



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

BBOX/SD/SE/2024/72

September 26, 2024

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 38th Annual General Meeting of the Company held on Wednesday, September 25, 2024.

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 38th Annual General Meeting of the Company held on **Wednesday, September 25, 2024** through Video Conferencing.

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

Thanking You,

For **Black Box Limited**

Aditya Goswami
Company Secretary & Compliance Officer

Encl.: A/a.

BLACK BOX 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-400708

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 38th Annual General Meeting ("AGM") of Black Box Limited ("Company"), held on Wednesday, September 25, 2024 at 11:07 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, 2nd 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 38th 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 38th Annual General Meeting of the Members of the Company held on Wednesday, September 25, 2024



through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Upon receipt of requisite quorum, 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 2023-24 was sent on September 2, 2024, by e-mail to 55,497 Shareholders who had registered their email- id's with Depositories/the Company, out of which 3,172 e-mails were bounced back and 52,325 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 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 3, 2024 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 **Wednesday, September 18, 2024** 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.

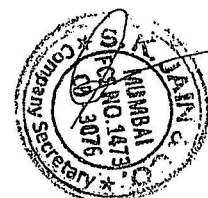
4. e-Voting

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 Sunday, September 22, 2024 upto 5:00 PM (IST) on Tuesday, September 24, 2024 and



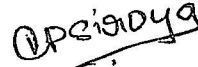
and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

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: Pluksha Jain



Name: Vidhi Siroya

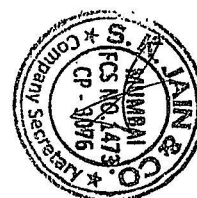
- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted.
- iii. "For" or "Against" were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com/>)
- iv. The Management of the Company is responsible 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 11:20 A. M. (IST) and e-voting was closed after 15 minutes' that is at 11.35 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	Wednesday, September 25, 2024
Total number of Shareholders on cut-off date:	55,497
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:	35
Promoters and Promoter Group:	1
Public:	34

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, 2024 along with the Reports of Board Directors and Auditors thereon.
(Ordinary Resolution)

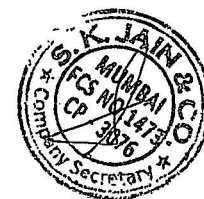
Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	11,94,41,430	11,94,41,430	100	11,94,41,430	0	0	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	11,94,41,430	100	11,94,41,430	0	0	0
Public-Institutions	E-Voting	60,30,384	50,71,304	84.09	50,71,304	0	100	0
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.09	50,71,304	0	100	0
Public-Non Institutions	E-Voting	4,26,03,276	1,51,00,810	35.44	1,51,00,590	220	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	1,51,00,810	35.44	1,51,00,590	220	100	0
Total		16,80,75,090	13,96,13,544	83.07	13,96,13,324	220	100	0



Resolution No. 2

To appoint a Director in place of Mr. Deepak Kumar Bansal (DIN: 07495199), Executive Director and Chief Financial Officer 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?			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	0	0	100	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	11,94,41,430	100	0	0	100	0
Public-Institutions	E-Voting	60,30,384	50,71,304	84.09	49,21,875	1,49,429	97.05	2.95
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.09	49,21,875	1,49,429	97.05	2.95
Public-Non Institutions	E-Voting	4,26,03,276	1,47,10,330	34.53	1,47,09,805	525	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	1,47,10,330	34.53	1,47,09,805	525	100	0
Total		16,80,75,090	1,39,223,064	82.83	13,90,73,110	1,49,954	99.89	0.11



Resolution No. 3

Re-appointment of M/s. M S K A & Associates, Chartered Accountants, as the Statutory Auditors of the Company. (Ordinary Resolution)

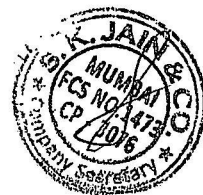
Resolution required:		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	11,94,41,430	11,94,41,430	100	0	0	100	0
	Poll		0	0	0	0	0	0
	Total	11,94,41,430	11,94,41,430	100	0	0	100	0
Public-Institutions	E-Voting	60,30,384	50,71,304	84.09	50,71,304	0	100	0
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.09	50,71,304	0	100	0
Public-Non Institutions	E-Voting	4,26,03,276	1,51,00,810	35.45	1,51,00,300	510	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	1,51,00,810	35.45	1,51,00,300	510	100	0
Total		16,80,75,090	13,96,13,544	83.07	13,96,13,034	510	100	0



Resolution No. 4

Re-appointment of Mr. Anshuman Ruia (DIN: 00008501) as an Executive Director of the Company. (Ordinary Resolution)

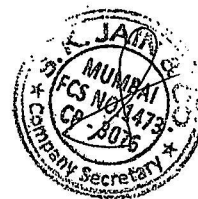
Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	60,30,384	50,71,304	84.09	49,21,875	1,49,429	97.05	2.95
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.09	49,21,875	1,49,429	97.05	2.95
Public-Non Institutions	E-Voting	4,26,03,276	1,51,00,310	35.44	1,50,99,745	565	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	1,51,00,310	35.44	1,50,99,745	565	100	0
Total		16,80,75,090	2,01,71,614	12	200,21,620	1,49,994	99.26	0.74



Resolution No. 5

Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director of the Company. (Ordinary Resolution)

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	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	100	11,94,41,430	0	100	0
Public-Institutions	E-Voting	60,30,384	50,71,304	84.10	50,71,304	0	100	0
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.10	50,71,304	0	100	0
Public-Non Institutions	E-Voting	4,26,03,276	1,51,00,560	35.44	1,51,00,090	470	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	1,51,00,560	35.44	1,51,00,090	470	100	0
Total		168075090	13,96,13,294	83.07	13,96,12,824	470	100	0

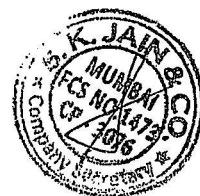


Resolution No. 6

General approval for raising of funds by issuance of securities upto Rs 1,500 Crores.

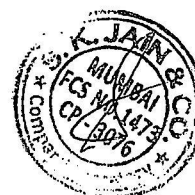
(Special Resolution)

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	60,30,384	50,71,304	84.10	50,71,304	0	100	0
	Poll		0	0	0	0	0	0
	Total	60,30,384	50,71,304	84.10	50,71,304	0	100	0
Public-Non Institutions	E-Voting	4,26,03,276	15100,310	35.44	1,50,99,838	472	100	0
	Poll		0	0	0	0	0	0
	Total	4,26,03,276	15100,310	35.44	1,50,99,838	472	100	0
Total		16,80,75,090	13,96,13,044	83.07	13,96,12,572	472	100	0



RESULT SUMMARY

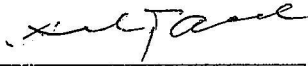
SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 along with the Reports of Board Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To appoint a Director in place of Mr. Deepak Kumar Bansal (DIN: 07495199), Executive Director and Chief Financial Officer of the Company who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	99.89	0.11
3.	Re-appointment of M/s. M S K A & Associates, Chartered Accountants, as the Statutory Auditors of the Company.	Ordinary Resolution	100	0
4.	Re-appointment of Mr. Anshuman Ruia (DIN: 00008501) as an Executive Director of the Company.	Ordinary Resolution	99.26	0.74
5.	Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director of the Company.	Ordinary Resolution	100	0
6.	General approval for raising of funds by issuance of securities upto Rs 1,500 Crores.	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
Membership No. F1473
COP: 3076



Sujay R. Sheth
Chairman

Place: Mumbai

Date: 25.09.2024

UDIN: F001473F001316006

