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**BBOX/SD/SE/2023/72**

**September 26, 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 37<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 26, 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 37<sup>th</sup> Annual General Meeting of the Company held on **Tuesday, September 26, 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, 5<sup>th</sup> Floor, Building No 9,  
Airoli Knowledge Park, MIDC Industrial Area,  
Airoli, Navi Mumbai-400708

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 37<sup>th</sup> Annual General Meeting ("AGM") of Black Box Limited ("Company"), held on Tuesday, September 26, 2023 at 10:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

I, **Dr. S. K. Jain**, Practicing Company Secretary and Proprietor M/s S.K. Jain & Co., Company Secretaries (FCS: 1473 and COP: 3076), having office, 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** ("the Company") for the purpose of scrutinizing the process of remote e-Voting and e-Voting during the 37<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company (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 37<sup>th</sup> Annual General Meeting of the Members of the Company held on Tuesday, September 26, 2023 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Quorum was met at 10:33 a.m. (IST) and the meeting was called to order by the Chairman.



I submit my report as under:

The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for agenda items as per the Notice of AGM were transacted 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, 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, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 12, 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 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 and Circular dated January 05, 2023 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015." The venue for the AGM was deemed to be held at the registered office.

#### **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 Financial Year 2022-23 was sent on September 4, 2023, by e-



mail to 14,992 Shareholders who had registered their email- id's with Depositories/the Company, out of which 618 e-mails were bounced back and 14,374 were delivered. The Notice and Annual Report is also available on company's website [www.blackbox.com](http://www.blackbox.com)

## 2. Newspaper Publication

The Company had published Notice in Free Press Journal, English edition and in Navshakti, Marathi edition pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on September 5, 2023 and Notices to Shareholders were sent on September 4, 2023 regarding holding of Annual General Meeting on (day and date of AGM) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.

## 3. Cut-off Date

The Voting rights were reckoned as on **Tuesday, September 19, 2023** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and e-voting at the AGM.

## 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:

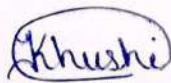
The remote e-Voting platform was open from 9:00 AM (IST) on Saturday, September 23, 2023 upto 5:00 PM (IST) on Monday, September 25, 2023 and Shareholders were required to cast their votes electronically conveying their



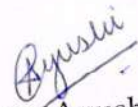
assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

#### 5. Counting Process:

- i. The vote cast under remote e-Voting facility and e-Voting during the AGM 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 e-Voting during the AGM based on the data downloaded from the NSDL.



Name: Khushi Shah



Name: Ayushi Jain

- 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 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 e-Voting at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as Scrutinizer for the remote e-Voting and voting conducted through electronic voting at the meeting is restricted to submit Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- vi. The meeting concluded at 10:44 A. M. (IST) and e-voting was closed after 15 minutes' that is at 10:59 A.M.



## 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	Tuesday, September 26, 2023
Total number of Shareholders on cut-off date:	17,136
No. of shareholders present in the meeting either in person or through proxy	Not Applicable (Meeting was held through VC/OAVM)
No. of shareholders attended the meeting in the meeting through VC/OAVM:	41
Promoters and Promoter Group:	2
Public:	39



I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

**Resolution No. 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.  
(Ordinary Resolution)

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY 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	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0
Public-Institutions	E-Voting	85,35,599	53,27,786	62.4184	53,27,786	0	100	0
	Poll		0	0	0	0	0	0
	Total	85,35,599	53,27,786	62.4184	53,27,786	0	100	0
Public-Non Institutions	E-Voting	3,99,27,581	1,62,37,622	40.6677	1,62,37,406	216	99.9987	0.0013
	Poll		0	0	0	0	0	0
	Total	3,99,27,581	1,62,37,622	40.6677	1,62,37,406	216	99.9987	0.0013
Total		16,79,04,610	14,10,06,838	83.9803	14,10,06,622	216	99.9998	0.0002



**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
106	14,10,06,622	99.9998

**Voted against the resolution:**

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
2	216	0.0002

**Invalid Votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0





## Resolution No. 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. (Ordinary Resolution)

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	11,94,41,430	0*	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	0	0	0	0	0	0
Public-Institutions	E-Voting	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679
	Poll		0	0	0	0	0	0
	Total	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679
Public-Non Institutions	E-Voting	3,99,27,581	1,62,37,622	40.6677	1,62,36,896	726	99.9955	0.0045
	Poll		0	0	0	0	0	0
	Total	3,99,27,581	1,62,37,622	40.6677	1,62,36,896	726	99.9955	0.0045
Total		16,79,04,610	2,15,65,408	12.8438	2,14,86,476	78,932	99.6340	0.3660

\* Being interested in the resolution, the votes casted by Promotor and Promotor Group are excluded, hence invalid.



Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	2,14,86,476	99.6340

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	78,932	0.3660

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*2	11,94,41,430

\* Being interested in the resolution, the votes casted by Promotor and Promotor Group are excluded, hence invalid.



**Resolution No. 3**

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

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	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0
Public-Institutions	E-Voting	85,35,599	53,27,786	62.4184	53,27,786	0	100	0
	Poll		0	0	0	0	0	0
	Total	85,35,599	53,27,786	62.4184	53,27,786	0	100	0
Public-Non Institutions	E-Voting	3,99,27,581	1,62,37,622	40.6677	1,62,36,921	701	99.9957	0.0043
	Poll		0	0	0	0	0	0
	Total	3,99,27,581	1,62,37,622	40.6677	1,62,36,921	701	99.9957	0.0043
Total		16,79,04,610	14,10,06,838	83.9803	14,10,06,137	701	99.9995	0.0005



**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
103	14,10,06,137	99.9995

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
103	14,10,06,137	99.9995

**Invalid Votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**Resolution No. 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. (Special Resolution)

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION						
			YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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	11,94,41,430	*0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Total	11,94,41,430	0	0	0	0	0	0	
Public- Institutions	E- Voting	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679	
	Poll		0	0	0	0	0	0	
	Total	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679	
Public- Non Institutions	E- Voting	3,99,27,581	1,62,37,622	40.6677	1,62,35,401	2,221	99.9863	0.0137	
	Poll		0	0	0	0	0	0	
	Total	3,99,27,581	1,62,37,622	40.6677	1,62,35,401	2,221	99.9863	0.0137	
Total		16,79,04,610	2,15,65,408	12.8438	2,14,84,981	80,427	99.6271	0.3729	

\* Being interested in the resolution, the votes casted by Promotor and Promotor Group are excluded, hence invalid.



**Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	2,14,84,981	99.6271

**Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	80,427	0.3729

**Invalid Votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*2	11,94,41,430

\* Being interested in the resolution, the votes casted by Promotor and Promotor Group are excluded, hence invalid.



**Resolution No. 5**

Approval of raising of funds by issuance of securities upto ` 1,500 Crores. (Special Resolution)

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 outstandi ng shares	No. of Votes - in favour	No. of Votes - again st	% of Votes in favour on votes polled	% of Votes against on votes polled	
			(1)	(2)	(3)= [(2)/(1)]*1 00	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E- Voting	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0	
	Poll		0	0	0	0	0	0	
	Total	11,94,41,430	11,94,41,430	100	11,94,41,430	0	100	0	
Public- Institutions	E- Voting	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679	
	Poll		0	0	0	0	0	0	
	Total	85,35,599	53,27,786	62.4184	52,49,580	78,206	98.5321	1.4679	
Public- Non Institutions	E- Voting	3,99,27,581	1,62,37,622	40.6677	1,62,36,901	721	99.9956	0.0044	
	Poll		0	0	0	0	0	0	
	Total	3,99,27,581	1,62,37,622	40.6677	1,62,36,901	721	99.9956	0.0044	
Total		16,79,04,610	14,10,06,838	83.9803	14,09,27,911	78,927	99.9440	0.0560	



Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
98	14,09,27,911	99.9440

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	78,927	0.0560

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	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, 2023 along with the Reports of Board Directors and Auditors thereon.	Ordinary Resolution	99.9998	0.0002
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.	Ordinary Resolution	99.6340	0.3660
3.	Re-appointment of Mr. Dilip Thakkar (DIN:00007339) as an Independent Director of the Company.	Special Resolution	99.9995	0.0005
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.	Special Resolution	99.6271	0.3729
5.	Approval of raising of funds by issuance of securities upto 1,500 Crores.	Special Resolution	99.9440	0.0560



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

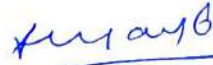
Thanking You,

Yours Faithfully,

  
Dr. S.K. Jain  
Practicing Company Secretary  
Membership No. F1473  
COP: 3076



Place: Mumbai  
Date: 26.09.2023  
UDIN: F001473E001087118



Sujay R. Sheth  
Chairman