



**Date: January 15, 2025**

**To,**  
The Manager,  
Listing Department,  
**BSE Limited**  
2nd Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai – 400 001

**Scrip Code: 543746**  
**ISIN: INE0BSU01018**

Dear Sir/Madam,

**Sub: Notice of the 01<sup>st</sup> Extra-Ordinary General Meeting for the Financial Year 2024-25, intimation of cut-off date and other matters.**

1. Pursuant to the provisions of Regulations 30 & 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith a copy of the Notice convening the 01<sup>st</sup> Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Thursday, February 6, 2025 at 12:30 p.m. through Video Conferencing ('VC') or other Audio - Visual Means ('OAVM') to transact the business as set forth in the notice of the meeting.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by the National Securities Depository Limited (the "NSDL").
3. The Company has fixed **Thursday, January 30, 2025** as the cut-off date for ascertaining the names of the Members, holding shares in dematerialised form, who will be entitled to cast their votes electronically from **Monday, February 3, 2025 (09:00 A.M. IST) to Wednesday, February 5, 2025 (05:00 P.M. IST)** in respect of business to be transacted at the aforesaid EGM.

The above information is also available on the website of the Company at [www.logicainfoway.com](http://www.logicainfoway.com).

Request you to kindly take the above information on records.

Thanking you,  
Yours faithfully,

**For LOGICA INFOWAY LIMITED**  
**[Formerly; Eastern Logica Infoway Limited]**

\_\_\_\_\_  
**Priyanka Gera**  
**Company Secretary & Compliance Officer**

**Encl.: as stated above**

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF LOGICA INFOWAY LIMITED (FORMERLY; EASTERN LOGICA INFOWAY LIMITED) WILL BE HELD ON THURSDAY, 6<sup>TH</sup> FEBRUARY, 2025 AT 12:30 P.M. THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO - VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**ITEM NO. 1 - To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION**

**To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association:**

**“RESOLVED THAT** pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 17,25,00,000 (Rupees Seventeen Crore Twenty-Five Lakh Only) divided into 1,72,50,000 (One Crore Seventy-Two Lakh Fifty Thousand) equity shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 27,50,000 (Twenty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and the new shares shall rank pari - passu with the existing shares.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

**V. The Authorised share capital of the company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each with the right privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such matter as may for the time being provided by the regulations of the Company. The rights of the preference shall be determined at the time of issue thereof.**

**RESOLVED FURTHER THAT** Mr. Gaurav Goel, Managing Director of the Company be and is hereby authorized to make application to the Registrar of Companies for registering the change and to sign and file forms and other documents with the Central Government (Registrar of Companies), to amend the Memorandum of Association and do all other acts, deeds, things and matters as are necessary to give effect to the above said resolution and to agree to such modifications, terms & conditions as may be directed by the Registrar of Companies and to modify the same accordingly as

are necessary or expedient in this regard.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to issue the certified copy of this resolution and amended copy of Memorandum of Association to the concerned parties as required from time to time.”

**ITEM NO. 2 - To consider and, if thought fit, to pass with or without modification the following resolution as a SPECIAL RESOLUTION**

**To alter the Article II (3) (Share Capital and Variation of Rights) of Article of Association of the Company:**

“**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any and the rules made there under, the consent of the members of the Company be and is hereby accorded to alter **Article II (3) (Share Capital and Variation of Rights)** of the Article of Association of the Company and new article shall be substituted as below:

*Article II (3) - Share Capital and Variation of Rights:*

3) Subject to the provisions of the Act and these Articles, the shares or any other securities in the capital of the Company shall be under the control of the Directors who may, with the sanction of the shareholders in General Meeting by means of a special resolution, offer and allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit by following the provisions of the Companies Act and other applicable provisions, if any.

