



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

BBOX/SD/SE/2022/96

September 2, 2022

To,

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 Notice of the 36th Annual General Meeting

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

Dear Sir/Madam,

This is with reference to our letter no. BBOX/SD/SE/2022/85 dated August 12, 2022, intimating the Stock Exchanges that the 36th Annual General Meeting ("AGM") of the Company is scheduled to be held on **Monday, September 26, 2022 at 10:00 A.M.** Indian Standard Time (IST) through Video Conferencing ("VC") facility provided by National Securities Depository Limited ("NSDL").

Further, pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), we submit herewith a copy of the Notice of the 36th AGM of the Company as circulated to the Members of the Company through email communication today i.e. September 02, 2022, in accordance with the relevant circular issued by the Ministry of Corporate Affairs dated May 5, 2022 read with Circular issued by SEBI dated May 13, 2022.

The copy of the aforesaid Notice is attached herewith for your perusal and is also available on the website of the Company at www.blackbox.com.

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

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

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting (“AGM”) of the Members of **BLACK BOX LIMITED (Formerly known as AGC NETWORKS LIMITED)** (“the Company”) will be held on **Monday, September 26, 2022 at 10.00 A.M. Indian Standard Time (IST)** through Video Conferencing (“VC”) to transact the following business(s):

ORDINARY BUSINESS:

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.
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.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Schedule V of the Act, (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, the approval of the members be and is hereby given to re-appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as Executive Director of the Company to hold office for a period of 3 (Three) years commencing from September 26, 2022, on such terms as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with relevant provisions of Section II of Part II of Schedule V of the Act and subject to such other approvals, permissions or sanctions, as may be required, the approval of members be and is hereby given for issue and exercise of Employee Stock Options granted/to be granted under present or future Employee Stock Option Scheme(s) of the Company to Mr. Deepak Kumar Bansal being the Chief Financial Officer/Executive Director of the Company, notwithstanding the facts that the value of equity shares allotted on exercise of options so granted/to be granted/to be exercised may exceed the ceiling as prescribed under aforesaid provisions of the Act and applicable rule(s), regulation(s) or direction(s) issued by SEBI or any other applicable act or law, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.



RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mr. Deepak Kumar Bansal, subject to the same not being in contravention of the conditions specified under the provisions of Schedule V to the Act or any statutory modification(s) or re-enactment thereof and subject to such approval(s) as may be required.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Schedule V of the Act, (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, subject to such other approvals, permissions and sanctions, as may be required, the approval of the members be and is hereby given to re-appoint Mrs. Mahua Mukherjee (DIN: 08107320) as Executive Director of the Company to hold office for a period of 3 (Three) years commencing from September 1, 2022, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with relevant provisions of Section II of Part II of Schedule V of the Act and subject to such other approvals, permissions or sanctions, as may be required, approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mrs. Mahua Mukherjee, Executive Director, for the services rendered/to be rendered by her as the Chief People Officer of the Company upto an aggregate amount not exceeding ₹ 2,00,00,000/- (Rupees Two Crore Only) per annum, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, for a period of 3 (Three) years commencing from September 1, 2022.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mrs. Mahua Mukherjee, subject to the same not being in contravention of the conditions specified under the provisions of Schedule V to the Act or any statutory modification(s) or re-enactment thereof and subject to such approval(s) as may be required.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; applicable provisions of Section II of Part II of Schedule V of the Act, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, the approval of the Members be and is hereby accorded for ratification of remuneration paid to Mrs. Mahua Mukherjee, Executive Director of the Company, for the services rendered by her as the Chief People Officer of the Company upto an aggregate amount not exceeding ₹ 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only) per annum for the period April 1, 2021 to August 31, 2022.

**By Order of the Board of Directors
For Black Box Limited
(Formerly known as AGC Networks Limited)
Sd/-
Aditya Goswami
Company Secretary & Compliance Officer
Membership No. A27365**

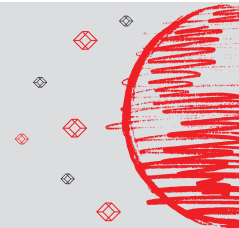
**Place: Navi Mumbai
Date: August 12, 2022**

Registered Office:-

501, 5th Floor, Building No.9,
Airoli Knowledge Park, MIDC Industrial Area,
Airoli, Navi Mumbai - 400 708
www.blackbox.com

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022, (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC / OAVM pursuant to the said relevant Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No. 3, 4 & 5 is annexed as **Annexure I** hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/re-appointment at this AGM



pursuant to Regulation 36(3) of LODR Regulations, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in **Annexure II & III** to this Notice.

