



LOGICA INFOWAY LTD.

[Formerly : Eastern Logica Infoway Ltd.]

HEAD OFFICE:
2, Saklat Place, 1st Floor
Kolkata - 700 072
☎ + 91 33 4058 0000
DELHI OFFICE:
2nd Floor, Bearing No. 78,
Block - A, Phase-II,
Okhla Industrial Area,
New Delhi - 110 020
☎ + 91 11 43035417
✉ info@logicainfoway.com
web:www.easternlogica.com
CIN: L30007WB1995PLC073218

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 29TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF LOGICA INFOWAY LIMITED [FORMERLY: EASTERN LOGICA INFOWAY LIMITED] WILL BE HELD ON FRIDAY, 9TH AUGUST, 2024 AT 5:00 P.M THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO.: 1 - To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2024 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

ITEM NO. 2 - To Re-appoint Mr. Rakesh Kumar Goel (DIN: 00320923), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 3 - To place PCA certificate in front of the members as per Reg.45(3) of SEBI LODR (Second Amendment) Regulations, 2021 relating to change of name of the company dated 20th March, 2024.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Regulation 45(3) of the SEBI LODR (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, relating to the change of name of the company; it is necessary to place the Practicing Chartered Accountant (PCA) certificate before the members of the company;

RESOLVED FURTHER THAT the company had missed out placing the PCA certificate confirming compliance with the requirements of Regulation 45(3) of the SEBI LODR (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, in the earlier EGM dated 10th February, 2024 and now placing the same before the members for their verification.

ITEM NO. 4 - To Re-appoint Mr. Gaurav Goel as Managing Director of the company.

To consider and if thought fit, to pass the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Gaurav Goel (DIN:00432340) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from 1st July, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Gaurav Goel.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5 - To increase the remuneration of Mrs. Shweta Goel, Whole-time director of the company.

To consider and, if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION

“RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of payment of remuneration to Mrs. Shweta Goel (DIN: 00434584), which is in excess of threshold limits as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened, or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

**By Order of the Board
For LOGICA INFOWAY LIMITED
[Formerly: Eastern Logica Infoway Limited]**



**Priyanka Baid
(Company Secretary)**

**Place: Kolkata
Date: 15/07/2024**

Registered Office:

2, Saklat Place, 1st Floor
Kolkata- 700072.
Email: gaurav@logicainfoway.com
Website: www.easternlogica.com
Tel.: 033-4058 0000

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item nos. 3,4 & 5 of the Notice is annexed hereto and forms part of this Notice. The Board of Directors has considered and decided to include Item Nos. 3,4 & 5 as given above as Special Business in the forthcoming AGM as they are unavoidable in nature. The relevant details as set out under Item No. 2 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment at this AGM are also annexed to this Notice.

In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2023-24 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 29th AGM of the Company, may send request to the Company's e-mail address at cs@logicainfoway.com mentioning Folio No./DP ID and Client ID.

2. Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.

3. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at cs@logicainfoway.com or by post to 2, Saklat Place, 1st Floor Kolkata 700 072.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed Mr. Suprabhat Chakraborty (Certificate of Practice No. 15878), Practicing Company Secretary, as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for attending the AGM and also for e-voting are annexed.
5. Remote e-voting will commence at 9.00 a.m. (IST) on Tuesday, August 6, 2024 and will end on Thursday, August 8, 2024 at 5:00 p.m, when remote e-voting will be blocked by NSDL.
6. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on Friday, 2nd August, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
7. In conformity with the Circulars issued by the Ministry of Corporate Affairs, Government of India, and the Securities and Exchange Board of India, the Notice of this AGM and the Report and Accounts 2024 are being sent only through electronic mode to those Members who have registered their e-mail address with the Company or with the Depositories.
8. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2024 may send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at cs@logicainfoway.com or by post to 2, Saklat Place, 1st Floor Kolkata 700 072.
9. Members who hold shares in the certificate form or who have not registered their e-mail address with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2024, or attend the AGM, or cast their votes through remote e-voting or e-voting during the AGM are required to register their e-mail address with the Company by mail at cs@logicainfoway.com. Alternatively, Members may send a letter requesting for registration of their e-mail address, mentioning their name and DP ID & Client ID / folio number, through e-mail at isc@itc.in or by post to 2, Saklat Place, 1st Floor Kolkata 700 072.

10. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending an e-mail to the Company Secretary at cs@logicainfoway.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. (IST) on Monday, 5th August, 2024 will be able to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance to the Company Secretary at cs@logicainfoway.com within the aforesaid time period.

11. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, will be available for inspection through electronic mode during the AGM, for which purpose Members are required to send a request to the Company Secretary at cs@logicainfoway.com.

12. The transcript of the AGM proceedings will also be made available on the Company's website at www.easternlogica.com.

13. The Register of Members of the Company shall remain closed from Saturday, August 3, 2024 to Friday, August 9, 2024 (both days inclusive).

E-voting facility:

- The remote e-voting period will begin on Tuesday, August 6, 2024 at 9:00 a.m. and will end on Thursday, August 8, 2024 at 5:00 p.m. During this period members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., August 2nd, 2024 may exercise their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- A person whose name is recorded in the register of members or in the beneficial owners maintained by depositories as on the cut-off date i.e., August 2nd, 2024 shall be entitled to avail the facility of remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of shares held in dematerialised form) as on the cut-off date i.e., August 2nd, 2024.
- A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- The facility for e-Voting during the meeting is available only to those Members participating in the meeting through VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through VC facility, then the votes casted by such Member shall be considered invalid.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.easternlogica.com/01-04-2024-to-31-03-2025-6/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020

and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 6th August, 2024 at 9:00 A.M. and ends on Thursday, 8th August, 2024 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 / Beneficial Owners as on the record date (cut-off date) i.e. 2nd August, 2024, 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 cut-off date, being 2nd August, 2024.

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.	<ol style="list-style-type: none"> 1. 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. 2. 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

3. 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.
4. 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



Individual Shareholders holding securities in demat mode with CDSL

1. 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.
2. 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.
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>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	<p>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.</p>

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 22 55 33

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: <https://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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?

- (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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/OAVM" 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 Suprabhat_cs08@yahoo.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 (Pritam Dutta) 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 e mail 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 cs@logicainfoway.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 cs@logicainfoway.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/OAVM 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/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM 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/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM 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 (cs@logicainfoway.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending an e-mail to the Company Secretary at cs@logicainfoway.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. (IST) on Monday, 5th August, 2024 will be able to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance to the Company Secretary at cs@logicainfoway.com within the aforesaid time period.

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

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased at the 29th Annual General Meeting, are given below:

1) **Mr. Rakesh Kumar Goel-**

Name of Directors	Rakesh Kumar Goel
Nationality	Indian
Date of Birth	August 24, 1944
Brief profile including expertise and experience	Mr. Rakesh Kumar Goel, a Mechanical Engineer by profession, carries with him 57 years of experience working with companies like M/s TEXAMACO, TITAGARH WAGONS, PAHARPUR COOLING TOWERS and HEI LTD. Apart from varied managerial expertise, he specializes in establishing Greenfield projects and introducing very productive MI Systems.
Date of appointment	01/08/2022
No. of Equity Share held in the Company	15000
Disclosure of relationships between directors inter-se	Father of Mr. Gaurav Goel (Managing Director).
List of outside Directorship held in Public Company	None
Chairman/Member of the Committee of the Board of Directors of the Company.	Member of Nomination and Remuneration Committee and CSR Committee of Logica Infoway Limited (Formerly Eastern Logica Infoway Limited).

