



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

BBOX/SD/SE/2025/65

August 25, 2025

To,

**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 Notice of the 39th Annual General Meeting

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

Dear Sir/Madam,

This is with reference to our letter no. BBOX/SD/SE/2024/57 dated August 13, 2025, intimating the Stock Exchanges that the 39th Annual General Meeting ("AGM") of the Company is scheduled to be held on **Tuesday, September 16, 2025 at 11:00 A.M.** Indian Standard Time (IST) through Video Conferencing ("VC") facility provided by National Securities Depository Limited ("NSDL").

Further, pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), we hereby submit a copy of the Notice of the 39th AGM of the Company.

The aforesaid Notice is being dispatched electronically (through e-mail) to all the Members whose email addresses are registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s).

Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will also be sending a letter to the Shareholders whose e-mail addresses are not registered with Company/the Registrar & Share Transfer Agent/the Depository Participant(s) providing the exact weblink and path from where the Annual Report 2024-25 can be accessed on the Company's website.

The copy of the aforesaid Notice is also available on the website of the Company at www.blackbox.com.

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

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

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **BLACK BOX LIMITED** ("the Company") will be held on **Tuesday, September 16, 2025** at **11:00 A.M. Indian Standard Time (IST)** through Video Conferencing ("VC") to transact the following business(s):

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Makarand M. Joshi & Co., Practising Company Secretaries (ICSI UIN: P2009MH007000) be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (Five) consecutive years, from April 1, 2025 to March 31, 2030 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, on such

terms & conditions, including remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Schedule V of the Act, (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required, the approval of the members be and is hereby given to re-appoint Mr. Deepak Kumar Bansal (DIN: 07495199) as an Executive Director of the Company to hold office for a period of 3 (Three) years commencing from September 26, 2025, on such terms as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with relevant provisions of Section II of Part II of Schedule V of the Act and subject to such other approvals, permissions or sanctions, as may be required, the approval of members be and is hereby given for issue and exercise of Employee Stock Options granted/to be granted under present or future Employee Stock Option Scheme(s) of the Company to Mr. Deepak Kumar Bansal being the Chief Financial Officer/Executive Director of the Company, notwithstanding the facts that the value of equity shares allotted on exercise of options so granted/to be granted/to be exercised may exceed the ceiling as prescribed under aforesaid provisions of the Act and

applicable rule(s), regulation(s) or direction(s) issued by SEBI or any other applicable act or law, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mr. Deepak Kumar Bansal, subject to the same not being in contravention of the conditions specified under the provisions of Schedule V to the Act or any statutory modification(s) or re-enactment thereof and subject to such approval(s) as may be required.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read

with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of Schedule IV of the Act and Regulation 16(1)(b), Regulation 17 and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Neha Nagpal (DIN: 08842400), who holds office as an Independent Director up to September 9, 2025, and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of consecutive 5 (Five) years effective from September 10, 2025, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For **Black Box Limited**

Sd/-

Aditya Goswami

Company Secretary & Compliance Officer
Membership No. A27365

Place: Navi Mumbai
Date: August 13, 2025

Registered Office:-
501, 5th Floor, Building No.9,
Airoli Knowledge Park, MIDC Industrial Area,
Airoli, Navi Mumbai - 400 708
www.blackbox.com

NOTES

1. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") of the Companies through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without physical the presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ('Act'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 39th AGM of the Company is being convened through VC.

2. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC, participate therein and cast their votes through e-voting. Institutional and Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.com on or before **September 10, 2025**.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the venue of the AGM.
4. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No. 4 to 6 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking re-appointment at this AGM pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions of the Act, have been provided in **Annexure I** to this notice.
5. Pursuant to the applicable provisions of the Act and SS-2 in conjunction with the relevant Circulars, the Register of Directors and Key Managerial Personnel and their shareholding, maintained in accordance with Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, maintained in accordance with Section 189 of the Act ("Statutory Registers") will be available for inspection by the members at the website of NSDL <https://www.evoting.nsdl.com> during the AGM.
6. M/s. Datamatics Business Solutions Limited ("Datamatics") is the Registrar and Share Transfer Agent ("RTA") of the Company. All members and investors are hereby advised to contact Datamatics at the below mentioned contact details for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change/update of residential address/email address/contact number, non-receipt of annual report, dividend payments or any other query/grievance relating to the shares of the Company:

M/s. Datamatics Business Solutions Limited
Plot No. A 16 & 17, Part B, Cross Lane,
MIDC, Andheri (East), Mumbai - 400093
Tel: +91 22 6671 2001 - 2006
Fax: +91 22 6671 2209
E- mail: investorsqry@datamaticsbpm.com
7. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Datamatics for assistance in this regard.
8. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DPs) in case the shares are held by them in electronic form and with Datamatics in case the shares are held by them in physical form.



