



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

BBOX/SD/SE/2022/100

September 26, 2022

**Corporate Relationship Department
Bombay Stock Exchange Limited**

P.J. Towers, Dalal Street,
Fort, Mumbai 400001

**Corporate Relationship Department
National Stock Exchange Limited**

Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400051

Sub: Submission of the Scrutinizer's Report for the e-voting process and voting conducted at the 36th Annual General Meeting of the Company held on Monday, September 26, 2022

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

Dear Sir/Madam,

Pursuant to Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rules 20 & 21 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 process and voting conducted at the 36th Annual General Meeting of the Company held on **Monday, September 26, 2022** through Video Conferencing.

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

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

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
BLACK BOX LIMITED
501, 5th Floor, Building No. 9,
Airoli Knowledge Park,
MIDC Industrial Area, Airoli,
Navi Mumbai, Maharashtra, 400708

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **BLACK BOX LIMITED (formerly known as AGC Networks Limited)** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 36th Annual General Meeting of the Equity Shareholders of the Company held on Monday, 26th September, 2022 at 10:00 a.m. IST through Video Conferencing ("VC"), submit my report as under:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020,



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General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 all issued by the Ministry of Corporate, Government of India (the “MCA Circulars” and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 “(Listing Regulations”) read with Circular dated May 12, 2020 in relation to “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, COVID -19 pandemic”, Circular dated January 15, 2021 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 pandemic" and Circular dated May 13, 2022 in relation to “ Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.” The venue for the AGM was the place from where the Chairman of the Board conducted the meeting.

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2021-22 was sent on 02th September, 2022 by e-mail to 11,170 Shareholders who had registered their email- id’s with Depositories/the Company, out of which 572 emails were bounced back and 10598 mails were delivered. The Notice and Annual Report is also available on company’s website www.blackbox.com.

2. Newspaper Publication

The Company had published Notice in All India edition of “The Free Press Journal” (English Newspaper) & Navshakti (Marathi edition Newspaper) on September 03, 2022 in terms of MCA General Circular No. 20/2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 regarding holding of Annual General Meeting on Monday, September 26, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.



3. Cut-off Date

The Voting rights were reckoned as on **Monday, September 19, 2022** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

4. e-Voting

i. Agency:

The Company has appointed National Securities Depository Limited (NSDL) as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. on Friday, September 23, 2022 upto 5:00 p.m. on Sunday, September 25, 2022 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions, on the e-Voting platform provided by NSDL.

5. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the NSDL e-Voting system.



Name: Ms. Lavanya Jain



Name: Mr. Parth Raval

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted.



- iii. "For" or "Against" were downloaded from the e-Voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>)
- iv. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- vi. Based on the result made available to me, 99 Members have cast their votes through remote e-Voting and none of the Members have cast their votes during the meeting.
- vii. The AGM was concluded at 10.09 a.m. and E-voting was closed at 10.24 a.m.
- viii. The result of remote E-voting are as under:

VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| | |
|---|--|
| Company Name | BLACK BOX LIMITED |
| Date of the AGM | September 26, 2022 |
| Total number of Shareholders on cut-off date: | 13,678 |
| No. of shareholders present in the meeting either in person or through proxy | Not Applicable (Meeting was held through VC) |
| No. of shareholders attended the meeting in the meeting through VC/OAVM: | 42 |
| Promoters and Promoter Group: | 1 |
| Public: | 41 |



Resolution No. 1

To receive, consider and adopt:

- a. the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 along with the Reports of Board of Directors and Auditors thereon.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group 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 | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 9498481 | 54782 | 0.58 | 54782 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 9498481 | 54782 | 0.58 | 54782 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 38964699 | 14767332 | 37.90 | 14767097 | 235 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 38964699 | 14767332 | 37.90 | 14767097 | 235 | 100 | 0 |
| Total | | 167904610 | 134263544 | 79.96 | 134263309 | 235 | 100 | 0 |



Resolution No. 2-

To appoint a Director in place of Mr. Naresh Kothari (DIN: 00012523), Non-Executive Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

| Resolution required: | | | ORDINARY RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group 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 | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| Public- Non Institutions | E-Voting | 38964699 | 14767332 | 37.90 | 14767082 | 250 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 38964699 | 14767332 | 37.90 | 14767082 | 250 | 100 | 0 |
| Total | | 167904610 | 134263544 | 79.96 | 134208512 | 55032 | 99.96 | 0.04 |



Resolution No. 3

Re-appointment of Mr. Deepak Kumar Bansal (Din:07495199) as an Executive Director of the Company.

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group 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 | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| Public- Non Institutions | E-Voting | 38964699 | *14497832 | 37.21 | *14497582 | 250 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 38964699 | 14497832 | 37.21 | 14497582 | 250 | 100 | 0 |
| Total | | 167904610 | 133994044 | 79.80 | 133939012 | 55032 | 99.96 | 0.04 |

*Votes cast by Mr. Deepak Kumar Bansal and Ms. Sweata Bansal being interested in the resolution have been excluded.



Resolution No. 4

Re-appointment of Mrs. Mahua Mukherjee (DIN: 08107320) as an Executive Director of the Company.

| Resolution required: | | SPECIAL RESOLUTION | | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group 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 | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 9498481 | 54782 | 0.58 | 0 | 54782 | 0 | 100 |
| Public- Non Institutions | E-Voting | 38964699 | 14767332 | 37.90 | 14767082 | 250 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 38964699 | 14767332 | 37.90 | 14767082 | 250 | 100 | 0 |
| Total | | 167904610 | 134263544 | 79.96 | 134208512 | 55032 | 99.96 | 0.04 |



Resolution No. 5

Ratification of remuneration paid to Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director & Chief People Officer of the Company

| Resolution required: | | | SPECIAL RESOLUTION | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group 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 | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 119441430 | 119441430 | 100 | 119441430 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 9498481 | 54782 | 0.58 | 54782 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 9498481 | 54782 | 0.58 | 54782 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 38964699 | 14767332 | 37.90 | 14767047 | 285 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 38964699 | 14767332 | 37.90 | 14767047 | 285 | 100 | 0 |
| Total | | 167904610 | 134263544 | 79.96 | 134263259 | 285 | 100 | 0 |



RESULT SUMMARY

| SR. NO. | RESOLUTION | TYPE OF RESOLUTION | FAVOUR (%) | AGAINST (%) |
|---------|--|---------------------|------------|-------------|
| 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, 2022 along with the Reports of Board of Directors and Auditors thereon. | Ordinary Resolution | 100 | 0 |
| 2. | To appoint a Director in place of Mr. Naresh Kothari (DIN: 00012523), Non-Executive Director of the Company who retires by rotation and being eligible, offers himself for re-appointment | Ordinary Resolution | 99.96 | 0.04 |
| 3. | Re-appointment of Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director of the Company | Special Resolution | 99.96 | 0.04 |
| 4. | Re-appointment of Mrs. Mahua Mukherjee (DIN: 08107320) as an Executive Director of the Company | Special Resolution | 99.96 | 0.04 |
| 5. | Ratification of remuneration paid to Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director & Chief People Officer of the Company | Special Resolution | 100 | 0 |

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
Practicing Company Secretary




Sujay R. Sheth
Chairman

Place: Mumbai

Date: 26/09/2022

Udin: F001473D001044449