



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

BBOX/SD/SE/2023/28

May 19, 2023

To,

Corporate Relationship Department Bombay Stock Exchange Limited P.J. Tower, Dalal Street, Fort, Mumbai - 400001	Corporate Relationship Department The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla. Complex, Bandra East, Mumbai 400051
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Sub: Submission of Annual Secretarial Compliance Report

Ref: BSE Script Code: 500463 NSE Symbol: BBOX

Dear Sir/Madam,

Pursuant to directions issued by SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, as amended from time to time, we hereby submit the Annual Secretarial Compliance Report issued by Dr. S. K. Jain, Practising Company Secretary on May 15, 2023 in respect of the Company for the Financial Year 2022-23.

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

Yours Faithfully,

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 | Tel: +91 22 6661 7272

**SECRETARIAL COMPLIANCE REPORT OF BLACK BOX LIMITED
(FORMERLY KNOWN AS AGC NETWORKS LIMITED)
(CIN : L32200MH1986PLC040652)
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 Thane MH 400708 IN. 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.	<p><u>Secretarial Standard</u></p> <p>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.</p>	YES	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • 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.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • 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.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p>	YES	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p>	YES	



	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as 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</u>	YES	



	<u>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(**).		
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	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.



	issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>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.</p> <p>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.</p>	N/A	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.



	<p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
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	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the	Management Response	Remarks



(Regulations/circulars/ guidelines including specific clause)								Practicing Company Secretary		
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	Observations/ 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	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 Rs.5000/- per day computed till 1st August, 2021 including GST paid to BSE and NSE	The Company had submitted the Annual Audited Standalone Financial Statements for the year ended 31st March, 2021 on 3rd August, 2021	The penalty was paid in the corresponding year itself and no further non-compliance had occurred.	Fine paid to BSE and NSE



			Financial year.							
2.	Regulation 29(2) and 29(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	Regulation 29(2) and 29(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 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 at least 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 Rs. 10,000/- per instance of Non-Compliance per item i.e. Rs. 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.	The penalty was paid in the corresponding year itself and no further non-compliance had occurred.	Fine paid to BSE and NSE



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.

Place: Mumbai
Date: 15.05.2023
UDIN: F001473E000287407



For S.K. JAIN & Co.

A handwritten signature in black ink, appearing to read "S.K. Jain".

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