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BBOX/SD/SE/2022/51

April 21, 2022

Corporate Relationship Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Fort, Mumbai 400001	Corporate Relationship Department National Stock Exchange Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400051
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Sub: Submission of the Scrutinizer's Report for the e-voting process conducted for Postal Ballot

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

Dear Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 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 conducted in respect of Postal ballot Notice dated March 14, 2022.

This is for your information, record and necessary action.

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
BLACK BOX LIMITED (formerly known as AGC Networks Limited)
501, 5th Floor, Building No. 9,
Airoli Knowledge Park,
Midc Industrial Area
Airoli, Navi Mumbai- 400 708

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, having office at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D' Mello Road, Mumbai- 400001 has been appointed as the Scrutinizer by the Board of Directors of **BLACK BOX LIMITED (formerly known as AGC NETWORKS LIMITED)**(the Company) at its Meeting held on 14th March, 2022, as the Scrutinizer for conducting Postal Ballot / e-Voting process in a fair and transparent manner and I have given my consent to act as Scrutinizer vide letter dated 23rd February, 2022, for passing of the following Special Resolution by Postal only through remote e-Voting process:

SPECIAL RESOLUTION

1. Amendment in Articles of Association (AOA) of the Company
2. Sub - Division of Equity Shares of the Company

I hereby submit my Report as under:-

- a. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, and 02/2021 dated 13th January 2021, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs and



Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular dated 12th May, 2020, and Circular dated 15th January, 2021, issued by Securities and Exchange Board of India titled as "Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 Pandemic".

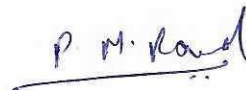
- b. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the Requisite Notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the Members of the Company, whose names appeared in the Register of Members and as Beneficial Owners in the records of Depositories as on Monday, March 21st, 2022 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the e-Voting system only.
- c. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-Voting facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form.
- d. The Company has availed the services of NSDL to provide e-Voting facilities to the Members of the Company.
- e. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. <https://www.agcnetworks.com/in/investors/> The results of the Postal Ballot will also be made available on the same website.
- f. The remote e-Voting commenced on Tuesday, 22nd March, 2022, at 9.00 a.m. (IST) and ended on Wednesday, 20th April, 2022, at 5:00 p.m. (IST).



- i. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website www.evoting.nsdl.com
- ii. The e-Voting module was unblocked on 20th April, 2022 in the presence of two witnesses, Ms. Riya Jain and Mr. Parth Raval, who are not in the employment of **Black Box Limited** (Formerly known as AGC NETWORKS LIMITED). They have signed below in confirmation of the votes being unblocked in their presence and the e-Voting results/list was downloaded from the NSDL website.



Ms. Riya Jain



Mr. Parth Raval

- iii. All e-Votes casted up to 5:00 p.m. on Wednesday, 20th April, 2022, being the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- iv. As on Cut-off date i.e. 18th March 2022 there were 10684 Members. However, Postal Ballot Notice was sent through email to 8630 Members who had registered their Email id with Company R&T i.e Datamatics Business Solutions Limited. Out of 8630 email id 8255 were delivered and 375 e-mails were bounced back.
- v. Detailed summary of Result with assent/dissent for the Resolution is attached with this report as **Annexure - I**.
- vi. The Resolution was passed by the Requisite Majority.
- vii. You may accordingly declare the result of the voting by e-Voting.

Date: 21ST April 2022

Place: Mumbai

UDIN:

For S. K. Jain & Co.
Company Secretaries



S. K. Jain
Proprietor
C. P. No. 3076



ANNEXURE - I

VOTING RESULT OF POSTAL BALLOT

Company Name	Black Box Limited
Date of declaration of results by Electronic means	21 ST April 2022
Total number of Shareholders on record date: (being the Cut-off date for determining shareholders entitled to vote – 18th March 2022)	10684



Agenda-wise disclosure

Item No. 1: Amendment in Articles of Association (AOA) of the Company

Resolution Required:					Special Resolution			
Whether promoter / promoter groups 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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	23153603	6807267	29.40	6807267	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	23153603	6807267	29.40	6807267	0	100	0
Public Institutions	E-Voting	1907352	2930	0.15	2930	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	1907352	2930	0.15	2930	0	100	0
Public - Non Institutions	E-Voting	7751899	88930	1.15	87616	1314	98.52	1.48
	Postal Ballot		0	0	0	0	0	0
	Total	7751899	88930	1.15	87616	1314	98.52	0
Total		32812854	6899127	21.02	6897813	1314	99.98	0.02



Item No. 2: Sub-Division of Equity Shares of the Company

Resolution Required:					Special Resolution			
Whether promoter / promoter groups 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	23153603	6807267	29.40	6807267	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	23153603	6807267	29.40	6807267	0	100	0
Public Institutions -	E-Voting	1907352	2930	0.15	2930	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	1907352	2930	0.15	2930	0	100	0
Public - Non Institutions	E-Voting	7751899	88930	1.15	87631	1299	98.54	1.46
	Postal Ballot		0	0	0	0	0	0
	Total	7751899	88930	1.15	87631	1299	98.54	1.46
Total		32812854	6899127	21.02	6897828	1299	99.98	0.02



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Amendment in Articles of Association (AOA) of the Company	Special Resolution	99.98	0.02
2.	Sub-Division of Equity Shares of the Company	Special Resolution	99.98	0.02

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

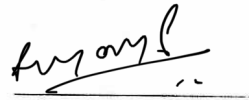
Practising Company Secretary

Place Mumbai

Date: 21ST April 2022

UDIN No: F001473D000175438





Chairman