

CERTIFICATE OF COMPLIANCE

**[Pursuant to Regulation 13 of Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To,
The Members
Black Box Limited

We, S.K. Jain and Co., Practicing Company Secretary, were appointed as the Secretarial Auditor vide a resolution passed at the meeting held on May 30, 2023 by the Board of Directors of Black Box Limited ('the Company'), having its Registered Office at 501, 5th Floor, Building No.9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai, Maharashtra, 400708. As part of our audit, we have examined the books of account for the year ended March 31, 2024 and other relevant records maintained by the Company in the usual course of its business for the limited purpose of certifying that the AGC Network Employee Stock Option Scheme 2015 ("ESOP Scheme") has been implemented in accordance Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as "SEBI Regulations").

Management's Responsibility

The responsibility for the preparation and implementation of the ESOP Scheme and its compliance with the relevant laws and regulations including SEBI Regulations, read with the rules made there under and relevant approvals and resolutions passed by the Shareholders is that of the Board of Directors of the Company.

The management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance with the SEBI Regulations in respect of the ESOP scheme.

Auditor's Responsibility

Our responsibility is to express reasonable assurance and form an opinion based on examination of the books of account, audited financial statements and other relevant records including books, papers, forms and returns for the year ended March 31, 2024 duly verified and audited by us as to whether the ESOP Scheme has been implemented in accordance with the SEBI Regulations and the Resolution passed by the Members of the Company through postal ballot on April 21, 2015 ("Shareholder's Resolution").

We have conducted examination in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of Companies Act, 2013 and other applicable Rules made thereunder.

Opinion

On the basis of our examination as referred above and the information and explanations provided to us by the management of the Company, we are of the opinion that the during



the year ended March 31, 2024, the Company has implemented the aforesaid ESOP Scheme in accordance with the SEBI Regulations, as applicable, and the Shareholder's Resolution.

Restriction on Use

This certificate is issued solely for the purpose of Compliance with Regulation 13 of the SEBI Regulations and placing at the ensuing Annual General Meeting of the shareholders of the Company to be held for Financial Year 2023-24.

This certificate is intended for the above mentioned purpose only and is not to be used, referred to or distributed for any purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 27.06.2024
UDIN: F001473F000624887

For S.K. Jain & Co.



Dr. S.K. Jain
Practising Company Secretary
FCS No: 1473
COP No: 3076