2) Mr. Gaurav Goel-

Name of Directors	Gaurav Goel
Nationality	Indian
Date of Birth	February 9, 1970
Brief profile including expertise and experience	Mr. Gaurav Goel, is the Managing Director of the Company. He was originally appointed on the board on December 2, 2002 and further re-designated as Managing Director w.e.f. July 1, 2014. Mr. Gaurav Goel, an Electronics & Communications Engineering Graduate (1992), is the founding leader and motivating force behind the growth of the company and giving it a leading position in Indian IT and mobile phones distribution and service industry. Endowed with great business acumen and high level of positivity, Mr. Gaurav Goel has always led by example. His ability to analyse business trends commensurate to changing market dynamics and requirements, along with hard work and insatiable desire to grow, have been the hallmark of his success and success of the company.
Date of appointment	02/12/2002
No. of Equity Share held in the Company	31,12,794
Disclosure of relationships between directors inter-se	Spouse of Mrs. Shweta Goel (Whole-time Director) and son of Mr. Rakesh Kumar Goel (Non-Executive and Non-independent Director).
List of outside Directorship held in Public Company	1. Himadri Dealcom Private Limited. 2. Logica Systems & Peripherals Private Limited. 3. Kalpaturu Tradevin Private Limited. 4. Sonartari Tradelink Private Limited. 5. Nirwan Logica Private Limited. 6. Super Soul Foundation.
Chairman/Member of the Committee of the Board of Directors of the Company.	Member of Stake Holders Relationship Committee and Audit Committee of Logica Infoway Limited (Formerly Eastern Logica Infoway Limited).

3) Mrs. Shweta Goel-

Name of Directors	Shweta Goel
Nationality	Indian
Date of Birth	July 23, 1974
Brief profile including expertise and experience	Mrs. Shweta Goel, is the Whole-time Director of the Company. She was originally appointed on the board on December 2, 2002 and further re-designated as Whole-time Director w.e.f. April 1, 2017. She holds a Bachelor's Degree in English. She is actively involved in company's business and has been instrumental in diversification of the company into consumer durables business.
Date of appointment	02/12/2002
No. of Equity Share held in the Company	20,96,892
Disclosure of relationships between directors inter-se	Spouse of Mr. Gaurav Goel (Managing Director) and Daughter in-law of Mr. Rakesh Kumar Goel (Non-Executive and Non-independent Director).
List of outside Directorship held in Public Company	<ol style="list-style-type: none"> 1. Himadri Dealcom Private Limited. 2. Logica Systems & Peripherals Private Limited. 3. Kalpaturu Tradevin Private Limited. 4. Sonartari Tradelink Private Limited. 5. Super Soul Foundation. 6. Monalisa Exports Private Limited.
Chairman/Member of the Committee of the Board of Directors of the Company.	Member of Stake Holders Relationship Committee and Audit Committee of Logica Infoway Limited (Formerly Eastern Logica Infoway Limited).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO:

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3, 4 & 5 of the accompanying Notice dated 15th July, 2024.

Item No. 3:

During the EGM held on 10th February, 2024, the Company passed a resolution for the change of its name. However, due to an inadvertent oversight, the PCA certificate confirming compliance with Regulation 45(3) was not placed before the members at that time.

Current Proposal:

To rectify the oversight and ensure compliance with SEBI regulations, it is proposed to place the PCA certificate before the members at this AGM. The PCA certificate confirms that the Company has met all the necessary requirements as stipulated under Regulation 45(3) of the SEBI LODR Regulations for changing its name.

The Board of Directors recommends the resolution for your approval to ensure compliance with the regulatory requirements and to ratify the previous omission. None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution except to the extent of their shareholding in the Company.

Item No. 4:

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Gaurav Goel as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 1st July, 2024, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors. Mr. Gaurav Goel's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Gaurav Goel as Managing Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: 1st July, 2024 to 30th June, 2029
2. Remuneration:

- a) Basic Salary: Basic Salary of 8,00,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of 15,00,000/- per month.
- b) Perquisites:
- i. Medical Reimbursement: Consolidated Medi-claim Policy as per actual payments.
- ii. Leave Travel Allowance: For Self and Family as per actual bill produced.
Fuel for motor car as per actual.

