, speciality networking, multimedia, KVM Switching, unified and voice communication solutions, IP Phones, data products, video conferencing products and cyber security solutions. Revenue is recognised at a point in time, which is generally on the delivery of product (performance obligation is satisfied).

2) **Revenue from implementation contracts:** It includes implementation services on products (including installation and commissioning). Revenue is recognised in the accounting period in which services are rendered, as the performance obligations are met.

3) **Revenue from maintenance contracts:** Revenue from fixed maintenance contracts is recognised based on time elapsed and revenue is straight lined over the period of the performance or on the performance of services as specified in the contract.

b) Changes in contract liabilities are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Balance at the beginning of the year	**522.66**	**524.86**
Net revenue recognised that was included in the balance at the beginning of the year	(471.68)	(500.11)
Net invoicing during the year, excluding amounts recognised as revenue during the year	508.88	497.91
Balance at the end of the year	**559.86**	**522.66**

c) Changes in contract assets are as follows:

₹ in Crores

	31 March 2023	31 March 2022
Balance at the beginning of the year	**44.46**	**3.67**
Invoices raised that were included in the contract assets balance at the beginning of the year	(44.46)	(3.67)
Increase due to revenue recognised during the year, excluding amounts billed during the year	113.65	44.46
Balance at the end of the year	**113.65**	**44.46**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

d) Timing of revenue recognition:

₹ in Crores

	31 March 2023	31 March 2022
Transferred at a point in time	5,273.09	4,250.13
Transferred over time	1,004.61	1,073.44

e) Remaining performance obligation

As at 31 March 2023, the aggregate amount of transaction price allocated to remaining performance obligations is ₹ 559.86 Crores (31 March 2022 : ₹ 526.27 Crores) of which approximately 90.21% (31 March 2022 : 90.31%) is expected to be recognised as revenue within one year.

f) The Group does not have any significant obligations for returns and refunds. For type of warranties, refer note 19(a).

45 Business combinations

Black Box Technologies Australia Pty Ltd, step-down subsidiary of the Holding Company, had entered into a share purchase agreement to acquire 100% of share capital of Dragonfly, incorporated in the Australia, for a total consideration of AUD 5.91 million equivalent to ₹ 33.45 Crores. 11 February 2022 was considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103 “Business Combination”, and necessary effects had been recognised in the consolidated financial statement.

Dragonfly is a leading cyber security, enterprise networking and automation focused technology provider. This acquisition will enable the Group to enter into cyber security market in ANZ region.

The goodwill was attributable to workforce and future expected business in cyber security space. It will also enable customers to garner the cross leverage across Black Box solution offerings and the customer service support base in ANZ region.

The acquisition is subject to three annual Earn-Out Payments upon the achievement of certain milestones. These Earn-Out Payments are payable if the eligible gross profit, measured on a trailing-twelve-month basis is equal to or greater than AUD 2,690,800 equivalent to ₹ 15.23 Crores, AUD 4,085,000 equivalent to ₹ 23.12 Crores and AUD 5,500,000 equivalent to ₹ 31.13 Crores, respectively on the Earn-Out Date, which is the first, second and third anniversary of the acquisition closing date. The total Earn-Out Payments will in no event exceed AUD 3,715,782 equivalent to ₹ 21.03 Crores. Based on these assumptions and the analysis performed, the total fair value of the contingent consideration is estimated at AUD 1,779,000 equivalent to ₹ 10.07 Crores based on a discount rate of 38%.

Acquisition related cost of AUD 141,106 equivalent to ₹ 0.80 Crores was not directly attributable to the issue of shares, and included in exceptional items in the consolidated statement of profit and loss.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

The details of financial information are as provided below:

₹ in Crores

Particulars	31 March 2022 Dragonfly
Assets	
Property, plant and equipment	0.33
Other intangible assets	8.18
Trade receivable *	3.14
Inventories	-
Cash and cash equivalents	8.07
Other assets (including financial assets)	0.11
Total assets	**19.83**
Liabilities	
Borrowings	2.83
Trade payables	3.20
Tax liabilities	1.28
Other payables (including financial liabilities and provisions)	0.06
Provisions	2.33
Total liabilities	**9.70**
Fair value of net assets acquired	**10.13**
Purchase consideration	**33.45**
Goodwill on acquisition	**23.32**
Contingent liability	-
Goodwill expected to be deductible for tax purpose	-
Amount of revenue of the acquiree since the acquisition date included in the consolidated statement of profit and loss	8.18
Amount of profit / (loss) of the acquiree since the acquisition date included in the consolidated statement of profit and loss	0.28
Projected revenue of the Group had the acquisition occurred as of the beginning of the year	5,387.46
Projected profit / (loss) after tax of the Group had the acquisition occurred as of the beginning of the year	76.04

* Represents fair value of receivables and gross contractual amounts receivable. All amounts are expected to be collected.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

46 As per the transfer pricing rules, the Group has examined international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustments with regard to the transactions involved, other than those already adjusted in the consolidated financial statements.

47 The Holding company has complied with section 186 of the Act. Transactions and balances falling under section 186 of the Act in the standalone financial statements of the Holding Company, gets eliminated in consolidated financial statements and therefore, transactions and balances have not been reported in consolidated financial statements. Subsidiary companies covered under the Act do not have any transaction to be reported under section 186 of the Act.

48 Trade receivables securitisation

On 27 December 2019, BBX had entered into a non-recourse accounts receivable securitisation program for the sale of both billed and unbilled receivables originated by BBX's subsidiaries in the United States of America and the United Kingdom to an unaffiliated third party. The securitisation program allows availability up to $90 million (equivalent to ₹ 680.28 Crores) to BBX. Additionally, BBX entered into $15 million (equivalent to ₹ 113.38 Crores) term loan facility that is secured by one of the tranches in the securitisation program. The proceeds from the sale of receivables and term loan were used to pay off all outstanding loans from the former lenders. During the financial year, BBX amended the securisation program. The amendment increased the availability up to $105 million (equivalent to ₹ 862.72 Crores). The amended securisation program expires on 31 December 2025.

49 Entity restructuring

During the year ended 31 March 2022

a) Black Box Holdings Limited ("BBHL"), step-down subsidiary of the Holding Company, had entered into a share purchase agreement with Zservices Holding Ltd., a BVI business company incorporated in the British Virgin Islands ("seller") on 11 March 2021, to acquire 76% of share capital of Zservices HQ DMCC ("Target Company"), limited liability company incorporated under laws of Dubai Multi Commodities Centre ("DMCC"), for a total consideration of USD 3.94 Million, payable on closing of transaction or acquisition. The acquisition was initially effective from 01 April 2021. Based on the updated terms, the valuation of the Target Company has been adjusted and seller had compensated BBHL by allowing it to increase its shareholding in Target Company from 76% to 86%, and at revised consideration of USD 3.44 Million. The revised effective date of acquisition was 01 July 2021. The Holding Company was awaiting the final amendment agreement to evaluate fair valuation of assets and liabilities and for Purchase Price Allocation ("PPA"). The name of Target Company had changed to Black Box DMCC.

b) Black Box Technologies Australia Pty Ltd, step-down subsidiary of the Holding Company, had entered into a share purchase agreement to acquire 100% of share capital of Dragonfly Technologies Pty Ltd, incorporated in the Australia, for a total consideration of AUD 5.91 million. 11 February 2022 was considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103 "Business Combinations" and necessary effects had been recognised in the consolidated financial statements.

50 The outstanding balance (before eliminating inter-company balances) of trade payables, trade receivables and other financial assets as at 31 March 2023 includes amount payable aggregating to ₹ 17.88 Crores and amount

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

receivable aggregating to ₹ 8.54 Crores and ₹ 11.80 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 ₹ 11.81 Crores during the current year and on payables aggregating to ₹ 0.79 Crores subsequent to 31 March 2023. 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 ₹ 17.20 Crores during the current year and on receivables aggregating to ₹ 2.92 Crores subsequent to 31 March 2023. For all these cases, approval is pending from AD Bank. Further, for the remaining payables and receivables amounting to ₹ 5.28 Crores and ₹ 0.22 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 consolidated financial statements do not include any adjustments that may arise due to such delays.