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and in terms of the aforesaid MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional and Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in on or before September 24, 2022.
6. Pursuant to the applicable provisions of the Companies Act 2013 (“the Act”) and Secretarial Standard on General Meetings (SS-2) in conjunction with the relevant Circulars, the Register of Directors and Key Managerial Personnel and their shareholding, maintained in accordance with Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, maintained in accordance with Section 189 of the Act (“Statutory Registers”) will be available for inspection by the members on the website of NSDL <https://www.evoting.nsdl.com> during the AGM.
7. M/s. Datamatics Business Solutions Limited (“Datamatics”) is the Registrar and Share Transfer Agent (“RTA”) of the Company. All members and investors are hereby advised to contact Datamatics Business Solutions at the below mentioned contact details for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change/updation of residential address/email address/contact number, non-receipt of annual report, dividend payments or any other query/grievance relating to the shares of the Company:

M/s. Datamatics Business Solutions Limited
Plot No. B-5, Part B, Cross Lane,
MIDC, Andheri (East), Mumbai – 400093
Tel: +91 22 6671 2001 to 6671 2006
Fax: +91 22 6671 2209
E- mail: investorsqry@datamaticsbpm.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 20, 2022** till **Monday, September 26, 2022** (both days inclusive) for the purpose of this AGM.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or

transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA of the Company for assistance in this regard.

10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Datamatics in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs (in case the shares are held by them in electronic form) as well as to Datamatics in **Form no. ISR-1** quoting their folio number and enclosing the self-attested supporting document.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Datamatics in case the shares are held in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates to Datamatics, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members who wish to seek any information with regard to the Company's Annual Report FY2021-22, Financial Statements (Standalone and Consolidated) alongwith the Directors' Report and Auditors' Report thereon or any matter to be placed at the AGM or wish to ask any question at the AGM, are requested to address their query(ies) to the Company Secretary of the Company through email on investors@agcnetworks.com well in advance, i.e. at least 10 days before the Meeting. This will enable the Management to keep the information readily available at the Meeting.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, the Company has transferred all the unpaid Dividends and relevant shares to the IEPF authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form No. IEPF-5 available on www.iepf.gov.in.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 read with Circular dated May 13, 2022, Notice of the AGM along with the Annual Report FY2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report FY2021-22 will also be available on the Company's website



<https://www.blackbox.com/en-in/investors>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. At the 33rd AGM held on September 26, 2019 the Members approved re-appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office for a period of 5 (Five) Years from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company. Further, the requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of M/s. Walker Chandiook & Co. LLP as Statutory Auditors of the Company at this AGM.
20. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company’s Website at www.blackbox.com.
21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period commences at **9:00 AM (IST) on Friday, September 23, 2022 and ends at 5:00 PM (IST) on Sunday, September 25, 2022**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, September 19, 2022** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Members can join the AGM in the VC/OAVM mode during the period commencing from 15 minutes before the scheduled time of the AGM and ending at 15 minutes after the scheduled time of AGM, by following the procedure given hereinunder. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members only on first come first served basis. However, this shall not include Large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Authorised Representatives of Auditors etc. who will be allowed to attend the AGM without restriction on account of first come first served basis.

Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through

e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

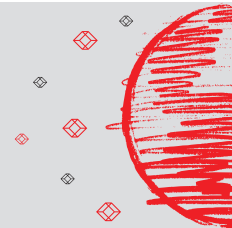
Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.



Type of shareholders	Login Method
	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

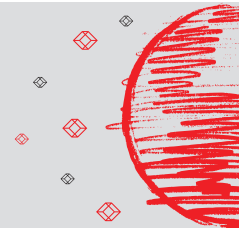
How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

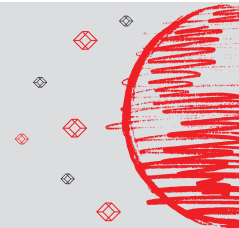
1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@agcnetworks.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@agcnetworks.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.



