

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]

To,
The Chairman,
BLACK BOX LIMITED
501, 5th Floor, Building No 9,
Airoli Knowledge Park, MIDC Industrial Area,
Airoli, Navi Mumbai-400708

Dear Sir,

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 39th 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 (SEBI Listing Regulations) in respect of the below mentioned Resolutions proposed at the 39th Annual General Meeting of the Members of the Company held on Tuesday, 16th September, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Quorum was met at 11.00A.M. (IST) and the meeting was called to order by the Chairman.

I submit my report as under:

In compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and the circulars issued by the Ministry of Corporate Affairs (General Circular No. 09/2024 dated September 19, 2024) and SEBI (Circular No.



1

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024), the Company facilitated remote e-voting and e-voting during the AGM for all agenda items. The deemed venue of the AGM was the Registered Office of the Company.

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 2024-25 was sent on August 25, 2025, by e-mail to 79,691 Shareholders who had registered their email-id's with Depositories/the Company, out of which 2,882 e-mails were bounced back and 76,809 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 August 26, 2025 regarding holding of Annual General Meeting on Tuesday, September 16, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.

3. Cut-off Date

The Voting rights were reckoned as on Tuesday, September 9, 2025 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 Saturday, September 13, 2025 and ended at 5:00 PM (IST) on Monday, September 15, 2025 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
- ii. 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: Ayusha Koyande



Name: Pahal Maru

- iii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted.
- iv. "For" or "Against" were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com/>)



- v. 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.
- vi. 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.
- vii. The meeting concluded at 11.13 A.M. (IST) and e-voting was closed after 15 minutes' that is at 11.28 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	Tuesday, September 16, 2025
Total number of Shareholders on cut-off date:	83,167
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:	41
Promoters and Promoter Group:	1
Public:	40



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 statement (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY 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	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
	Poll		0	0	0	0	0	0
	Total	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
Public-Non Institutions	E-Voting	4,31,81,658	1,00,62,572	23.30%	1,00,60,975	1,597	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,62,572	23.30%	1,00,60,975	1,597	99.98%	0.02%
Total		16,99,03,321	13,04,90,306	76.80%	13,04,88,709	1,597	100%	0%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
123	13,04,88,709	100%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
9	1,597	0%

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 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.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding 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)]*1 00	(7)= [(5)/(2)]*10 0
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- Institution s	E- Voting	72,80,233	9,86,304	13.55%	7,42,583	2,43,721	75.29%	24.71%
	Poll		0	0	0	0	0	0
	Total	72,80,233	9,86,304	13.55%	7,42,583	2,43,721	75.29%	24.71%
Public- Non Institution s	E- Voting	4,31,81,658	1,00,62,572	23.30%	1,00,60,904	1,668	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,62,572	23.30%	1,00,60,904	1,668	99.98%	0.02%
Total		16,99,03,321	13,04,90,306	76.80%	13,02,44,917	2,45,389	99.81%	0.19%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
108	13,02,44,917	99.81%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
27	2,45,389	0.19%

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 3

To declare final dividend on equity share of face value of Rs. 2/- each of the Company, for the Financial Year 2024-25.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY 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	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
	Poll		0	0	0	0	0	0
	Total	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
Public-Non Institutions	E-Voting	4,31,81,658	1,00,62,572	23.30%	1,00,60,966	1,606	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,62,572	23.30%	1,00,60,966	1,606	99.98%	0.02%
Total		16,99,03,321	13,04,90,306	76.80%	13,04,88,700	1,606	100%	0%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
122	13,04,88,700	100%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
10	1,606	0%

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 4

To appoint M/s. Makarand M. Joshi & Co., Practising Company Secretaries
as Secretarial Auditor of the Company and to fix their remuneration.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(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	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
	Poll		0	0	0	0	0	0
	Total	72,80,233	9,86,304	13.55%	9,86,304	0	100%	0%
Public- Non Institutions	E- Voting	4,31,81,658	1,00,62,572	23.30%	1,00,60,953	1,619	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,62,572	23.30%	1,00,60,953	1,619	99.98%	0.02%
Total		16,99,03,321	13,04,90,306	76.80%	13,04,88,687	1,619	100%	0%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
122	13,04,88,687	100%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
10	1,619	0%

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 5

To re-appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director of the Company

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(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	72,80,233	9,86,304	13.55%	57,025	9,29,279	5.78%	94.22%
	Poll		0	0	0	0	0	0
	Total	72,80,233	9,86,304	13.55%	57,025	9,29,279	5.78%	94.22%
Public- Non Institutions	E- Voting	4,31,81,658	1,00,27,922	23.22%	1,00,26,263	1,659	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,27,922	23.22%	1,00,26,263	1,659	99.98%	0.02%
Total		16,99,03,321	13,04,55,656	76.78%	12,95,24,718	9,30,938	99.29%	0.71%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
87	12,95,24,718	99.29%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
49	9,30,938	0.71 %

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	34,650



Resolution No. 6

To re-appoint Ms. Neha Nagpal (DIN: 08842400) as an Independent Director of the Company

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(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	72,80,233	8,84,572	12.15%	4,59,929	4,24,643	51.99%	48.01%
	Poll		0	0	0	0	0	0
	Total	72,80,233	8,84,572	12.15%	4,59,929	4,24,643	51.99%	48.01%
Public- Non Institutions	E- Voting	4,31,81,658	1,00,62,572	23.30%	1,00,60,871	1,701	99.98%	0.02%
	Poll		0	0	0	0	0	0
	Total	4,31,81,658	1,00,62,572	23.30%	1,00,60,871	1,701	99.98%	0.02%
Total		16,99,03,321	13,03,88,574	76.74%	12,99,62,230	4,26,344	99.67%	0.33%



Voted in favour of the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
89	12,99,62,230	99.67%

Voted against the resolution:

Number of members voted	Number of votes cast by Them	% of total number of valid votes cast
46	4,26,344	0.33%

Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the audited financial statement (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	100	0
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.	Ordinary Resolution	99.81	0.19
3.	To declare final dividend on equity share of face value of Rs. 2/- each of the Company, for the Financial Year 2024-25.	Ordinary Resolution	100	0
4.	To appoint M/s. Makarand M. Joshi & Co., Practising Company Secretaries as Secretarial Auditor of the Company and to fix their remuneration.	Ordinary Resolution	100	0
5.	To re-appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director of the Company	Special Resolution	99.29	0.71
6.	To re-appoint Ms. Neha Nagpal (DIN: 08842400) as an Independent Director of the Company	Special Resolution	99.67	0.33



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,



S.K. Jain
Dr. S.K. Jain
Practicing Company Secretary
Membership No. F1473
COP: 3076

D. J. Thakkar
Dilip Thakkar
Chairman

Place: Mumbai
Date: 16.09.2025
UDIN: F001473G001258630