51 During year ended 31 March 2022, Black Box Corporation, step-down subsidiary of the Holding Company, has entered into a contract to premature the warrant agreement with Pathlight Capital Fund LLP, executed in pursuance of credit agreement, by buying back the warrants for a value of ₹ 89.71 Crores (equivalent to USD 12.25 Million).

52 In the board meeting held on 11 November 2022, the Board of Directors of the Holding Company have approved setting off of accumulated losses under retained earnings with credit balance in securities premium account and capital reserve account, subject to no objection certificate ('NOC') from NSE and BSE (collectively referred to as 'stock exchanges') and approval from members of the Holding Company and National Company Law Tribunal ('NCLT'). Post approval from the Board of Directors, the Holding Company has submitted application to stock exchanges for seeking NOC and the response is still awaited.

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, have 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 has approved the scheme on 16 May 2023.

53 The Holding Company had filed claim before NCLT, Mumbai, towards recovery of dues from EPC Constructions India Limited ('EPCCIL' or 'Corporate Debtor') on account of services rendered by the Holding Company to EPCCIL during its Corporate Insolvency Resolution Process ('CIRP') period commencing from April 2018.

NCLT vide its order dated 08 June 2021, uploaded on its website on 26 June 2021, had directed EPCCIL to make payment of all outstanding dues to the Holding Company within a period of 3 months from the date of receipt of the aforesaid order and had further directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Holding Company. Based on the above order, Company had recorded the revenue of ₹ 8.51 Crores and interest income of ₹ 1.49 Crores during the year ended 31 March 2022. Subsequently, on appeal filed by EPCCIL challenging the aforesaid order, National Company Law Appellate Tribunal ('NCLAT'), New Delhi had passed an order dated 28 September 2021 in favour of the Holding Company and had directed EPCCIL to pay

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ 4.50 Crores (inclusive of ₹ 1.00 Crore already paid in the month of June 2019) to the Holding Company within a period of 2 months from the date of this order and had further directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Holding Company. EPCCIL had paid ₹ 3.10 Crores within the period directed by NCLAT.

Subsequent to 31 March 2022, the Holding Company and EPCCIL had arrived at amicable settlement whereby EPCCIL had agreed to make payment of entire outstanding principal amount of ₹ 5.50 Crores (inclusive of taxes) in three monthly instalments subject to fulfilment of conditions attached to the settlement arrangement and shall continue to pay revised monthly charges of ₹ 0.20 Crores per month (earlier ₹ 0.25 Crores per month) to the Holding Company effective May 2022. In lieu of the same, the Holding Company has agreed to waive claim of interest amount of ₹ 1.49 Crores and adjustment is made in the consolidated statement of profit and loss.

In view of these events, both the parties had also finalised documents such as Settlement Agreement and Joint Application seeking withdrawal of the appeal. However, despite having finalised the aforesaid documents, EPCCIL failed to execute the same in spite of payment of initial settlement amount. To challenge the said illegal actions of EPCCIL, the Holding Company had preferred an application praying for the enforcement of the finalised contract. NCLAT, New Delhi has passed an order dated 02 February 2023 directing the Holding Company to file application before NCLT to seek clarification on the amount due and amount recoverable which is to be decided by the NCLT preferably within a period of two months. Further, NCLAT has directed EPCCIL to continue to pay monthly charges towards services to be rendered by the Holding Company.

Management is confident of the recovery however considering the prolonged delay in collection, 100% of the outstanding amount, i.e., ₹ 5.41 Crores is provided for in the consolidated statement of profit and loss during the year ended 31 March 2023.

54 Pursuant to approval of the members received on 20 April 2022, the Holding Company had sub-divided its equity share of ₹ 10 each into equity share of ₹ 2 each. As a result, each equity share of ₹ 10 was sub-divided into 5 (five) equity shares of ₹ 2 each. Consequently, the basic and diluted earnings per share is computed for all the periods on the basis of the new number of equity shares in accordance with Ind AS 33 "Earnings per Share".

55 During the year ended 31 March 2022, Black Box Technologies Pte. Limited (formerly known as AGC Networks Pte. Limited) (Dubai branch), step-down subsidiary of the Holding Company, had assigned certain trade receivables to Peregrine Opportunities Growth Fund Limited (the 'buyer') amounting to ₹ 37.56 Crores (equivalent to USD 5.05 million) for purchase consideration of ₹ 15.12 Crores (equivalent to USD 2.00 million). The aforesaid consideration was receivable in four instalments of ₹ 1.51 Crores (equivalent to USD 0.20 million), ₹ 3.02 Crores (equivalent to USD 0.40 million), ₹ 6.05 Crores (equivalent to USD 0.80 million), and ₹ 4.54 Crores (equivalent to USD 0.60 million) on 31 October 2021, 31 March 2022, 31 December 2022 and 31 March 2023, respectively. Accordingly, the Holding Company had reversed the entire allowance for expected credit loss of ₹ 37.56 Crores towards the aforementioned trade receivables and derecognised trade receivables of ₹ 37.56 Crores and recognised receivables from the buyer towards aforementioned purchase consideration at present value of ₹ 14.21 Crores on the initial recognition date. The difference between the consideration receivable and the carrying value of trade receivables was recognised in the consolidated statement of profit and loss during the year ended 31 March 2022. Further, the unwinding of discount on the above receivable recognised in the consolidated statement of profit and loss over the period of agreement and classified as interest income. The Holding Company considers the balance receivable amounting to ₹ 4.35 Crores (equivalent to USD 0.53 million) as at the reporting date i.e. 31 March 2023 as doubtful and hence provision is created against these receivables.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

56 THE FINANCIAL INFORMATION OF THE ASSOCIATE - BLACK BOX DMCC HAVING PLACE OF BUSINESS AT DUBAI

₹ in Crores

Particulars	31 March 2023
ASSETS	
Non-current assets	
Property, plant and equipment	0.04
Intangible assets	2.15
Total non-current assets	**2.19**
Current assets	
Trade and other receivables	0.82
Other current assets	0.72
Cash and cash equivalents	0.02
Total current assets	**1.56**
TOTAL ASSETS	**3.75**
EQUITY AND LIABILITIES	
Equity	
Equity share capital	0.03
Other equity	(5.00)
Total equity	**(4.97)**
Liabilities	
Non-current liabilities	
Loan from related parties	0.40
Provisions	0.08
Total non-current liabilities	**0.48**
Current liabilities	
Trade and other payables	8.24
Total current liabilities	**8.24**
Total liabilities	**8.72**
TOTAL EQUITY AND LIABILITIES	**3.75**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

57. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE ACT

For the period 31 March 2023

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
Parent								
Black Box Limited	111.21 %	329.20	24.65 %	5.84	(0.54)%	0.14	(254.70)%	5.98
Subsidiaries								
Indian								
Black Box Network Services India Private Limited	9.24 %	27.35	5.32 %	1.26	(0.65)%	0.17	(60.87)%	1.43
COPC India Private Limited	(1.61)%	(4.77)	2.41 %	0.57	0.00 %	-	(24.30)%	0.57
Foreign								
Black Box Technologies Pte. Limited	78.18 %	231.44	(96.10)%	(22.78)	(70.33)%	18.32	189.83 %	(4.46)
AGC Networks Philippines, Inc.	0.66 %	1.96	(1.31)%	(0.31)	(0.42)%	0.11	8.51 %	(0.20)
AGC Networks & Cyber Solutions Limited	(0.62)%	(1.84)	51.34 %	12.17	4.53 %	(1.18)	(467.77)%	10.99
AGC Networks LLC	40.65 %	120.34	136.22 %	32.29	(30.29)%	7.89	(1,710.18)%	40.18
AGC Networks LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BBX Main Inc.	(29.30)%	(86.74)	(46.91)%	(11.12)	93.56 %	(24.37)	1,510.56 %	(35.49)
Cybalt, Inc.	(11.50)%	(34.04)	(110.99)%	(26.31)	4.22 %	(1.10)	1,166.65 %	(27.41)
Black Box Bangladesh Technologies Private Limited	0.28 %	0.84	2.40 %	0.57	0.35 %	(0.09)	(20.35)%	0.48
Black Box Products FZE	(0.27)%	(0.81)	(3.37)%	(0.80)	0.00 %	-	34.05 %	(0.80)
Black Box Technologies Group B.V.	(0.95)%	(2.82)	(11.90)%	(2.82)	0.00 %	-	120.03 %	(2.82)
Black Box Corporation	174.47 %	516.47	(139.38)%	(33.04)	26.21 %	(6.83)	1,696.73 %	(39.86)
ACS Dataline, LP	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
ACS Investors, LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BB Technologies, Inc.	(48.40)%	(143.29)	(2.04)%	(0.48)	0.00 %	-	20.53 %	(0.48)
BBOX Holdings Mexico LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BBOX Holdings Puebla LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box A/S	3.32 %	9.83	0.37 %	0.09	0.86 %	(0.23)	5.82 %	(0.14)
Black Box Canada Corporation	14.02 %	41.49	(1.93)%	(0.46)	9.29 %	(2.42)	122.51 %	(2.88)
Black Box Chile S.A.	10.84 %	32.08	4.31 %	1.02	0.12 %	(0.03)	(42.09)%	0.99
Black Box Comunicaciones, S.A.	12.85 %	38.03	(11.30)%	(2.68)	2.25 %	(0.59)	138.94 %	(3.26)
Black Box Corporation of Pennsylvania	894.62 %	2,648.30	66.32 %	15.72	(40.13)%	10.45	(1,113.94)%	26.17
Black Box de Mexico, S. de R.L. de C.V.	(27.06)%	(80.09)	(2.07)%	(0.49)	0.00 %	-	20.88 %	(0.49)
Black Box Deutschland GmbH	13.72 %	40.62	(29.37)%	(6.96)	2.87 %	(0.75)	328.19 %	(7.71)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
Black Box do Brasil Industria e Comercio Ltda.	(3.65)%	(10.81)	2.14 %	0.51	0.00 %	-	(21.56)%	0.51
Black Box E-Commerce (Shanghai) Co., Limited	(2.08)%	(6.17)	(3.09)%	(0.73)	(1.76)%	0.46	11.64 %	(0.27)
Black Box Finland OY	17.19 %	50.90	6.89 %	1.63	1.61 %	(0.42)	(51.68)%	1.21
Black Box France	27.36 %	81.00	(3.05)%	(0.72)	4.29 %	(1.12)	78.37 %	(1.84)
Black Box Gmbh	0.24 %	0.70	0.58 %	0.14	0.22 %	(0.06)	(3.42)%	0.08
Black Box Holdings Limited	10.27 %	30.40	0.00 %	-	0.00 %	-	0.00 %	-
Black Box International B.V.	49.57 %	146.75	13.84 %	3.28	7.66 %	(1.99)	(54.76)%	1.29
Black Box International Holdings B.V.	31.76 %	94.01	2.68 %	0.64	3.89 %	(1.01)	16.08 %	(0.38)
Black Box Network Services (Dublin) Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services (UK) Limited	(22.76)%	(67.38)	(44.71)%	(10.60)	20.31 %	(5.29)	676.23 %	(15.89)
Black Box Network Services AB	20.58 %	60.91	(35.14)%	(8.33)	21.85 %	(5.69)	596.83 %	(14.02)
Black Box Network Services AG	(1.94)%	(5.74)	10.65 %	2.52	(0.56)%	0.14	(113.62)%	2.67
Black Box Network Services Australia Pty Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Co., Limited	22.20 %	65.72	7.39 %	1.75	24.88 %	(6.48)	201.23 %	(4.73)
Black Box Network Services Corporation	(0.92)%	(2.72)	2.20 %	0.52	1.11 %	(0.29)	(9.92)%	0.23
Black Box Network Services, Inc.– Government Solutions	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Korea Limited	(0.51)%	(1.52)	0.17 %	0.04	0.62 %	(0.16)	5.13 %	(0.12)
Black Box Network Services New Zealand Limited	1.43 %	4.23	(8.79)%	(2.08)	1.51 %	(0.39)	105.40 %	(2.48)
Black Box Network Services NV	(14.67)%	(43.43)	(3.46)%	(0.82)	1.82 %	(0.47)	55.10 %	(1.29)
Black Box Network Services S.r.l.	(22.95)%	(67.93)	8.31 %	1.97	1.14 %	(0.30)	(71.18)%	1.67
Black Box Network Services SDN. BHD.	2.46 %	7.27	(0.78)%	(0.18)	1.14 %	(0.30)	20.53 %	(0.48)
Black Box Network Services Singapore Pte. Limited	3.27 %	9.67	(95.59)%	(22.66)	2.25 %	(0.59)	989.36 %	(23.24)
Black Box Norge AS	23.24 %	68.80	(15.33)%	(3.63)	21.61 %	(5.63)	394.24 %	(9.26)
Black Box P.R. Corp.	3.49 %	10.34	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Services Company	(1,134.31)%	(3,357.84)	(46.74)%	(11.08)	0.00 %	-	471.58 %	(11.08)
Black Box Software Development Services Limited	(34.70)%	(102.72)	48.06 %	11.39	0.09 %	(0.02)	(483.90)%	11.37
Delaney Telecom, Inc.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Norstan Canada, Limited / Norstan Canada, Ltée	57.48 %	170.16	11.70 %	2.77	45.59 %	(11.88)	387.39 %	(9.10)
Norstan Communications, Inc.	142.72 %	422.50	522.22 %	123.79	(47.62)%	12.40	(5,796.48)%	136.19
Nu-Vision Technologies, LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
BBX Inc.	80.83 %	239.29	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Technologies Australia Pty Limited	8.04 %	23.81	(63.70)%	(15.10)	(8.49)%	2.21	548.58 %	(12.89)
AGC Networks LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
AGCN Solutions Pte. Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Technologies LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Philippines, Inc.	(0.14)%	(0.43)	1.02 %	0.24	(0.34)%	0.09	(14.03)%	0.33
COPC Holdings Inc.	15.81 %	46.79	1.12 %	0.27	0.00 %	-	(11.29)%	0.27
COPC Inc.	4.45 %	13.19	(1.56)%	(0.37)	0.00 %	-	15.74 %	(0.37)
COPC Consultants (Beijing) Co. Limited	7.07 %	20.93	13.36 %	3.17	0.00 %	-	(134.83)%	3.17
COPC International Holdings LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
COPC International Inc.	35.10 %	103.90	42.43 %	10.06	0.00 %	-	(428.12)%	10.06
COPC Asia Pacific Inc.	10.92 %	32.32	1.63 %	0.39	0.00 %	-	(16.43)%	0.39
Service Journey Strategies Inc.	0.06 %	0.17	(8.85)%	(2.10)	0.00 %	-	89.32 %	(2.10)
Fuji Soft Technology LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Fujisoft Security Solutions LLC	0.24 %	0.72	(95.59)%	(22.66)	(11.73)%	3.06	834.33 %	(19.60)
Black Box Technologies New Zealand Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Pyrios Pty Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Dragonfly Technologies Pty Ltd	18.09 %	53.54	(5.73)%	(1.36)	6.91 %	(1.80)	134.49 %	(3.16)
Black Box Network Services Hong Kong Limited	(0.08)%	(0.23)	(0.95)%	(0.23)	0.09 %	(0.02)	10.61 %	(0.25)
Servicios Black Box S.A. de C.V.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Costa Rica S.R.L.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Colombia S.A.S.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Sub Total	**599.51%**	**1,774.68**	**100.00%**	**23.70**	**100.00%**	**(26.05)**	**100.00%**	**(2.35)**
Add / (Less) : Effect of inter company elimination / adjustment	(499.51)%	(1,478.66)	0.00 %	-	0.00 %	-	0.00 %	-
Total	**100.00%**	**296.02**	**100.00%**	**23.70**	**100.00%**	**(26.05)**	**100.00%**	**(2.35)**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