3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/OAVM link**” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

GENERAL INSTRUCTIONS

The Board of Director has appointed Dr. S. K. Jain, Practicing Company Secretary (FCS No. 1473) & Proprietor of M/s. S. K. Jain & Co., as the Scrutinizer to scrutinize the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock first the votes cast by e-voting during the AGM & thereafter the votes cast by remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide, within 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declared alongwith the Scrutinizer Report shall be placed on the Company website www.blackbox.com and on the website of NDSL at <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to the National Stock Exchange Ltd (NSE) and the Bombay Stock Exchange Limited (BSE), where the equity shares of the Company are listed.

Annexure I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Deepak Kumar Bansal (DIN: 07495199) is Chief Financial Officer of the Company and was appointed as Executive Director on the Board of the Company by the shareholders at their meeting held on September 26, 2019 for a period of 3 (Three) years.

The Nomination and Remuneration Committee of the Company at its meeting held on August 12, 2022 recommended for the re-appointment of Mr. Deepak Kumar Bansal as an Executive Director at the ensuing AGM for a period of 3 (Three) years, which was duly approved by the Board at its meeting held on the same date i.e. August 12, 2022, subject to the approval of the shareholders and the Central Government as required under Part I of Schedule V of the Companies Act, 2013 (the "Act").

In accordance with the provisions of Section 196(4) of the Act read with the applicable provisions of Part I of Schedule V of the Act and the rules made thereunder, the Company is required to obtain the approval of the shareholders by way of passing a **Special Resolution** for the appointment of Mr. Bansal as the Executive Director of the Company.

Brief Profile of Mr. Deepak Kumar Bansal:

Mr. Bansal has over 25 years of professional experience with organizations like Reliance Industries, Coca Cola India, Essar, Vedanta and Sujana Group, to name a few. Mr. Bansal brings with himself a diverse experience across industry verticals and is responsible for leading the financial operations and strategic initiatives globally including fund raising, business control and corporate governance. His expertise lies in the fields of strategic planning, all forms of funding including structured debt, working capital management and business control activities. Mr. Bansal is currently serving as Chief Financial Officer (CFO) and Executive Director of the Company and is based out of United States.

Mr. Bansal has a Bachelor's degree in Commerce and is a qualified Chartered & Cost Accountant. Further, with respect to the proposed re-appointment of Mr. Deepak Kumar Bansal, requisite disclosure pursuant to Regulation 36(3) of LODR Regulations, Secretarial Standards on General Meeting ("SS-2") and other applicable disclosures, are provided in **Annexure II** to this Notice.

Further, the Company has granted Stock Options to Mr. Bansal under Grant 3 and Grant 4 pursuant to the ESOP Scheme 2015 of the Company. Pursuant to Section 2(78) defining "remuneration" and other applicable provisions of Section 197 the Act, the remuneration payable to any Director of the Company shall be inclusive of the value of securities of the Company held by such Director. Consequently, on exercise of the said options by Mr. Bansal, the value of the equity shares of the Company issued to him pursuant to exercise of such options or options granted in future will be considered as remuneration paid to him being the Executive Director of the Company and the value of such options may exceed the ceiling provided under Section II of Part II of Schedule V of the Act.

In terms of the aforesaid provision of Section 197 read with Section II of Part II of Schedule V of the Act, the Board is required to obtain approval of the Shareholders by way of Special Resolution passed at a General Meeting, for payment of managerial remuneration by the Company to any Director (including MD/WTD/Manager), in the event of inadequacy of profits or incurring losses in any financial year(s).



The proposed terms of re-appointment of Mr. Deepak Kumar Bansal, as the Executive Director of the Company are as follows:

- I) **Salary, Allowances and Commission (hereinafter referred to as “Remuneration”):** None
- II) **Perquisites:** None
- III) **Other re-imbursements:** Mr. Bansal may be provided reimbursement of reasonable expenses incurred by him while rendering his services to the Company.
- IV) **Stock Options:** As granted/may be granted by the Nomination & Remuneration Committee pursuant to Stock Options Scheme of the Company.
- V) **Other Terms:**

Subject to the superintendence, control and direction of the Board of Directors, Mr. Bansal shall manage and conduct the business and affairs of the Company as an Executive Director of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Bansal or the Company, by any party giving to the other 3 (Three) calendar months’ notice in writing.