9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs (in case the shares are held by them in electronic form) as well as to Datamatics in **Form No. ISR-1** quoting their folio number and enclosing the self-attested supporting document.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Datamatics in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates to Datamatics, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
13. Members who wish to seek any information with regard to the Company's Annual Report for FY2025, Financial Statements (Standalone and Consolidated) along with the Directors' Report and Auditors' Report thereon or any matter to be placed at the AGM, are requested to address their query(ies) to the Company Secretary of the Company through email on investors@blackbox.com on or before **September 10, 2025**. This will enable the Management to keep the information readily available at the Meeting.
14. Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investors@blackbox.com on or before **September 10, 2025**. Only those Members who have pre-registered themselves as a speaker on the dedicated email id i.e. investors@blackbox.com will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

15. Dividend related information

The Board of Directors at its meeting held on May 27, 2025 has recommended a dividend of ₹1/- per equity share of face value of ₹2/- each for the FY 2024-25, subject to approval of members at the ensuing AGM. The record date to determine eligibility of members for payment of dividend is **August 29, 2025**. Dividend will be paid, if declared at the ensuing AGM, subject to Tax Deduction at Source (TDS), on September 23, 2025, as under:

- A. To all the Beneficial Owners as on the end of the day on **Friday, August 29, 2025**, as per the list of beneficial owners to be furnished by the Depositories in respect of the shares held in electronic form; and
- B. To all Members holding shares in physical form after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on **Friday, August 29, 2025**.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|--|
| Members having valid Permanent Account Number (PAN) | 10%* or as notified by the Government of India (GOI) |
| Members not having PAN / valid PAN | 20% or as notified by the GOI |

* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in Section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹10,000/- and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing

portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.

- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents, as applicable, may be sent to the Company at its Registered office address at 'The Company Secretary, 501, 5th Floor, Building No. 9, Airoli Knowledge Park, MIDC Industrial Area, Airoli, Navi Mumbai – 400708' or through email at investors@blackbox.com on or before **September 5, 2025**. No communication would be accepted from members after the said date, regarding tax-withholding matters. Shareholders may write to investors@blackbox.com for any clarifications on this subject.

Shareholders can check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

16. Members are requested to address all correspondence, including dividend-related matters, to RTA or Company by sending e-mail at investorsqry@datamaticsbbpm.com or investors@blackbox.com.
17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, the Company has transferred all the unpaid Dividends and relevant shares to the IEPF authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the



IEPF Authority in e-Form No. IEPF-5 available on www.iepf.gov.in.

18. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report FY2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report FY2024-25 will also be available on the Company's website <https://www.blackbox.com/en-in/investors> , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
19. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. The Company has appointed M/s. S. K. Jain & Co, Practising Company Secretary (Membership No. 1473 and Certificate of Practice No. 3076) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner. The Scrutinizer will submit their report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote

e-voting), within 2 working days from the date of AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's Website at www.blackbox.com.

21. Since the AGM will be held through VC, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM THROUGH VC:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on **Saturday, September 13, 2025 at 9:00 A.M. and ends on Monday, September 15, 2025 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members as on the cut-off date i.e. **Tuesday, September 9, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the aforesaid cut-off date.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|--|---|
| | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on     |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. |



| Type of shareholders | Login Method |
|---|--|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@blackbox.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@blackbox.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote

e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under "Join meeting" menu against Company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note

that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investors@blackbox.com. The same will be replied by the Company suitably.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), Board of Directors at their meeting held on August 13, 2025 have approved, subject to approval of Members, appointment of M/s. Makarand M. Joshi & Co., ("MMJC") Peer Reviewed Firm, Practising Company Secretaries (ICSI UIN: P2009MH007000) as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030.

Brief profile:

MMJC, is a leading firm of Practising Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger & Acquisition.

The Firm ranks in the top 5 Practising Company Secretary firms and has been advising various large corporates on secretarial matters.