For the period 31 March 2022

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
Parent								
Black Box Limited (formerly known as AGC Networks Limited)	109.54 %	285.25	7.99%	5.81	(2.35)%	0.50	12.27%	6.31
Subsidiaries								
Indian								
Black Box Network Services India Private Limited	9.92 %	25.84	10.48 %	7.62	0.09 %	(0.02)	14.78 %	7.60
COPC India Private Limited	(1.89)%	(4.92)	(4.39)%	(3.20)	0.00 %	-	(6.22)%	(3.20)
Foreign								
Black Box Technologies Pte. Limited (formerly known as AGC Networks Pte. Limited)	75.38 %	196.28	29.05 %	21.13	(26.84)%	5.72	52.22 %	26.85
AGC Networks Philippines, Inc.	0.83 %	2.16	(0.29)%	(0.21)	0.56 %	(0.12)	(0.64)%	(0.33)
AGC Networks & Cyber Solutions Limited	(4.93)%	(12.83)	(3.91)%	(2.84)	1.69 %	(0.36)	(6.22)%	(3.20)
AGC Networks LLC, Dubai	30.79 %	80.17	38.11 %	27.71	(10.09)%	2.15	58.08 %	29.86
AGC Networks LLC, Abu Dhabi	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BBX Main Inc.	(19.68)%	(51.24)	(13.63)%	(9.91)	38.53 %	(8.21)	(35.25)%	(18.12)
Cybalt Inc.	(2.55)%	(6.63)	(9.06)%	(6.59)	0.19 %	(0.04)	(12.90)%	(6.63)
Black Box Bangladesh Technologies Private Limited	0.14 %	0.37	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Corporation	176.71 %	460.14	1.03 %	0.75	0.00 %	-	1.46 %	0.75
ACS Dataline, LP	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
ACS Investors, LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BB Technologies, Inc.	(50.45)%	(131.36)	(0.61)%	(0.45)	0.00 %	-	(0.87)%	(0.45)
BBOX Holdings Mexico LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BBOX Holdings Puebla LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box A/S	4.88 %	12.70	(1.17)%	(0.85)	0.00 %	-	(1.65)%	(0.85)
Black Box Canada Corporation	14.30 %	37.25	1.27 %	0.92	0.00 %	-	1.80 %	0.92
Black Box Chile S.A.	10.98 %	28.58	2.89 %	2.10	0.00 %	-	4.09 %	2.10
Black Box Comunicaciones, S.A.	13.74 %	35.78	(0.60)%	(0.44)	0.00 %	-	(0.85)%	(0.44)
Black Box Corporation of Pennsylvania	904.10 %	2,354.29	20.27 %	14.74	(0.09)%	0.02	28.72 %	14.76
Black Box de Mexico, S. de R.L. de C.V.	(29.02)%	(75.56)	(0.18)%	(0.13)	0.00 %	-	(0.26)%	(0.13)
Black Box Deutschland GmbH	14.06 %	36.62	0.33 %	0.24	0.00 %	-	0.46 %	0.24
Black Box do Brasil Industria e Comercio Ltda.	(3.72)%	(9.70)	3.40 %	2.47	0.00 %	-	4.81 %	2.47

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
Black Box E-Commerce (Shanghai) Co., Ltd.	(2.07)%	(5.40)	0.45 %	0.33	(0.14)%	0.03	0.70 %	0.36
Black Box Finland OY	16.00 %	41.66	0.51 %	0.37	0.00 %	-	0.72 %	0.37
Black Box France	27.76 %	72.30	(0.46)%	(0.34)	0.00 %	-	(0.65)%	(0.34)
Black Box Gmbh	0.02 %	0.04	0.35 %	0.25	0.00 %	-	0.49 %	0.25
Black Box Holdings Ltd.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box International B.V.	46.14 %	120.14	10.60 %	7.71	0.00 %	-	15.00 %	7.71
Black Box International Holdings B.V.	32.42 %	84.41	(2.38)%	(1.73)	0.00 %	-	(3.36)%	(1.73)
Black Box Network Services (Dublin) Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services (UK) Limited	(18.81)%	(48.98)	0.69 %	0.50	0.00 %	-	0.97 %	0.50
Black Box Network Services AB	26.10 %	67.97	0.91 %	0.66	0.00 %	-	1.29 %	0.66
Black Box Network Services AG	(3.24)%	(8.44)	(0.36)%	(0.26)	0.00 %	-	(0.51)%	(0.26)
Black Box Network Services Australia Pty Ltd	7.50 %	19.53	(0.42)%	(0.31)	0.00 %	-	(0.59)%	(0.31)
Black Box Network Services Co., Ltd.	21.21 %	55.22	(2.17)%	(1.58)	0.00 %	-	(3.07)%	(1.58)
Black Box Network Services Corporation	(1.02)%	(2.65)	(1.23)%	(0.89)	0.00 %	-	(1.74)%	(0.89)
Black Box Network Services, Inc.– Government Solutions	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Korea Limited	(0.49)%	(1.29)	0.52 %	0.38	0.00 %	-	0.74 %	0.38
Black Box Network Services New Zealand Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services NV	(15.76)%	(41.05)	(1.73)%	(1.26)	0.00 %	-	(2.45)%	(1.26)
Black Box Network Services S.r.l.	(24.25)%	(63.14)	(0.01)%	(0.01)	0.00 %	-	(0.01)%	(0.01)
Black Box Network Services SDN. BHD.	2.74 %	7.15	0.18 %	0.13	0.00 %	-	0.26 %	0.13
Black Box Network Services Singapore Pte Ltd	11.81 %	30.75	(12.50)%	(9.09)	0.00 %	-	(17.68)%	(9.09)
Black Box Norge AS	22.26 %	57.96	4.37 %	3.18	0.00 %	-	6.19 %	3.18
Black Box P.R. Corp.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Services Company	(1,004.10)%	(2,614.71)	(36.41)%	(26.48)	0.00 %	-	(51.50)%	(26.48)
Black Box Software Development Services Limited	(26.94)%	(70.16)	5.77 %	4.19	0.00 %	-	8.16 %	4.19
Delaney Telecom, Inc.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Norstan Canada, Ltd./Norstan Canada, Ltée	63.40 %	165.10	2.25 %	1.64	0.00 %	-	3.19 %	1.64
Norstan Communications, Inc.	5.73 %	14.91	37.02 %	26.92	110.32 %	(23.51)	6.64 %	3.41
Nu-Vision Technologies, LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
BBX Inc.	78.00 %	203.12	0.00 %	-	0.00 %	-	0.00 %	-

Particulars	Net Assets i.e. total assets minus total liabilities		Profit / (loss) after tax		OCI for the year		Total Comprehensive Income / (Loss) for the year	
	As % of consolidated net assets	₹ in Crores	As % of profit / (loss) after tax	₹ in Crores	As % of OCI	₹ in Crores	As % of Total Comprehensive Income / (Loss)	₹ in Crores
Black Box Technologies Australia Pty Limited (formerly known as AGC Networks Australia Pty Limited)	15.64 %	40.73	1.66 %	1.21	(12.01)%	2.56	7.33 %	3.77
AGC Networks LLC, USA (formerly known as AGC Networks Inc.)	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
AGCN Solutions Pte. Limited	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Technologies LLC (formerly known as Fujisoft Technology LLC)	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Philippines Inc.	(0.27)%	(0.70)	(2.36)%	(1.71)	0.00 %	-	(3.33)%	(1.71)
COPC Holdings Inc.	(15.02)%	(39.11)	(1.36)%	(0.99)	0.00 %	-	(1.93)%	(0.99)
COPC Inc.	4.80 %	12.49	5.77 %	4.19	0.00 %	-	8.16 %	4.19
COPC Consultants (Beijing) Co. Limited	6.25 %	16.27	8.66 %	6.29	0.00 %	-	12.24 %	6.29
COPC International Holdings LLC	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
COPC International Inc.	29.78 %	77.55	18.87 %	13.72	0.00 %	-	26.69 %	13.72
COPC Asia Pacific Inc.	(3.60)%	(9.37)	0.53 %	0.39	0.00 %	-	0.75 %	0.39
Service Journey Strategies Inc.	(1.81)%	(4.72)	(3.90)%	(2.84)	0.00 %	-	(5.52)%	(2.84)
Fujisoft Technology LLC, Abu Dhabi	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Fujisoft Security Solutions LLC	7.33 %	19.09	(14.44)%	(10.50)	0.00 %	-	(20.43)%	(10.50)
Black Box Technologies New Zealand Limited (formerly known as Pyrios Limited)	2.33 %	6.08	0.00 %	-	0.00 %	-	0.00 %	-
Pyrios Pty Limited	5.74 %	14.96	(0.78)%	(0.57)	0.00 %	-	(1.10)%	(0.57)
Dragonfly Technologies Pty Ltd	17.15 %	44.66	0.37 %	0.27	0.00 %	-	0.52 %	0.27
Black Box Network Services Hong Kong Limited	0.01 %	0.02	0.04 %	0.03	0.14 %	(0.03)	0.00 %	-
Servicios Black Box S.A. de C.V.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Costa Rica S.R.L.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Network Services Colombia S.A.S.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Technologies Group B.V.	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Black Box Products FZE	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Sub total	**585.87%**	**1,525.60**	**100.00%**	**72.72**	**100.00%**	**(21.31)**	**100.00%**	**51.41**
Add / (Less) : Effect of inter company elimination / adjustment	(485.87)%	(1,265.20)	0.00 %	-	0.00 %	-	0.00 %	-
Total	**100.00%**	**260.40**	**100.00%**	**72.72**	**100.00%**	**(21.31)**	**100.00%**	**51.41**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