The Board considers that the re-appointment of Mr. Bansal as an Executive Director on the Board, would be of immense benefit to the Company. Accordingly, the Board recommends the members to approve re-appointments and remuneration of Mr. Bansal as an Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation, by passing the resolution as set out at Item no. 3 as a **Special Resolution**.

Save and except Mr. Deepak Kumar Bansal (being the proposed appointee) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4

Mrs. Mahua Mukherjee was appointed as Executive Director of the Company w.e.f April 5, 2018. Mrs. Mukherjee is Executive Director as well as Chief People Officer (CPO) of the Company.

The Nomination and Remuneration Committee of the Company at its meeting held on August 12, 2022 recommended for the re-appointment of Mrs. Mukherjee as an Executive Director at the ensuing AGM for a period of 3 (Three) years, which was duly approved by the Board at its meeting held on the same date i.e. August 12, 2022, subject to the approval of the shareholders at the ensuing AGM.

Brief Profile of Mrs. Mahua Mukherjee:

Mrs. Mahua Mukherjee holds an MBA in Personnel Management and HR and has over 25 years of HR management experience, of which 15+ years have been in senior HR leadership role. She holds extensive experience in IT, Telecom and Service Industries. She has been associated with multinational and large organizations such as Reliance and Capgemini, having global presence with employee strength of over 50,000. Her areas of expertise are – Organization design & Staffing, Performance & Rewards, HR Policies, Talent strategy & Capability development, Compensation & benefits, HR Service Delivery and HR Systems.

Being an HR veteran, Mrs. Mukherjee would be contributing significantly in Board decisions with respect to human resource management and Board policies for the work culture environment in the Company which is single most important aspect of the business being into service industry. Accordingly, the Board of Directors recommends her re-appointment as an Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

The Board commends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the shareholders.

Except Mrs. Mukherjee (being the proposed appointee) and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5

Mrs. Mahua Mukherjee (DIN:08107320) was appointed as an Executive Director by the shareholders at the 32nd AGM of the Company held on August 1, 2018. At the 33rd AGM of the Company held on September 26, 2019 the shareholders of the Company approved the payment of remuneration to Mrs. Mahua Mukherjee being Chief People Officer of the Company forming part of Director's Remuneration in terms of Section 2(78) of the Companies Act, 2013 for a period of 3 years w.e.f. April 5, 2018.

Though Mrs. Mukherjee is being considered for re-appointment by the Board and subsequently to be recommended to shareholders for their approval for her re-appointment and payment of remuneration, it is proposed to seek approval of shareholders for ratification of the remuneration already paid for the period April 1, 2021 to August 31, 2022 in the capacity as CPO of the Company. The total remuneration paid does not exceed ₹ 1.5 Crores per annum.

The Board of Directors of the Company, at its meeting held on August 12, 2022, based on the recommendation of the Nomination & Remuneration Committee, approved the ratification of remuneration for Mrs. Mahua Mukherjee Executive Director for the services rendered by her in her capacity as the Chief People Officer of the Company for the period as aforesaid.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of the Shareholders as a **Special Resolution**.

Except Mrs. Mukherjee and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.



Annexure II

Details of the Director/s seeking appointment/re-appointment in forthcoming Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Name of Director	Mrs. Mahua Mukherjee	Mr. Deepak Kumar Bansal
Date of Birth	April 21, 1967	July 31, 1975
Date of Appointment	April 5, 2018	August 14, 2019
Expertise in specific functional areas and Qualifications and Brief resume	As mentioned at Item No. 4 of the explanatory statement.	As mentioned at Item No. 3 of the explanatory statement.
Remuneration last drawn	₹ 1.07 Crores	NIL (excluding Stock options)
Name/s of other Listed Companies in which Directorship held	NIL	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	NIL	NIL
Shareholding in the Company	NIL	2,69,500 Equity Shares of ₹ 2/- each as on August 12, 2022 (including shares held by relative(s))
Relationship between the Directors inter-se	Unrelated, except being on the Board of Black Box Limited (Formerly known as AGC Networks Limited)	