MMJC have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

- a) Term of appointment: 5 (Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.
- b) Remuneration: ₹3,00,000/- (Rupees Three Lacs) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

- c) Basis of recommendations: The Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment in providing Secretarial audit related services, competency of the firm in handling large corporates with respect to their requirements on guidance with various regulatory stipulations and adherence to the same.

Basis the rationale and justification provided above, the Board recommends **Ordinary resolution** under Item No. 4 of the accompanying Notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

Item No. 5

Mr. Deepak Kumar Bansal (DIN: 07495199) is Chief Financial Officer (CFO) of the Company and was re-appointed as an Executive Director on the Board of the Company by the shareholders at their meeting held on September 26, 2022 for a period of 3 (Three) years.

The Nomination and Remuneration Committee ("NRC") of the Company at its meeting held on August 12, 2025 recommended for the re-appointment of Mr. Deepak Kumar Bansal as an Executive Director at the ensuing AGM for a period of 3 (Three) years, which was duly approved by the Board at its meeting held on August 13, 2025, subject to the approval of the shareholders and the Central Government as required under Part I of Schedule V of the Act.

In accordance with the provisions of Section 196(4) of the Act read with the applicable provisions of Part I of Schedule V of the Act and the rules made thereunder, the Company is required to obtain the approval of the shareholders by way of passing a Special Resolution for the appointment of Mr. Bansal as the Executive Director of the Company.

Brief Profile:

Mr. Deepak Kumar Bansal has over 28 years of professional experience with organizations like Reliance Industries Limited, Coca Cola India, Vedanta Group, Sujana Group, Aegis and Essar few new age investments. Mr. Bansal brings with himself a diverse experience across industry verticals and is responsible for leading the financial operations and strategic initiatives globally including fund raising, business control and corporate governance. His expertise lies in the fields of strategic planning, all forms of funding including structured debt, working capital management and business control activities. Mr. Bansal is currently based out of United States.

Apart from being Executive Director & CFO of the Company, Mr. Bansal is also the Director of BBX Main Inc. and BBX Inc. (100% subsidiaries of Black Box Limited) as well as Director & CFO of Black Box Corporation (100% subsidiary of Black Box Limited) since its acquisition by the Company on January 7, 2019.

Mr. Bansal has a Bachelor's degree in Commerce with honors in Accountancy & Business Statistics, and he is a qualified Chartered as well as Cost & Management Accountant.

Further, with respect to the proposed re-appointment of Mr. Deepak Kumar Bansal, requisite disclosure pursuant to Regulation 36(3) of SEBI Listing Regulations, Secretarial Standards on General Meeting ("SS-2") and other applicable disclosures, are provided in **Annexure I** to this Notice.

Further, the Company has granted Stock Options to Mr. Bansal under Grant 3 and Grant 4 pursuant to the ESOP Scheme 2015 of the Company. Pursuant to Section 2(78) defining "remuneration" and other applicable provisions of Section 197 the Act, the remuneration payable to any Director of the Company shall be inclusive of the value of securities of the Company held by such Director. Consequently, on exercise of the said options by Mr. Bansal, the value of the equity shares of the Company issued to him pursuant to exercise of such options or options granted in future will be considered as remuneration paid to him being the Executive Director of the Company and the value of such options may exceed the ceiling provided under Section II of Part II of Schedule V of the Act.

In terms of the aforesaid provision of Section 197 read with Section II of Part II of Schedule V of the Act, the Board is required to obtain approval of the Shareholders by way of Special Resolution passed at a General Meeting, for payment of managerial remuneration by the Company to any Director (including MD/WTD/Manager), in the event of inadequacy of profits or incurring losses in any financial year(s).

The proposed terms of re-appointment of Mr. Deepak Kumar Bansal, as the Executive Director of the Company are as follows:

- a) **Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):** None
- b) **Perquisites:** None
- c) **Other re-imburements:** Mr. Bansal may be provided reimbursement of reasonable expenses incurred by him while rendering his services to the Company.
- d) **Stock Options:** As granted/may be granted by the NRC pursuant to existing and future Stock Options Scheme, if any, of the Company.
- e) **Other Terms:** Subject to the superintendence, control and direction of the Board of Directors, Mr. Bansal shall manage and conduct the business and affairs of the Company as an Executive Director & CFO of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Bansal or the Company, by any party giving to the other 3 (Three) calendar months' notice in writing.

