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**BBOX/SD/SE/2023/56**

**July 25, 2023**

<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 and voting conducted at the Extra ordinary General Meeting of the Company held on Tuesday, July 25, 2023.**

**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 Extra ordinary General Meeting of the Company held on **Tuesday, July 25, 2023** 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, 2<sup>nd</sup> 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 Resolution proposed at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on Tuesday, July 25, 2023 at 10:09 a.m. IST through Video Conferencing ("VC"), submit my report as under:

The Extra Ordinary General Meeting ("EGM") of the Company was held through Video Conferencing ("VC") and the voting for items had been transacted as per the Notice to this EGM was only through remote electronic voting process and electronic voting during the EGM, 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, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 General Circular No. 39/2020 dated December 31, 2020, General Circular No 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 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", Circular dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Covid -19 pandemic" and Circular dated January 05, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Covid -19 pandemic" The venue for the EGM 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 EGM was sent on July 03, 2023 by e-mail to 14,466 Shareholders who had registered their email- id's with Depositories/the Company, out of which 864 emails were bounced back and 13,602 mails were delivered. The Notice is also available on company's website [www.blackbox.com](http://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 July 04, 2023 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 regarding holding of Extra Ordinary General Meeting on Tuesday, July 25, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.

### 3. Cut-off Date

The Voting rights were reckoned as on **Tuesday, July 18, 2023** 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 Saturday, July 22, 2023 upto 5:00 p.m. on Monday, July 24, 2023 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, 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: Sakshi Thingalaya



Name: Keshav Taori

- 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 Resolution contained in the Notice of the EGM.
- 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 Resolution.
- vi. Based on the result made available to me, 80 Members have cast their votes through remote e-Voting and 7 of the Members have cast their votes during the meeting.
- vii. The EGM was started at 10.09 a.m. and concluded at 10.18 a.m. and E-voting was closed at 10.33 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]*

<b>Company Name</b>	<b>BLACK BOX LIMITED</b>
<b>Date of the EGM</b>	<b>July 25 , 2023</b>
<b>Total number of Shareholders on cut-off date:</b>	15,352
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Not Applicable (Meeting was held through VC)
<b>No. of shareholders attended the meeting in the meeting through VC/OAVM:</b>	<b>37</b>
Promoters and Promoter Group:	2
Public:	35



## Resolution No. 1

To consider and, if thought fit, to pass with or without modification(s), Approval for Scheme of Reduction of Share Capital Between the Company and it's Shareholders:

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL 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							
	<b>Total</b>	<b>119441430</b>	<b>119441430</b>	<b>100%</b>	<b>119441430</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Institutions	E-Voting	9402479	87336	0.93	87336	0	100%	0
	Poll							
	<b>Total</b>	<b>9402479</b>	<b>87336</b>	<b>0.93%</b>	<b>87336</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public-Non Institutions	E-Voting	39060701	15503516	39.69%	15502855	661	100%	0
	Poll							
	<b>Total</b>	<b>39060701</b>	<b>15503516</b>	<b>39.69%</b>	<b>15502855</b>	<b>661</b>	<b>100%</b>	<b>0</b>
<b>Total</b>		<b>167904610</b>	<b>135032282</b>	<b>80.42%</b>	<b>135031621</b>	<b>661</b>	<b>100%</b>	<b>0</b>



## RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	<b>Approval for Scheme of Reduction of Share Capital Between the Company and it's Shareholders:</b>	<b>Special Resolution</b>	<b>100%</b>	<b>0</b>

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**



**Chairman**

Place: Mumbai

Date: 25/07/2023

Udin: F001473E000675135