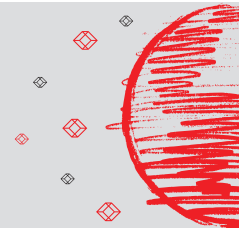
ANNEXURE III

(Pursuant to provisions of Section II, Part II of Schedule V of the Companies Act 2013)

I	General information:	
1.	Nature of industry	Global IT Solutions Provider
2.	Commencement of commercial production	1986
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Standalone Financial performance based on given indicators for FY2022:	<ul style="list-style-type: none"> • Revenue: ₹ 293.59 Crores • PAT: ₹ 5.81 Crores • EPS: ₹ 0.36/- per share (basic)* • EPS: ₹ 0.35/- per shares (Diluted)* <p><i>* Calculated on Equity Shares of ₹ 2/- each</i></p>

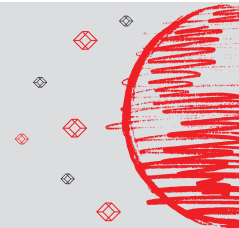
5.	Foreign investments or collaborations, if any	<p>For details of investment made by the Company, please refer the schedule no. 6 of the Standalone Balance sheet forming part of the Annual Report being sent along with this Notice.</p> <p>The details of the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies in the Company as on 31st March, 2022, are detailed as under:</p> <table border="1" data-bbox="783 638 1492 1031"> <thead> <tr> <th>Particulars</th> <th>No. of Shares of ₹10/- each</th> <th>% of shareholding</th> </tr> </thead> <tbody> <tr> <td>Foreign Portfolio Investors</td> <td>18,67,858</td> <td>5.69</td> </tr> <tr> <td>Foreign Nationals</td> <td>0</td> <td>0</td> </tr> <tr> <td>N.R.I (Non-Rept)</td> <td>86,551</td> <td>0.26</td> </tr> <tr> <td>N.R.I (Rept)</td> <td>54,507</td> <td>0.17</td> </tr> <tr> <td>Foreign Companies</td> <td>1,63,46,336</td> <td>49.82</td> </tr> <tr> <td>Overseas Corporate Bodies</td> <td>400</td> <td>0.00</td> </tr> <tr> <td>Total</td> <td>1,83,55,652</td> <td>55.94</td> </tr> </tbody> </table> <p>The Company has not entered into any material foreign collaboration.</p>	Particulars	No. of Shares of ₹10/- each	% of shareholding	Foreign Portfolio Investors	18,67,858	5.69	Foreign Nationals	0	0	N.R.I (Non-Rept)	86,551	0.26	N.R.I (Rept)	54,507	0.17	Foreign Companies	1,63,46,336	49.82	Overseas Corporate Bodies	400	0.00	Total	1,83,55,652	55.94
Particulars	No. of Shares of ₹10/- each	% of shareholding																								
Foreign Portfolio Investors	18,67,858	5.69																								
Foreign Nationals	0	0																								
N.R.I (Non-Rept)	86,551	0.26																								
N.R.I (Rept)	54,507	0.17																								
Foreign Companies	1,63,46,336	49.82																								
Overseas Corporate Bodies	400	0.00																								
Total	1,83,55,652	55.94																								

II	Information about the Appointee:	
1.	Name of Appointee: Mr. Deepak Kumar Bansal	
2.	Background details	<p>Mr. Deepak Kumar Bansal is the Chief Financial Officer (CFO) of Black Box Limited, based out of United States. He is also the Director of BBX Main Inc. and BBX Inc. (100% subsidiaries of Black Box Limited) as well as Director & CFO of Black Box Corporation (100% subsidiary of Black Box Limited) since its acquisition by Black Box Limited on January 7, 2019.</p> <p>Mr. Bansal has over 25 years of professional experience with organizations like Reliance Industries, Coca Cola India, Essar, Vedanta and Sujana Group, to name a few. Mr. Bansal brings with himself a diverse experience across industry verticals and is responsible for leading the financial operations and strategic initiatives globally including fund raising, business control and corporate governance. His expertise lies in the fields of strategic planning, all forms of funding including structured debt, working capital management and business control activities.</p>
3.	Past remuneration	Nil (except Stock Options)
4.	Recognition or awards	Not Applicable
5.	Job profile and his suitability	Mr. Bansal is primarily responsible for all finance, accounting and control functions which includes mergers & acquisitions, compliance & governance, business planning, MIS & reporting, treasury & cash flow management etc. He also provides leadership to business functions to facilitate future growth agenda and corporate strategy.
6.	Remuneration proposed	As set out in Item No. 3 of the explanatory statement.