The Board considers that the re-appointment of Mr. Bansal as an Executive Director on the Board, would be of immense benefit to the Company. Accordingly, the Board recommends the members to approve re-appointment and remuneration of Mr. Bansal as an Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation, by passing the resolution as set out at Item no. 5 as a **Special Resolution**.

Save and except Mr. Deepak Kumar Bansal (being the proposed appointee) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item No. 6

Ms. Neha Nagpal (DIN: 08842400) was appointed as an Independent Director of the Company by the shareholders at their 34th AGM held on November 18, 2020 for a period of 5 (Five) consecutive years commencing from September 10, 2020, not liable to retire by rotation.

Considering the expiry of first term of Ms. Nagpal as an Independent Director, the Board at its meeting held on

August 13, 2025, based on the recommendation of the NRC, approved the re-appointment of Ms. Neha Nagpal (DIN: 08842400) as an Independent Director for the second term of 5 (Five) consecutive years commencing from September 10, 2025, subject to the approval of the Members at the ensuing AGM. Ms. Nagpal will not be liable to retire by rotation.

Brief Profile:

Ms. Neha Nagpal has been practising Law for over 18 years and has gained vast commercial Law and litigation experience at the Supreme Court of India, various High Courts, National Company Law Tribunal, National Company Law Appellate Tribunal, Competition Commission of India. During this period, Ms. Nagpal has advised clients companies on transactions relating to restructuring of Companies and Media/TV show productions and represented her clients on various assignments / cases such as International Commercial Arbitrations, the 2G cancellation and Coal block de-allocation case before the Supreme Court etc.

Ms. Neha was a part of the team of Lawyers who worked to challenge the homosexuality laws in India before the Supreme Court, which led to the decriminalization of homosexuality in India. Ms. Neha runs NM LAW CHAMBERS and focuses on commercial law practice with a focus on white-collar crimes issues and insolvency related matters. She has represented various clients in matters pertaining to the PMLA, SFIO, CBI and Insolvency & Bankruptcy Code. Ms. Nagpal was awarded the Forbes 'Tycoons of Tomorrow' Award in 2018 and has been featured in the 2021 Forbes Powerlist of Lawyers. She is a recipient of the BW LEGALWORLD 40 under 40 Awards for Outstanding Lawyers. She was also featured as 100 powerful woman in Law by BW LEGALWORLD in March 2024.

Ms. Neha Nagpal is BA [Hons] Law and Business Studies graduate from the University of Warwick, England. She has also completed L.L.M in International Economic Law from

said University and holds Diploma in the Law of Private Equity Investment in India from NotJustLEx, an online learning platform.

The Company has received the consent to re-appointment and declaration of fulfilment of criteria of independence as per Section 149(6) of the Act & Regulation 25(8) of SEBI Listing Regulations as well as a notice pursuant to the provisions of Section 160 of the Act from Ms. Nagpal, proposing her candidature for the office of Independent Director of the Company. Further, Ms. Nagpal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Board is of the opinion that, Ms. Nagpal fulfils the conditions specified in the Act readwith Rules made thereunder as well as SEBI Listing Regulations and is independent of the management of the Company.

Further, with respect to the proposed appointment of Ms. Nagpal, requisite disclosure pursuant to Regulation 36(3) of SEBI Listing Regulations, Secretarial Standards on General Meeting ("SS-2") and other applicable disclosures have been provided in **Annexure I** to this Notice.

Considering Ms. Nagpal's strong legal acumen and rich experience of practicing commercial law, the Board of Directors are of the opinion that her re-appointment as an Independent Director would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution for re-appointment of Ms. Neha Nagpal as the Independent Director of the Company for approval of Members as an **Special Resolution** as set out as Item no. 6.