58 BORROWING SECURED AGAINST CURRENT ASSETS

The Group has sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of trade receivables and inventories are filed by the Group with banks regularly and the required reconciliation is presented below. The Group is not required to submit the quarterly returns or statements of other current assets which are pledged.

For the year ended 31 March 2023

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Holding Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2023	Trade receivables *	104.81	101.60	3.21	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	11.49	11.49	-	
31 December 2022	Trade receivables *	116.68	112.20	4.48	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	19.46	19.46	-	
30 September 2022	Trade receivables *	91.77	93.00	(1.23)	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	11.95	13.20	(1.25)	
30 June 2022	Trade receivables *	116.64	116.80	(0.16)	No material discrepancy
	Inventory	6.73	6.73	-	

For the year ended 31 March 2022

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Holding Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2022	Trade receivables *	86.38	90.42	(4.04)	Difference is on account of adjustment and reclassification entries during finalisation of accounts.
	Inventory	6.87	6.47	0.40	

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

₹ in Crores

Quarter ended	Particulars	Amount as per books of account of the Holding Company	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 December 2021	Trade receivables *	102.39	102.39	-	No difference
	Inventory	7.09	7.09	-	
30 September 2021	Trade receivables *	88.51	88.51	-	No material discrepancy
	Inventory	13.38	13.36	0.02	
30 June 2021	Trade receivables *	97.40	97.40	-	No material discrepancy
	Inventory	9.88	9.82	0.06	

* Represents trade receivables which are outstanding up to 180 days and non-trade receivables from group companies. The above disclosure is given before inter-company elimination adjustments.

None of the subsidiaries of the Holding Company has sanctioned borrowings / facilities from banks on the basis of security of current assets.

59 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

a) Details of benami property held

The Holding Company nor any of its subsidiary company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder as at 31 March 2023 and 31 March 2022. Further, no proceedings have been initiated or pending against the Holding Company for holding any benami property under the act and rules mentioned above for the years ended 31 March 2023 and 31 March 2022.

b) Wilful defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or any other lender for the years ended 31 March 2023 and 31 March 2022.

c) Relationship with struck off companies

The disclosure of relationship and transaction with struck off companies under section 248 of the Act is as follows:

In respect of the Holding Company:

There was no transaction and year-end balance as at 31 March 2023 with struck off companies.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

As at and for the year ended 31 March 2022

₹ in Crores

Name of struck off company	Nature of transactions with struck off company	Balance outstanding as at year-end	Relationship with struck off company
R.P. Electronics	Receivable	0.00	Buyer-seller relationship
TDW India Limited	Receivable	0.00	Buyer-seller relationship
HIRCO Developments Private Limited	Receivable	0.00	Buyer-seller relationship
Mas Teltech Solutions (P) Limited	Receivable	0.00	Buyer-seller relationship
Trustron Devices Private Limited	Receivable	0.00	Buyer-seller relationship
Aqsacom India Private Limited	Receivable	0.01	Buyer-seller relationship
Fore TechServe Private Limited	Receivable	0.01	Buyer-seller relationship
Gilgal Net Solutions Private Limited	Receivable	0.01	Buyer-seller relationship
East Point Infotech	Receivable	0.01	Buyer-seller relationship
Motorola India Private Limited	Receivable	0.01	Buyer-seller relationship
Sagar Hospitals	Receivable	0.02	Buyer-seller relationship
Wizard Internet Solutions Private Limited	Receivable	0.03	Buyer-seller relationship
TIHOTS	Receivable	0.03	Buyer-seller relationship
Marina Towers	Receivable	0.03	Buyer-seller relationship
Vertex Integrated Services	Receivable	0.07	Buyer-seller relationship
iProf Learning Solutions India Private Limited	Receivable	0.12	Buyer-seller relationship
Msource India Private Limited	Receivable	0.25	Buyer-seller relationship
Unicorp Infotech Private Limited	Receivable	0.32	Buyer-seller relationship

None of the subsidiary companies covered under the Act have any transaction with the struck off companies under section 248 of the Act.

d) Compliance with number of layers of companies

The Holding Company has complied with the number of layers prescribed under section 2(87) of the Act for the years ended 31 March 2023 and 31 March 2022.

e) Compliance with approved scheme of arrangements

The Holding Company and its subsidiary companies covered under the Act have not entered into any scheme of arrangement in terms of section 230 to 237 of the Act for the year ended 31 March 2023 and 31 March 2022.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

f) Utilisation of borrowed funds and share premium (for the years ended 31 March 2023 and 31 March 2022)

The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entity ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person or entity, including foreign entity ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the Group shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g) Undisclosed income

No income has been surrendered or disclosed as income during the current and previous year by the Group.

h) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current and previous year.

60 The Holding Company has not given any loan or advance in the nature of loan to its subsidiary or other entity during the year ended 31 March 2023 and 31 March 2022. Therefore, disclosure under Regulation 53(1)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

61 In the board meeting held on 11 November 2022, the Board of Directors of the Holding Company have approved setting off of accumulated losses under retained earnings with credit balance in securities premium account and capital reserve account, subject to no objection certificate ("NOC") from National Stock Exchange of India Limited and BSE Limited (collectively referred to as "stock exchanges") and approval from members of the Holding Company and NCLT. Post approval from the Board of Directors, the Holding Company has submitted application to stock exchanges for seeking NOC and the response is still awaited.

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, have 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 has approved the scheme on 16 May 2023.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION as at and for the year ended 31 March 2023

62 EVENTS AFTER THE REPORTING DATE

Black Box Technologies Australia Pty Ltd, step-down subsidiary of the Holding Company, has entered into a share purchase agreement to acquire 100% equity stake of Global Speech Networks Pty Ltd, incorporated in Australia, for a total consideration of AUD 2.50 million (equivalent to ₹ 13.72 Crores) on 17 May 2023. This acquisition is anticipated to be completed within 60 days of signing the share purchase agreement.

63 AUTHORISATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements as at and for the year ended 31 March 2023 were approved by the Board of Directors on 30 May 2023.

64 Previous year figures have been regrouped, reclassified and rearranged wherever necessary, to conform to this year's presentation, which are not considered material to consolidated financial statements.

