

BBOX/SD/SE/2022/35

**March 21, 2022**

<b>Corporate Relationship Department Bombay Stock Exchange Limited</b> P.J. Towers, Dalal Street, Fort, Mumbai 400001	<b>Corporate Relationship Department National Stock Exchange Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400051
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**Sub: Submission of the Scrutinizer's Report for the e-voting process conducted for Postal Ballot**

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

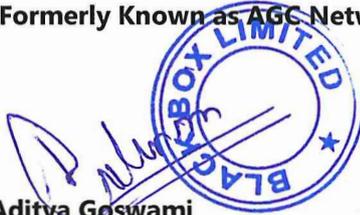
Dear Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulation"), please find attached herewith the Scrutinizer's Report in Form MGT-13 for the e-voting conducted in respect of Postal ballot Notice dated February 10, 2022.

This is for your information, record and necessary action.

Thanking You,

For **Black Box Limited**  
(Formerly Known as AGC Networks Limited)



**Aditya Goswami**  
**Company Secretary & Compliance Officer**  
Encl.: A/a.

**BLACK BOX LIMITED** (Formerly AGC Networks Limited)

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

**CIN: L32200MH1986PLC040652**

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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To,  
The Chairman,  
**BLACK BOX LIMITED (formerly known as AGC Networks Limited)**  
501, 5th Floor, Building No. 9,  
Airoli Knowledge Park,  
Midc Industrial Area  
Airoli, Navi Mumbai- 400 708

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, having office at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D' Mello Road, Mumbai- 400001 has been appointed as the Scrutinizer by the Board of Directors of **BLACK BOX LIMITED (formerly known as AGC NETWORKS LIMITED)**(the Company)at its Meeting held on February 10, 2022, as the Scrutinizer for conducting Postal Ballot / e-Voting process in a fair and transparent manner and I have given my consent to act as Scrutinizer vide letter dated 03<sup>rd</sup> February, 2022, for passing of the following Special Resolution by Postal only through remote e-Voting process:

**SPECIAL RESOLUTION**

1. Re-Appointment of Mr. Sanjeev Verma (Din: 06871685), As Whole-Time Director of The Company.

I hereby submit my Report as under:-

- a. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, and 02/2021 dated 13<sup>th</sup> January 2021, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 issued by the Ministry of Corporate Affairs and

11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D' Mello Road, Mumbai - 400001

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Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular dated 12<sup>th</sup> May, 2020, and Circular dated 15<sup>th</sup> January, 2021, issued by Securities and Exchange Board of India titled as "Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 Pandemic".

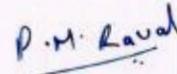
- b. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the Requisite Notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the Members of the Company, whose names appeared in the Register of Members and as Beneficial Owners in the records of Depositories as on Friday, February 11, 2022 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the e-Voting system only.
- c. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-Voting facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form.
- d. The Company has availed the services of NSDL to provide e-Voting facilities to the Members of the Company.
- e. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. <https://www.agcnetworks.com/in/investors/>. The results of the Postal Ballot will also be made available on the same website.
- f. The remote e-Voting commenced on Thursday, 17<sup>th</sup> February, 2022, at 9.00 a.m. (IST) and ended on Friday, 18<sup>th</sup> March, 2022, at 5:00 p.m. (IST).



- i. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- ii. The e-Voting module was unblocked on 19<sup>th</sup> March, 2022 in the presence of two witnesses, Ms. Riya Jain and Mr. Parth Raval, who are not in the employment of **Black Box Limited** (Formerly known as AGC Networks Limited). They have signed below in confirmation of the votes being unblocked in their presence and the e-Voting results/list was downloaded from the NSDL website.



Ms. Riya Jain



Mr. Parth Raval

- iii. All e-Votes casted up to 5:00 p.m. on Friday, 18<sup>th</sup> March, 2022, being the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- iv. As on Cut-off date i.e. 11<sup>th</sup> February 2022 there were 10,136 Members. However, Postal Ballot Notice were sent through email to 8,099 Members who had registered their Email id with Company R&T i.e Datamatics Business Solutions Limited. Out of 8,099 email id 7,724 were delivered and 375 e-mails were bounced back.
- v. Detailed summary of Result with assent/dissent for the Resolution is attached with this report as **Annexure - I**.
- vi. The Resolution was passed by the Requisite Majority.
- vii. You may accordingly declare the result of the voting by e-Voting.

**Date: 21<sup>st</sup> March, 2022**  
**Place: Mumbai**  
**UDIN : F001473C002994971**

**For S. K. Jain & Co.**  
**Company Secretaries**



**S. K. Jain**  
**Proprietor**  
**C. P. No. 3076**



**ANNEXURE - I**

**VOTING RESULT OF POSTAL BALLOT**

<b>Company Name</b>	<b>Black Box Limited</b>
<b>Date of declaration of results by Electronic means</b>	March 21, 2022
<b>Total number of Shareholders on record date:</b> (being the Cut-off date for determining shareholders entitled to vote - 11 <sup>th</sup> February, 2022)	10,136



**Agenda-wise disclosure**

**Item No. 1: Re-Appointment of Mr. Sanjeev Verma (Din: 06871685), as Whole-Time Director of the Company.**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of Voting	No. of shares held	* No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Postal Ballot	23153603	23153603	100	23153603	0	100	0
	<b>Total</b>	<b>23153603</b>	<b>23153603</b>	<b>100</b>	<b>23153603</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot	1907352	1427	0.08	0	1427	0	100
	<b>Total</b>	<b>1907352</b>	<b>1427</b>	<b>0.08</b>	<b>0</b>	<b>1427</b>	<b>0</b>	<b>100</b>
Public - Non Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot	7751899	677318	8.74	677004	314	99.95	0.05
	<b>Total</b>	<b>7751899</b>	<b>677318</b>	<b>8.74</b>	<b>677004</b>	<b>314</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>32812854</b>	<b>23832348</b>	<b>72.63</b>	<b>23830607</b>	<b>1741</b>	<b>99.99</b>	<b>0.01</b>

Note: Mr. Sanjeev Verma, Whole Time Director of the Company, being interested in the resolution did not participate in voting.



### RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Re-Appointment of Mr. Sanjeev Verma (Din: 06871685), as Whole-Time Director Of The Company	Special Resolution	99.99	0.01

All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Dr S. K. Jain

Chairman

Practising Company Secretary

Place Mumbai

Date: 21<sup>st</sup> March 2022

UDIN No: F001473C002994971