Save and except Ms. Nagpal, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

Annexure I

Details of the Directors seeking re-appointment in forthcoming Annual General Meeting

[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards on General Meeting ("SS-2")]

| Name of Director | Mr. Naresh Kothari | Mr. Deepak Kumar Bansal | Ms. Neha Nagpal |
|--|--|--|---|
| DIN | 00012523 | 07495199 | 08842400 |
| Date of Birth | September 3, 1970 | July 31, 1975 | November 19, 1983 |
| Age | 54 years | 50 years | 41 years |
| Date of first appointment | January 17, 2019 | August 14, 2019 | September 10, 2020 |
| Qualifications | Mr. Naresh Kothari holds a PGDM from IIM Ahmedabad and a BE in Computer Science from the University of Mumbai. | Mr. Deepak Kumar Bansal holds a Bachelor's Degree in Commerce with honors in Accountancy & Business Statistics, Chartered Accountant and Cost & Management Accountant. | Ms. Neha Nagpal is BA [Hons] Law and Business Studies graduate from the University of Warwick, England. She has also completed L.L.M in International Economic Law from said University and holds Diploma in the Law of Private Equity Investment in India from NotJustLEx, an online learning platform. |
| Expertise in specific functional areas; Qualifications and Brief Resume/ Profile | Mr. Naresh is a seasoned finance professional with over 30+ years of experience and the Founder and Managing Partner of Alpha Alternatives, India's leading multi-asset class alternatives platform. Known for its innovative risk-return solutions, Alpha Alternatives operates out of India and Singapore, employing over 175 professionals, including 15+ partners, and offering nine distinct investment strategies. | Mr. Deepak Kumar Bansal has over 28 years of professional experience with organizations like Reliance Industries Limited, Coca Cola India, Vedanta Group, Sujana Group, Aegis and Essar few new age investments. Mr. Bansal brings with himself a diverse experience across industry verticals and is responsible for leading the financial operations and strategic initiatives globally including fund raising, business control and corporate governance. His expertise lies in the fields of strategic planning, all forms of funding including structured debt, working capital management and business control activities. | Ms. Neha Nagpal has been practising Law for over 18 years and has gained vast commercial Law and litigation experience at the Supreme Court of India, various High Courts, National Company Law Tribunal, National Company Law Appellate Tribunal, Competition Commission of India. During this period, Ms. Nagpal has advised clients companies on transactions relating to restructuring of Companies and Media/TV show productions and represented her clients on various assignments/cases such as International Commercial Arbitrations, the 2G cancellation and Coal block de-allocation case before the Supreme Court etc. |



| Name of Director | Mr. Naresh Kothari | Mr. Deepak Kumar Bansal | Ms. Neha Nagpal |
|---|--|---|--|
| DIN | 00012523 | 07495199 | 08842400 |
| | <p>Over his career, he has advised over 100 corporates on capital market strategies and, in recent years, taken on board-level roles to drive strategic reorganization and growth.</p> <p>A fitness enthusiast with a reputation for unconventional thinking, Mr. Naresh excels at crafting win-win solutions.</p> | | <p>Ms. Neha was a part of the team of Lawyers who worked to challenge the homosexuality laws in India before the Supreme Court, which led to the decriminalization of homosexuality in India. Ms. Neha runs NM LAW CHAMBERS and focuses on commercial law practice with a focus on white-collar crimes issues and insolvency related matters. She has represented various clients in matters pertaining to the PMLA, SFIO, CBI and Insolvency & Bankruptcy Code. Ms. Nagpal was awarded the Forbes 'Tycoons of Tomorrow' Award in 2018 and has been featured in the 2021 Forbes Powerlist of Lawyers. She is a recipient of the BW LEGALWORLD 40 under 40 Awards for Outstanding Lawyers. She was also featured as 100 powerful woman in Law by BW LEGALWORLD in March 2024.</p> |
| Remuneration proposed to be paid | NIL | NIL | Except sitting fees for attending Board and Committee meetings no remuneration is proposed to be paid. |
| Remuneration drawn during FY 2024-25 | NIL | NIL (excluding the stock options, if any) | ₹5,50,000/- was paid as sitting fees. |
| Directorship held in other Listed Companies as on date | None | None | None |
| Name/s of other Listed Companies in which the Director holds membership in the Committees | None | None | None |
| Name/s of Listed entities in which director has resigned in the past three years | B.L. Kashyap and Sons Limited | None | None |

| Name of Director | Mr. Naresh Kothari | Mr. Deepak Kumar Bansal | Ms. Neha Nagpal |
|---|--|---|---|
| DIN | 00012523 | 07495199 | 08842400 |
| Shareholding in the Company | 17,26,125 Equity Shares of ₹2/- each as on August 13, 2025 through his beneficiary entities. | 4,94,434 Equity Shares of ₹2/- each as on August 13, 2025 (including shares held by his relative). Further, 1,19,904 warrants have been allotted with the right to convert into an equivalent number of equity shares of ₹2/- the Company during the valid conversion period. | None |
| Relation with other Director, Managers and Key Managerial Personnel | Unrelated, except being on the Board of the Company | Unrelated, except being on the Board of the Company | Unrelated, except being on the Board of the Company |
| No. of Board Meetings attended during FY 2024-25 | 6 (Six) | 7 (Seven) | 4 (Four) |
| Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements | Not Applicable | Not Applicable | Refer to the explanatory statement annexed to the Notice. |