**RESOLVED FURTHER THAT** Mr. Gaurav Goel, Managing Director of the Company be and is hereby authorized to make application to the Registrar of Companies for registering the change and to sign and file forms and other documents with the Central Government (Registrar of Companies), to amend the Articles of Association and do all other acts, deeds, things and matters as are necessary to give effect to the above said resolution and to agree to such modifications, terms & conditions as may be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to issue the certified copy of this resolution and amended copy of Articles of Association to the concerned parties as required from time to time.”

**ITEM NO. 3 - To consider and, if thought fit, to pass with or without modification the following resolution as a SPECIAL RESOLUTION**

**To approve the issuance of Equity Shares of the Company on preferential basis to Promoter/Promoter Group and Non-Promoters (Certain Identified Non-Promoter Group/Entities - Public Category)**

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(c) read with section 42 of the Companies Act, 2013, as amended (“Act”) and other applicable provisions of the Companies Act 2013 as amended (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued

under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the Equity Shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to issue, offer and allot **10,26,000 (Ten Lakh Twenty Six Thousand) fully paid up equity share of the company of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 232.30/- (Rupees Two Hundred Thirty Two and Thirty paise Only) per equity share including premium of Rs. 222.30/- (Rupees Two Hundred Twenty-Two and Thirty paise Only) per equity share (the “Preferential Allotment Price”) aggregating to the total Issue size of Rs. 23,83,39,800 (Rupees Twenty Three Crores Eighty Three Lakhs Thirty Nine Thousand Eight Hundred Only) to the Promoters /Promoter group and non-promoters (hereinafter referred to as the “Proposed Allottees”) as mentioned in the table below, by way of preferential issue of equity shares of the company (the “Preferential Issue”), payable through banking channels and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:**

Sr. No.	Name of the Proposed Allottees	Number of Equity Shares to be allotted	Subscription Amount (in Rs.)
<b><i>CATEGORY – PROMOTER/PROMOTER GROUP</i></b>			
1.	Gaurav Goel	21,600	50,17,680
2.	Shweta Goel	21,600	50,17,680
<b><i>CATEGORY – NON-PROMOTER</i></b>			
3	Deepak Kumar	10,200	23,69,460
4	Kadayam Ramanathan Bharat	21,600	50,17,680
5	Anjali Gupta	31,800	73,87,140
6	Himani H Shah	12,600	29,26,980
7	Jitendra Kantilal Vakharia	12,600	29,26,980
8	Veena Sudhir Shah	12,600	29,26,980
9	Prakash Kanayalal Vaghani	10,200	23,69,460
10	Rita Rajendra Shah	12,600	29,26,980
11	Mohamed Saabique	12,600	29,26,980
12	Nisha Ajit Sanghavi	10,200	23,69,460
13	Shubham Chaudhary	1,00,800	2,34,15,840
14	Deepak Jugalkishore Chokhani	10,800	25,08,840
15	Gurdeep Singh	10,800	25,08,840

16	Rushabh Kothari	34,200	79,44,660
17	Quarks Technosoft Private Limited	1,00,800	2,34,15,840
18	Indira Ashok Sanghavi	10,200	23,69,460
19	Harsimrit Kaur	36,600	85,02,180
20	Anil Himatlal Sanghvi	21,000	48,78,300
21	Keisha Baid	32,400	75,26,520
22	Niraj Mansingka	10,200	23,69,460
23	Manish Karwa	10,200	23,69,460
24	Malti Narendra Sampat	53,400	1,24,04,820
25	Desai R J	21,000	48,78,300
26	Rinku Sanjay Jain	85,800	1,99,31,340
27	Aman Mohan Kothari	12,000	27,87,600
28	Narayani Commodeal Private Limited	21,000	48,78,300
29	Tradelink Exim India Private Limited	42,600	98,95,980
30	Caravan Properties Private Limited	21,000	48,78,300
31	Anoop Kothari	43,200	1,00,35,360
32	Rahul Batra	25,800	59,93,340
33	Chopra Shipping Services LLP	12,000	27,87,600
34	StratBull Desk LLP	43,200	1,00,35,360
35	Amit Jain	10,800	25,08,840
36	Shilan Jayantilal Thaker	10,200	23,69,460
37	Sanjana Surendera Jain	12,600	29,26,980
38	Vineeth Kumar Anchalia	10,800	25,08,840
39	Vishal Kumar Anchalia	10,800	25,08,840
40	Mahesh Kumar Jalan	10,800	25,08,840
41	Rajeev Agarwal HUF	10,800	25,08,840
<b>Total</b>		<b>10,26,000</b>	<b>23,83,39,800</b>