For Self and Family as per actual bill produced.

All travelling and related expenses incurred while doing company's business shall be borne by the company.

The above package of remuneration shall be treated as minimum remuneration in case of absence or inadequacy of profit."

3. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

The Board of Directors in their meeting held on 15th July, 2024 proposed the Re-appointment of Mr. Gaurav Goel as Managing Director subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Gaurav Goel, Managing Director.

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to the Re-appointment of Mr. Gaurav Goel as Managing Director, by way of Special Resolution.

Except Mr. Gaurav Goel, Mrs. Shweta Goel and Mr. Rakesh Kumar Goel, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 - Mr. Gaurav Goel (Item No.4 of Notice)

I. General Information:

1	Nature of industry	Our Company is engaged in multi-brand retail and retail selling as well as distribution of branded smart phones, IT hardware, software and allied accessories and services. Our Company also provides networking and security solution to our consumers. We commenced our business operations in year 1995.
2	Date or expected date of commencement of commercial production	The Company carries multi-brand retail and retail selling as well as distribution of branded smart phones, IT hardware, software and allied accessories and services business since its incorporation.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2023-2024, the Company made a turnover of INR 106423.68 Lakh and Profit of 809.62 Lakh after tax.
5	Foreign Investments or collaborations, if any	Not Applicable

II. Information about the appointee:

1	Background details	Gaurav Goel is the Managing Director and Chairman and Promoter of our Company. He holds a bachelor's degree of Engineering (B.E.) in Electronics and Commerce from Manipal Institute of Technology, Karnataka, in the year 1995. He has been associated with our Company since December 2, 2002, as a Director of our Company, and was further re-designated as the Managing Director of our Company since July 2014. He possesses over 15 years of experience
2	Past remuneration	5.5 Lakh per month
3	Recognition or awards	Past Chairman, Round Table India No. 17.
4	Job profile and his suitability	Mr. Gaurav Goel, Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in business strategy, business development functions of the Company
5	Remuneration proposed	Details of remuneration proposed for approval of the Shareholders at this 29th Annual General Meeting of the Company are as provided in Item- 4 of this Explanatory Statement.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Remuneration of Mr. Gaurav Goel is as per the market standards.
7	Pecuniary relationship directly or indirectly with the Company or	Apart from Mr. Rakesh Kumar Goel, (Non-executive and Non-Independent Director) and Mrs. Shweta Goel (Whole-time Director), Mr. Gaurav Goel do not have

relationship with the managerial personnel, if any	any pecuniary relationship directly or indirectly with the Company and its managerial personnel.
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III. Other Information:

1	Reasons of loss or inadequate profits	Due to the trading nature of Business the gross profit is only 4%. The company has expanded its operations in north India, hence the operating expenses has been increased.
2	Steps taken or proposed to be taken for improvement	The company has decided to expand its retail operations and has already taken the initiative by increasing the number of Retail outlet to 30. Retail having better profitability will increase the profit ratio of the company.
3	Expected increase in productivity and profits in measurable terms	Target to increase the Retail outlet to 50 by FY 2025 and to improve profitability.

Item No. 5:

Considering the performance of the Company and contribution of Mrs. Shweta Goel (Whole-time Director) to the growth, operations and profitability of the Company and to align her remuneration with the current industry standards, it is proposed to revise her remuneration with effect from July 1, 2024 as per the provisions of Schedule V of the Companies Act, 2013. The proposed f Mrs. Shweta Goel, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, is as follows:

1. Remuneration:

a) Basic Salary: Basic Salary of 7,00,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of 14,00,000/- per month.

b) Perquisites:

i. Medical Reimbursement: Consolidated Medi-claim Policy as per actual payments.

ii. Leave Travel Allowance: For Self and Family as per actual bill produced.
Fuel for motor car as per actual.