Annexure II

(Pursuant to provisions of Section II, Part II of Schedule V of the Companies Act, 2013)

I. General information:

| | |
|--|--|
| 1. Nature of industry | Global IT Solutions Provider |
| 2. Commencement of commercial production | 1986 |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |
| 4. Financial performance based on given indicators for F.Y. 24-25: | <p>Standalone:</p> <ul style="list-style-type: none"> • Revenue: ₹376.86 Crores • PAT: ₹11.88 Crores • EPS: ₹0.71 & ₹0.70/- per share (basic & diluted respectively) <p>Consolidated:</p> <ul style="list-style-type: none"> • Revenue: ₹5,966.91 Crores • PAT: ₹204.78 Crores • EPS: ₹12.16 & ₹12.11/- per share (basic & diluted respectively) |
| 5. Foreign investments or collaborations, if any | <p>For details of investment made by the Company, please refer the schedule no. 6 of the Standalone Balance sheet forming part of the Annual Report for the FY2024-25.</p> |

The details of the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies (except promoters) in the Company as on June 30, 2025 is detailed as under:

| Particulars | No. of Shares | % of total shareholding |
|-----------------------------|------------------|-------------------------|
| Foreign Portfolio Investors | 69,44,406 | 4.09 |
| Foreign Nationals | 0 | 0 |
| N.R.I (Repatriable) | 3,50,686 | 0.21 |
| Foreign Companies | 2,000 | 0.00 |
| Total | 72,97,092 | 4.30 |

The Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

| | | |
|------|--|---|
| 1. | Name of Appointee: Mr. Deepak Kumar Bansal | |
| 2. | Background details | <p>Mr. Deepak Kumar Bansal is an Executive Director & CFO of the Company, based out of United States. He is also the Director of BBX Main Inc. and BBX Inc. (100% subsidiaries of Black Box Limited) as well as Director & CFO of Black Box Corporation (100% subsidiary of Black Box Limited) since its acquisition by the Company on January 7, 2019.</p> <p>Mr. Deepak Kumar Bansal has over 28 years of professional experience with organizations like Reliance Industries Limited, Coca Cola India, Vedanta Group, Sujana Group, Aegis and Essar few new age investments. Mr. Bansal brings with himself a diverse experience across industry verticals and is responsible for leading the financial operations and strategic initiatives globally including fund raising, business control and corporate governance. His expertise lies in the fields of strategic planning, all forms of funding including structured debt, working capital management and business control activities. Mr. Bansal is based out of United States. Mr. Bansal has a Bachelor's degree in Commerce with honors in Accountancy & Business Statistics, and he is a qualified Chartered as well as Cost & Management Accountant.</p> |
| 3. | Past remuneration | Nil (excluding stock options) |
| 4. | Recognition or awards | None |
| 5. | Job profile and his suitability | Mr. Bansal is primarily responsible for all finance, accounting and control functions which includes mergers & acquisitions, compliance & governance, business planning, MIS & reporting, treasury & cash flow management etc. He also provides leadership to business functions to facilitate future growth agenda and corporate strategy. |
| 6. | Remuneration proposed | As set out in Item No. 5 of the explanatory statement. |
| 7. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Not Applicable |
| 8. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or any other director, if any. | Mr. Bansal is serving as an employee of Black Box Corporation, Step-down Subsidiary of the Company in the United States and receives salary for such position. Apart from that, he does not have any other material pecuniary relationships with the Company and is not related to any of the other Key Managerial Personnel of the Company. |
| 9. | Other Information: | |
| i. | Reasons of loss or inadequate profits | Not Applicable |
| ii. | Steps taken or proposed to be taken for improvement | Not Applicable |
| iii. | Expected increase in productivity and profits in measurable terms | Company is currently focused on revenue growth and continues to improve profitability through enhanced productivity and better operational efficiencies. |