
BLACK BOX LIMITED

(FORMERLY KNOWN AS AGC NETWORKS LIMITED)

POLICY ON BOARD DIVERSITY

1. PURPOSE:

This Board Diversity Policy (“Policy”) sets out the approach to the diversity of the Board of Directors (“Board”) of Black Box Limited (“The Company”).

2. SCOPE:

This Policy applies to the Board of the Company. It does not apply to the general public.

3. POLICY STATEMENT:

The Company recognizes and embraces the importance of a diverse Board in its success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender and will ensure that the Company will retain its competitive advantage.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, as well as:

- Drive business results
- Make Corporate Governance more effective
- Enhance quality and responsible decision making capabilities
- Ensure Sustainable development and
- Enhance the reputation of the Company

The Nomination and Remuneration Committee (“Committee”) of the Company is responsible of the assessment and review of the composition and performance of the Board, as well as identifying appropriate qualified persons to occupy the Board positions.

While the appointment to the Board of the Company will continue to be on merit, the Committee will consider the benefits of board diversity (including but not limited to the benefits listed above) in identifying and recommending the appointment of candidates to the Board membership, as well as in evaluating the Board and its individual members.

Further the Committee will ensure that no person is discriminated against on the grounds of religion, race, gender, pregnancy, child birth or related medical condition, nationality, ancestry, marital status, age, sex orientation or any other personal or physical attribute which does not relate to the ability of such a person to perform the duties of a member of the Board.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,

- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI LODR Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

4. RESPONSIBILITY AND REVIEW

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.