These are the significant accounting policies and other explanatory information referred to in our report of even date

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

BHARAT SHETTY
Partner
Membership No. 106815

Place : Mumbai
Date : 30 May 2023

For and on behalf of the Board of Directors of Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary
Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place : Dallas, Texas, USA

AOC-1
Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013
2023

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
1	Black Box Technologies Pte. Limited	Same	USD	82.16	234.09	(2.65)	320.86	89.42	-	89.29	(22.78)	-	(22.78)	(4.46)	-	100%	Singapore
2	AGC Networks Philippines, Inc.	Same	PHP	1.51	1.26	0.70	3.77	1.81	-	-	(0.13)	0.18	(0.31)	(0.20)	-	100%	Philippines
3	AGC Networks & Cyber Solutions Limited	Same	USD	82.16	0.01	(1.85)	3.30	5.14	-	16.33	12.17	-	12.17	10.99	-	100%	Kenya
4	AGC Networks LLC	Same	USD	82.16	0.26	120.10	131.28	10.94	-	54.04	32.29	-	32.29	40.18	-	49%	Dubai
5	AGC Networks LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	0%	Abu Dhabi
6	BBX Main Inc.	Same	USD	82.16	-	(86.73)	235.19	321.93	-	-	(11.12)	-	(11.12)	(35.49)	-	100%	USA
7	Cybalt, Inc.	Same	USD	82.16	-	(34.04)	0.07	34.11	-	-	(26.31)	-	(26.31)	(27.41)	-	100%	USA
8	Black Box Bangladesh Technologies Private Limited	Same	USD	82.16	0.37	0.48	1.04	0.20	-	0.79	0.78	0.22	0.57	0.48	-	100%	Bangladesh
9	Black Box Products FZE	Same	USD	82.16	-	(0.80)	10.26	11.07	-	7.16	(0.80)	-	(0.80)	(0.80)	-	100%	Dubai
10	Black Box Technologies Group B.V.	Same	USD	82.16	-	(2.82)	53.55	56.37	-	-	(2.82)	-	(2.82)	(2.82)	-	100%	Netherlands
11	Black Box Corporation	Same	USD	82.16	145.49	370.98	6,977.26	6,460.79	-	-	(31.79)	1.25	(33.04)	(39.86)	-	100%	USA
12	ACS Dataline, LP	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
13	ACS Investors, LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
14	BB Technologies, Inc.	Same	USD	82.16	-	(143.29)	93.10	236.39	-	-	(0.48)	-	(0.48)	(0.48)	-	100%	USA
15	BBOX Holdings Mexico LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
16	BBOX Holdings Puebla LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
17	Black Box A/S	Same	USD	82.16	8.43	1.40	11.01	1.18	-	46.95	0.10	0.02	0.09	(0.14)	-	100%	Denmark
18	Black Box Canada Corporation	Same	USD	82.16	20.74	20.75	45.21	3.71	-	16.53	0.80	1.26	(0.46)	(2.88)	-	100%	Canada
19	Black Box Chile S.A.	Same	USD	82.16	20.01	12.07	32.80	0.71	-	2.15	1.20	0.18	1.02	0.99	-	100%	Chile
20	Black Box Comunicaciones, S.A.	Same	USD	82.16	22.83	15.21	52.68	14.65	-	26.11	(2.81)	(0.13)	(2.68)	(3.26)	-	100%	Spain
21	Black Box Corporation of Pennsylvania	Same	USD	82.16	-	2,648.30	3,165.82	517.52	-	294.33	15.31	(0.41)	15.72	26.17	-	100%	USA
22	Black Box de Mexico, S. de R.L. de C.V.	Same	USD	82.16	-	(80.09)	20.66	100.75	-	31.95	0.29	0.78	(0.49)	(0.49)	-	100%	Mexico
23	Black Box Deutschland GmbH	Same	USD	82.16	24.21	16.41	54.72	14.10	-	45.47	0.84	7.80	(6.96)	(7.71)	-	100%	Germany
24	Black Box do Brasil Industria e Comercio Ltda.	Same	USD	82.16	0.37	(11.18)	53.20	64.01	-	96.03	0.38	(0.13)	0.51	0.51	-	100%	Brazil

BLACK BOX

AOC-1
Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013
2023

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
25	Black Box E-Commerce (Shanghai) Co., Limited	Same	USD	82.16	-	(6.17)	1.81	7.98	-	1.57	(0.94)	(0.21)	(0.73)	(0.27)	-	100%	China
26	Black Box Finland OY	Same	USD	82.16	17.71	33.19	54.75	3.85	-	22.23	1.59	(0.04)	1.63	1.21	-	100%	Finland
27	Black Box France	Same	USD	82.16	57.39	23.61	87.10	6.10	-	40.08	0.10	0.82	(0.72)	(1.84)	-	100%	France
28	Black Box Gmbh	Same	USD	82.16	2.88	(2.18)	6.09	5.39	-	4.62	0.74	0.60	0.14	0.08	-	100%	Austria
29	Black Box Holdings Limited	Same	USD	82.16	25.59	4.81	-	-	30.40	-	-	-	-	-	-	100%	Cayman Islands
30	Black Box International B.V.	Same	USD	82.16	39.25	107.51	253.13	106.38	-	97.94	6.71	3.43	3.28	1.29	-	100%	Netherlands
31	Black Box International Holdings B.V.	Same	USD	82.16	87.95	6.05	342.07	248.07	-	0.02	1.83	1.20	0.64	(0.38)	-	100%	Netherlands
32	Black Box Network Services (Dublin) Limited	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Ireland
33	Black Box Network Services (UK) Limited	Same	USD	82.16	69.31	(136.68)	208.03	275.41	-	108.66	(9.71)	0.88	(10.60)	(15.89)	-	100%	England
34	Black Box Network Services AB	Same	USD	82.16	48.29	12.62	74.91	13.99	-	91.13	(10.84)	(2.51)	(8.33)	(14.02)	-	100%	Sweden
35	Black Box Network Services AG	Same	USD	82.16	8.91	(14.65)	18.50	24.25	-	18.63	4.62	2.09	2.52	2.67	-	100%	Switzerland
36	Black Box Network Services Australia Pty Limited	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Australia
37	Black Box Network Services Co., Limited	Same	USD	82.16	25.35	40.37	70.18	4.46	-	56.00	5.76	4.01	1.75	(4.73)	-	100%	Japan
38	Black Box Network Services Corporation	Same	USD	82.16	1.36	(4.08)	5.98	8.70	-	9.51	0.54	0.02	0.52	0.23	-	100%	Taiwan
39	Black Box Network Services, Inc.– Government Solutions	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
40	Black Box Network Services India Private Limited	Same	USD	82.16	0.75	26.60	85.95	58.60	-	108.18	1.66	0.40	1.26	1.43	-	100%	India
41	Black Box Network Services Korea Limited	Same	USD	82.16	1.62	(3.15)	2.49	4.01	-	1.24	0.10	0.06	0.04	(0.12)	-	100%	Korea
42	Black Box Network Services New Zealand Limited	Same	USD	82.16	5.56	(1.33)	36.77	32.54	-	57.99	(2.08)	-	(2.08)	(2.48)	-	100%	New Zealand
43	Black Box Network Services NV	Same	USD	82.16	9.65	(53.08)	14.63	58.07	-	29.66	(1.04)	(0.22)	(0.82)	(1.29)	-	100%	Belgium