For Self and Family as per actual bill produced.

All travelling and related expenses incurred while doing company's business shall be borne by the company.

The above package of remuneration shall be treated as minimum remuneration in case of absence or inadequacy of profit."

2. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

The proposed revision in remuneration is in line with the industry standards for similar positions and is justified considering the following:

Performance: Mrs. Shweta Goel has demonstrated exceptional leadership and has significantly contributed to the Company's strategic initiatives and operational efficiencies.

Market Benchmarking: The revised remuneration is competitive and commensurate with the remuneration packages of similar positions in the industry.

Regulatory Compliance: The proposed remuneration is within the limits specified under Schedule V of the Companies Act, 2013, and necessary disclosures and approvals are being obtained.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to the revision of remuneration of Mrs. Shweta Goel (Whole-time Director), by way of Special Resolution.

Except Mrs. Shweta Goel, Mr. Gaurav Goel and Mr. Rakesh Kumar Goel, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 - Mrs. Shweta Goel (Item No.5 of Notice)

I. General Information:

1	Nature of industry	Our Company is engaged in multi-brand retail and retail selling as well as distribution of branded smart phones, IT hardware, software and allied accessories and services. Our Company also provides networking and security solution to our consumers. We commenced our business operations in year 1995.
2	Date or expected date of commencement of commercial production	The Company carries multi-brand retail and retail selling as well as distribution of branded smart phones, IT hardware, software and allied accessories and services business since its incorporation.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2023-2024, the Company made a turnover

		of INR 106423.68 Lakh and Profit of 809.62 Lakh after tax.
5	Foreign Investments or collaborations, if any	Not Applicable

II. Information about the appointee:

1	Background details	Mrs. Shweta Goel is the Whole-time Director and Promoter of our Company. She holds a bachelor's degree of Arts in English from Loretto College, Kolkata, in the year 1995. She has been associated with our Company since December 2, 2002 and was further re-designated as the Whole-time Director of our Company in 2017.
2	Past remuneration	5 Lakh per month
3	Recognition or awards	Past Member, Board of Governors of Calcutta International School, Past Area Chairperson of Ladies Circle India - Non Profit Organisation.
4	Job profile and his suitability	Mrs. Shweta Goel, Whole-time Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. She had successfully and in a sustained way contributed significantly towards growth in performance of the Company. She is actively involved in business strategy, business development functions of the Company.
5	Remuneration proposed	Details of remuneration proposed for approval of the Shareholders at this 29th Annual General Meeting of the Company are as provided in Item- 5 of this Explanatory Statement.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Remuneration of Mrs. Shweta Goel is as per the market standards.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Apart from Mr. Rakesh Kumar Goel, (Non-executive and Non-Independent Director) and Mr. Gaurav Goel (Managing Director), Mrs. Shweta Goel do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Information:

1	Reasons of loss or inadequate profits	Due to the trading nature of Business the gross profit is only 4%. The company has expanded its operations in north India, hence the operating expenses has been increased.
2	Steps taken or proposed to be taken for improvement	The company has decided to expand its retail operations and has already taken the initiative by increasing the number of Retail outlet to 30. Retail having better profitability will increase the profit ratio of the company.
3	Expected increase in productivity and profits in measurable terms	Target to increase the Retail outlet to 50 by FY 2025 and to improve profitability.

By Order of the Board
For LOGICA INFOWAY LIMITED
[Formerly: Eastern Logica Infoway Limited]



Priyanka Baid
(Company Secretary)

Place: Kolkata
Date: 15/07/2024

Registered Office:
2, Saklat Place, 1st Floor
Kolkata- 700072.
Email: gaurav.goel@logicainfoway.com
Website: www.easternlogica.com
Tel.: 033-4058 0000