7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is in compliance of Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.
8.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Bansal does not have any material pecuniary relationships with the Company and is not related to any of the other Key Managerial Personnel of the Company.
III. Other Information:		
1.	Reasons of loss or inadequate profits	<p>In the FY2022, the Company has recorded a Net profit of ₹ 5.81 Crores on Standalone basis.</p> <p>In line with the applicable provisions of Schedule V of the Act, the Company has sought the prior approval of the shareholders for issue and exercise of Employee Stock Options granted /to be granted under Employee Stock Option Scheme(s) to Mr. Bansal, forming part of the his remuneration under Section 197 and Schedule V of the Act on terms set out in Item No. 3 of the explanatory statement, including in the event the Company incurs losses/makes inadequate profits in any year, during the tenure of his appointment, for a period of 3 (Three) years commencing from September 26, 2022.</p>
2.	Steps taken or proposed to be taken for improvement	N.A.
3.	Expected increase in productivity and profits in measurable terms	N.A.

II. Information about the Appointee:	
1.	Name of Appointee: Mrs. Mahua Mukherjee
2.	<p>Background details</p> <p>Mrs. Mahua Mukherjee holds an MBA in Personnel Management and HR and has over 25 years of HR management experience, of which 15+ years have been in senior HR leadership role. She holds extensive experience in IT, Telecom and Service Industries. She has been associated with multinational and large organizations such as Reliance and Capgemini, having global presence with employee strength of over 50,000. Her areas of expertise are – Organization design & Staffing, Performance & Rewards, HR Policies, Talent strategy & Capability development, Compensation & benefits, HR Service Delivery and HR Systems.</p> <p>Mrs. Mukherjee is an Executive Director of Black Box Limited.</p>
3.	<p>Past remuneration</p> <p>Mrs. Mukherjee does not draw any remuneration as the Executive Director of Black Box Limited (Formerly known as AGC Networks Ltd.) However, being the Chief People Officer (“CPO”) of the Company, she drew a remuneration of ₹ 1.07 Crores for the FY2022.</p>
4.	<p>Recognition or awards</p> <p>During the tenure of Mrs. Mahua Mukherjee, the company has received recognition and awards in the field of Human Resources, such as:</p> <ul style="list-style-type: none"> • Data Quest Best Employer • HR Excellence Award for Talent Management and Engagement • HR Excellence Award for Economic Value Addition to the Business
5.	<p>Job profile and her suitability</p> <p>Mrs. Mukherjee is responsible for driving strategic HR planning and implementations, partnering with business leaders to align people strategy as per changing business needs, developing and executing specific programs to improve employee engagement levels.</p> <p>She specializes in directing and leading the full spectrum of strategic and operational human resources activities and processes with a keen focus on business model pyramid, manpower planning, succession planning and performance management.</p>
6.	<p>Remuneration proposed</p> <p>As set out in Item No. 4 of the explanatory statement, the remuneration proposed is in compliance of Schedule V of the Companies Act, 2013.</p>
7.	<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</p> <p>The remuneration proposed is in compliance of Schedule V of the Companies Act, 2013, which is comparable with the Companies of the same size and profitability.</p>
8.	<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</p> <p>Mrs. Mahua Mukherjee does not have any material pecuniary relationships with the Company in the capacity as Director.</p>



III Other Information:		
1.	Reasons of loss or inadequate profits	<p>In the FY2022, the Company has recorded a Net profit of ₹ 5.81 Crores on Standalone basis.</p> <p>In line with the applicable provisions of Schedule V of the Act, the Company has sought the prior approval of the shareholders for payment of remuneration to Mrs. Mukherjee, for her services rendered/to be rendered by her in the capacity of CPO, on terms set out in Item No. 4 of the explanatory statement, including in the event the Company incurs losses/makes inadequate profits in any year, during the tenure of her appointment, for a period of 3 (Three) years from September 01, 2022.</p>
2.	Steps taken or proposed to be taken for improvement	<i>N.A.</i>
3.	Expected increase in productivity and profits in measurable terms	<i>N.A.</i>