AOC-1

Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013

2023

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
44	Black Box Network Services S.r.l.	Same	USD	82.16	10.36	(78.29)	22.85	90.78	-	20.29	2.46	0.49	1.97	1.67	-	100%	Italy
45	Black Box Network Services SDN. BHD.	Same	USD	82.16	4.04	3.23	7.35	0.07	-	1.39	(0.27)	(0.08)	(0.18)	(0.48)	-	100%	Malaysia
46	Black Box Network Services Singapore Pte. Limited	Same	USD	82.16	22.99	(13.32)	36.56	26.89	-	31.97	(27.31)	(4.66)	(22.66)	(23.24)	-	100%	Singapore
47	Black Box Norge AS	Same	USD	82.16	24.61	44.19	85.90	17.11	-	58.69	(3.52)	0.11	(3.63)	(9.26)	-	100%	Norway
48	Black Box P.R. Corp.	Same	USD	82.16	-	10.34	10.34	-	-	-	-	-	-	-	-	100%	Puerto Rico
49	Black Box Services Company	Same	USD	82.16	-	(3,357.84)	1,440.84	4,798.67	-	-	(11.08)	-	(11.08)	(11.08)	-	100%	USA
50	Black Box Software Development Services Limited	Same	USD	82.16	-	(102.72)	25.54	128.26	-	-	2.89	(8.51)	11.39	11.37	-	100%	Ireland
51	Delaney Telecom, Inc.	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
52	Norstan Canada, Limited / Norstan Canada, Ltée	Same	USD	82.16	87.46	82.70	171.39	1.23	-	58.09	0.88	(1.89)	2.77	(9.10)	-	100%	Canada
53	Norstan Communications, Inc.	Same	USD	82.16	-	422.48	20,547.23	20,124.73	-	4,112.81	120.19	(3.59)	123.79	136.19	-	100%	USA
54	Nu-Vision Technologies, LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
55	BBX Inc.	Same	USD	82.16	235.13	4.16	239.29	-	-	-	-	-	-	-	-	100%	USA
56	Black Box Technologies Australia Pty Limited	Same	USD	82.16	15.56	8.25	138.63	114.82	-	44.48	(15.25)	(0.15)	(15.10)	(12.89)	-	100%	Australia
57	AGC Networks LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
58	AGCN Solutions Pte. Limited	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Singapore
59	Black Box Technologies LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	49%	Dubai
60	Black Box Network Services Philippines, Inc.	Same	USD	82.16	1.42	(1.85)	3.89	4.32	-	12.14	0.24	-	0.24	0.33	-	100%	Philippines
61	COPC Holdings Inc.	Same	USD	82.16	0.69	46.10	50.47	3.68	-	-	(0.22)	(0.48)	0.27	0.27	-	100%	USA
62	COPC Inc.	Same	USD	82.16	24.74	(11.56)	22.32	9.14	-	29.56	(0.26)	0.11	(0.37)	(0.37)	-	100%	USA
63	COPC Consultants (Beijing) Co. Limited	Same	USD	82.16	0.42	20.51	23.59	2.66	-	18.79	3.27	0.10	3.17	3.17	-	100%	China
64	COPC India Private Limited	Same	USD	82.16	-	(4.77)	5.18	9.95	-	4.49	0.57	-	0.57	0.57	-	100%	India

AOC-1

Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013

2023

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
65	COPC International Holdings LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	USA
66	COPC International Inc.	Same	USD	82.16	-	103.90	109.11	5.21	-	50.44	12.85	2.79	10.06	10.06	-	100%	USA
67	COPC Asia Pacific Inc.	Same	USD	82.16	-	32.32	35.27	2.95	-	10.71	0.39	-	0.39	0.39	-	100%	USA
68	Service Journey Strategies Inc.	Same	USD	82.16	-	0.17	0.20	0.02	-	0.46	(2.10)	-	(2.10)	(2.10)	-	100%	USA
69	Fuji Soft Technology LLC	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	49%	Abu Dhabi
70	Fujisoft Security Solutions LLC	Same	USD	82.16	23.77	(23.05)	70.37	69.65	-	86.26	(22.66)	-	(22.66)	(19.60)	-	49%	Dubai
71	Black Box Technologies New Zealand Limited	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	New Zealand
72	Pyrios Pty Limited	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Australia
73	Dragonfly Technologies Pty Ltd	Same	USD	82.16	40.62	12.92	64.70	11.16	-	39.99	(1.36)	-	(1.36)	(3.16)	-	100%	Australia
74	Black Box Network Services Hong Kong Limited	Same	USD	82.16	-	(0.23)	2.71	2.94	-	1.37	(0.23)	-	(0.23)	(0.25)	-	100%	Hong kong
75	Servicios Black Box S.A. de C.V.	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Mexico
76	Black Box Costa Rica S.R.L.	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Costa Rica
77	Black Box Network Services Colombia S.A.S.	Same	USD	82.16	-	-	-	-	-	-	-	-	-	-	-	100%	Colombia
					1,371.45	**74.05**	**35,641.91**	**34,226.84**	**30.40**	**5,956.55**	**23.66**	**5.80**	**17.86**	**-8.33**	**-**		

Note:

The Indian rupee equivalents of the figures given in the foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rate as on 31 March 2023.

For and on behalf of the Board of Directors of
Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

Place : Mumbai
Date : 30 May 2023

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place: Dallas, Texas, USA

AOC-1

Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013

2022

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
1	Black Box Technologies Pte. Limited (formerly known as AGC Networks Pte. Limited)	Same	USD	75.59	194.48	1.94	307.32	111.04	-	144.13	21.13	-	21.13	26.85	-	100%	Singapore
2	AGC Networks Philippines, Inc.	Same	PHP	1.44	1.26	0.90	3.90	1.74	-	(0.04)	(0.03)	0.18	(0.21)	(0.33)	-	100%	Philippines
3	AGC Networks & Cyber Solutions Limited	Same	USD	75.59	0.01	(12.84)	2.96	15.79	-	3.91	(2.84)	-	(2.84)	(3.20)	-	100%	Kenya
4	AGC Networks LLC	Same	USD	75.59	0.26	79.92	95.99	15.82	-	56.48	27.71	-	27.71	29.86	-	49%	Dubai
8	Black Box Bangladesh Technologies Private Limited	Same	USD	75.59	0.37	-	0.37	-	-	-	-	-	-	-	-	100%	Bangladesh
9	Black Box Corporation	Same	USD	75.59	145.49	314.65	5,985.91	5,525.76	-	-	(0.27)	(1.02)	0.75	0.75	-	100%	USA
15	Black Box A/S	Same	USD	75.59	8.43	4.27	12.70	-	-	12.63	(1.15)	(0.30)	(0.85)	(0.85)	-	100%	Denmark
16	Black Box Canada Corporation	Same	USD	75.59	20.74	16.50	37.25	-	-	15.71	1.84	0.92	0.92	0.92	-	100%	Canada
17	Black Box Chile S.A.	Same	USD	75.59	20.01	8.58	28.58	-	-	-	2.46	0.36	2.10	2.10	-	100%	Chile
18	Black Box Comunicaciones, S.A.	Same	USD	75.59	22.83	12.96	35.78	-	-	26.48	(0.60)	(0.16)	(0.44)	(0.44)	-	100%	Spain
21	Black Box Deutschland GmbH	Same	USD	75.59	24.21	12.40	45.18	8.56	-	55.48	0.98	0.74	0.24	0.24	-	100%	Germany
22	Black Box do Brasil Industria e Comercio Ltda.	Same	USD	75.59	0.37	(10.06)	47.27	56.97	-	75.00	3.67	1.19	2.47	2.47	-	100%	Brazil
24	Black Box Finland OY	Same	USD	75.59	17.71	23.96	41.66	-	-	20.56	0.51	0.14	0.37	0.37	-	100%	Finland
25	Black Box France	Same	USD	75.59	57.39	14.91	72.30	-	-	45.14	(0.57)	(0.24)	(0.34)	(0.34)	-	100%	France
26	Black Box Gmbh	Same	USD	75.59	2.88	(2.83)	4.08	4.04	-	3.72	0.34	0.08	0.25	0.25	-	100%	Austria
28	Black Box International B.V.	Same	USD	75.59	39.25	80.89	201.20	81.06	-	101.63	19.27	11.56	7.71	7.71	-	100%	Netherlands
29	Black Box International Holdings B.V.	Same	USD	75.59	87.95	(3.54)	259.11	174.70	-	1.01	(1.02)	0.71	(1.73)	(1.73)	-	100%	Netherlands
31	Black Box Network Services (UK) Limited	Same	USD	75.59	69.31	(118.29)	206.92	255.90	-	124.79	0.71	0.21	0.50	0.50	-	100%	England
32	Black Box Network Services AB	Same	USD	75.59	48.29	19.67	67.97	-	-	127.84	0.89	0.22	0.66	0.66	-	100%	Sweden
33	Black Box Network Services AG	Same	USD	75.59	8.91	(17.35)	13.25	21.69	-	12.11	(0.30)	(0.04)	(0.26)	(0.26)	-	100%	Switzerland

AOC-1

Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013

2022

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
34	Black Box Network Services Australia Pty Limited	Same	USD	75.59	17.88	1.66	19.53	-	-	-	(0.31)	-	(0.31)	(0.31)	-	100%	Australia
35	Black Box Network Services Co., Limited	Same	USD	75.59	25.35	29.87	55.22	-	-	57.25	0.20	1.78	(1.58)	(1.58)	-	100%	Japan
36	Black Box Network Services Corporation	Same	USD	75.59	1.36	(4.01)	4.29	6.94	-	7.26	(1.01)	(0.11)	(0.89)	(0.89)	-	100%	Taiwan
38	Black Box Network Services India Private Limited	Same	USD	75.59	0.75	25.09	67.57	41.73	-	65.14	9.03	1.41	7.62	7.60	-	100%	India
39	Black Box Network Services Korea Limited	Same	USD	75.59	1.62	(2.91)	2.09	3.38	-	1.98	0.47	0.09	0.38	0.38	-	100%	Korea
41	Black Box Network Services NV	Same	USD	75.59	9.65	(50.70)	12.47	53.52	-	29.72	(2.04)	(0.78)	(1.26)	(1.26)	-	100%	Belgium
42	Black Box Network Services S.r.l.	Same	USD	75.59	10.36	(73.49)	19.66	82.80	-	19.38	(0.40)	(0.39)	(0.01)	(0.01)	-	100%	Italy
43	Black Box Network Services SDN. BHD.	Same	USD	75.59	4.04	3.10	7.15	-	-	1.21	0.15	0.01	0.13	0.13	-	100%	Malaysia
44	Black Box Network Services Singapore Pte. Limited	Same	USD	75.59	22.99	7.76	30.75	-	-	52.60	(10.94)	(1.85)	(9.09)	(9.09)	-	100%	Singapore
45	Black Box Norge AS	Same	USD	75.59	24.61	33.36	57.96	-	-	40.87	4.37	1.18	3.18	3.18	-	100%	Norway
50	Norstan Canada, Limited / Norstan Canada, Ltée	Same	USD	75.59	87.46	77.64	165.10	-	-	28.37	2.99	1.36	1.64	1.64	-	100%	Canada
53	BBX Inc.	Same	USD	75.59	217.39	(14.27)	203.12	-	-	-	-	-	-	-	-	100%	USA
54	Black Box Technologies Australia Pty Limited (formerly known as AGC Networks Australia Pty Limited)	Same	USD	75.59	15.56	25.17	169.53	128.80	-	71.66	1.97	0.76	1.21	3.77	-	100%	Australia
58	Black Box Network Services Philippines, Inc.	Same	PHP	1.44	1.42	(2.12)	3.64	4.34	-	9.80	(1.71)	-	(1.71)	(1.71)	-	100%	Philippines
59	COPC Holdings Inc.	Same	USD	75.59	0.69	(39.80)	1.03	40.13	-	-	(1.00)	(0.01)	(0.99)	(0.99)	-	100%	USA
60	COPC Inc.	Same	USD	75.59	24.74	(12.26)	25.48	12.99	-	31.15	4.12	(0.07)	4.19	4.19	-	100%	USA
61	COPC Consultants (Beijing) Co. Limited	Same	USD	75.59	0.42	15.85	19.61	3.34	-	19.55	6.34	0.04	6.29	6.29	-	100%	China

AOC-1

Statement regarding Subsidiary Companies pursuant to Section 129(3) of the Companies Act, 2013

2022

₹ in Crores

Sr. no.	Name of Subsidiary Company	Reporting Period	Reporting currency	Exchange Rate	Equity share capital	Other equity	Total assets	Total liabilities	Investments (excluding investment in subsidiaries)	Revenue from operations	Profit / (loss) before tax	Tax expenses / (credits)	Profit / (loss) after tax	Total comprehensive income / (loss) for the year	Proposed Dividend	% of share-holding	Country
68	Fujisoft Security Solutions LLC	Same	USD	75.59	23.77	(4.68)	69.61	50.51	-	102.05	(10.50)	-	(10.50)	(10.50)	-	49%	Dubai
69	Black Box Technologies New Zealand Limited (formerly known as Pyrios Limited)	Same	USD	75.59	5.56	0.52	6.08	-	-	-	-	-	-	-	-	100%	New Zealand
70	Pyrios Pty Limited	Same	USD	75.59	13.56	1.40	45.14	30.18	-	62.77	(0.57)	-	(0.57)	(0.57)	-	100%	Australia
71	Dragonfly Technologies Pty Ltd	Same	USD	75.59	40.62	4.05	59.65	14.98	-	7.91	0.27	-	0.27	0.27	-	100%	Australia
					1,319.94	**(79.44)**	**30,292.21**	**29,051.85**	**-**	**5,118.23**	**80.17**	**13.26**	**66.91**	**45.10**	**-**		

Note:
The Indian rupee equivalents of the figures given in the foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rate as on 31 March 2022.

For and on behalf of the Board of Directors of
Black Box Limited

SANJEEV VERMA
Whole-time Director
DIN - 06871685
Place : Mumbai

MAHUA MUKHERJEE
Executive Director
DIN - 08107320
Place : Mumbai

ADITYA GOSWAMI
Company Secretary

DEEPAK KUMAR BANSAL
Chief Financial Officer and Executive Director
DIN - 07495199
Place: Dallas, Texas, USA

Place : Mumbai
Date : 30 May 2023

FINANCIALHIGHLIGHTS-CONSOLIDATED

₹ in Crores

	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Fixed assets and investment	567.8	538.2	476.6	441.2	113.6	110.9	108.8	89.7	119.8	129.2
Net assets (excluding fixed assets, investment and borrowings)	89.9	4.3	(25.5)	(154.9)	114.7	132.1	113.2	156.2	189.7	495.6
Total capital employed	296.0	260.4	206.7	(176.1)	90.1	69.9	61.5	101.6	74.0	305.6
Shareholders' funds										
I. Equity share capital	33.6	32.8	32.5	29.8	28.5	28.5	28.5	43.5	28.5	28.5
II. Other equity	262.4	227.6	174.2	(205.9)	61.6	41.4	33.0	58.2	45.5	277.1
Total	**296.0**	**260.4**	**206.7**	**(176.1)**	**90.1**	**69.9**	**61.5**	**101.7**	**74.0**	**305.6**
Revenue from operations	6,287.6	5,370.2	4,674.0	4,993.9	733.5	780.2	882.8	892.0	775.8	1,061.2
Other income	21.6	6.4	11.1	7.4	4.9	3.6	5.5	6.3	19.6	51.5
Profit / (loss) before tax	29.5	86.0	96.0	(73.0)	19.1	12.7	(22.4)	17.7	(274.1)	(9.9)
Tax expense / (credit)										
I. Current tax	6.7	11.3	16.3	(2.6)	5.2	3.1	4.7	3.5	0.3	7.0
II. Deferred tax	(1.0)	2.0	1.7	9.6	(1.1)	(0.8)	7.6	(0.6)	(2.7)	5.0
Net profit / (loss) for the year	**23.7**	**72.7**	**78.1**	**(80.0)**	**14.9**	**10.3**	**(34.6)**	**14.8**	**(271.6)**	**(21.9)**
Total Comprehensive (loss) / Income for the year	**(2.3)**	**51.4**	**193.6**	**(186.7)**	**14.7**	**8.3**	**-**	**-**	**-**	**-**
Dividend(%)	-	-	-	-	-		-	-	-	-
Debt Equity ratio	1.2	1.1	0.9	(2.6)	1.5	2.5	2.4	1.4	3.2	1.0
Earning per share (₹) *	1.4	4.5	5.2	(26.9)	5.2	2.9	(12.2)	5.2	(95.4)	(7.7)
Cash earning per share (₹) *	7.81	10.44	53.4	3.9	8.1	5.9	(9.0)	11.7	(81.2)	(2.0)
Book value per share (₹) *	17.63	15.87	63.5	(59.2)	31.6	24.5	24.0	35.7	48.5	107.2

BLACK BOX

Registered & Corporate Office

Black Box Limited (Formerly AGC Networks Ltd.)

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

+91 22 6661 7272 info.india@blackbox.com www.blackbox.com

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