**RESOLVED FURTHER THAT** in accordance with Chapter V of the SEBI (ICDR) Regulations, the ‘Relevant Date’ for determining the floor price for the Preferential Issue of the Equity Shares is Tuesday, January 7, 2025 the “Relevant Date”), being the date 30 (Thirty) days prior to this ensuing Extra-Ordinary General meeting of members of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be



allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.

- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Investors in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Investors inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the Investors through private placement offer cum application letter without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements,



agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

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

\_\_\_\_\_  
**Priyanka Gera**  
**Company Secretary & Compliance Officer**

**Place: Kolkata**  
**Date: 15/01/2025**

**Registered Office:**  
2, Saklat Place, 1st Floor,  
Kolkata- 700072.

**NOTES:**

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
2. Pursuant to the Circular No.09/2023 dated September 25,2023 read together with Circular No.11/2022 dated December 28, 2022, 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 (the “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD2 /CIR /P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 7, 2023 issued by the Securities and Exchange Board of India (the “SEBI Circulars”) permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EGM of the Company is being held through VC / OAVM and the Members can attend and participate in the ensuing EGM through VC/OAVM.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting. Since the EGM is being held through VC/OAVM, the Route Map, Attendance Slip, and proxy form are not attached to this Notice.
4. The facility of participation at the EGM through VC/OAVM will be made available for all the Members and they can join the EGM 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.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 as aforesaid, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 will be provided by NSDL.
7. The Notice calling the EGM has been uploaded on the website of the Company at [www.logicainfoway.com](http://www.logicainfoway.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting. Bottom of Form
10. As all the shares of the company are held in dematerialized form, members are requested to quote their client ID number and their DPID number in all the correspondence with the company.
11. The Company has designated an exclusive email address, [investor.relations@logicainfoway.com](mailto:investor.relations@logicainfoway.com) to enable members to post their grievances and monitor their redressal. Any member having any grievance may post the same to the said email address for quick redressal.
12. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of the PAN Card to the Registrar and Share Transfer Agent in case of transfer of shares, deletion of name, transmission of shares, and transposition of shares. Shareholders are requested to furnish a copy of the PAN card for all the above-mentioned transactions.
13. The Board of Directors, in their meeting held on January 14, 2025, have appointed **CS Amit Kumar, Practicing Company Secretary – Partner at M/s Kumar Goel & Associates**, to act as Scrutinizer for conducting the voting and e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The result declared, along with the report of the Scrutinizer, shall be placed on the website of the Company, [www.logicainfoway.com](http://www.logicainfoway.com) and on the website of the RTA and the results shall simultaneously be communicated to the Stock Exchange.
15. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Thursday, January 30, 2025**.
16. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the notice and holds shares as of the cut-off date, i.e., **Thursday, January 30, 2025**, may obtain the login ID and password by sending a request to the Issuer/RTA.
17. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attend the EGM.
18. A member may participate in the EGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

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

The remote e-voting period **begins on Monday, February 3, 2025 (09:00 A.M. IST) and ends on Wednesday, February 5, 2025 (05:00 P.M. IST)**. 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 **cut-off date i.e. Thursday, January 30, 2025**, may cast their vote electronically during remote e-voting period and during the EGM. 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.

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending</li> </ol>

	<p>OTP on registered Mobile &amp; 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 &amp; 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 CSAMITKARN@GMAIL.COM with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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 EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM 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](mailto:cs@logicainfoway.com)). The same will be replied by the company suitably.

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

---

**Priyanka Gera****Company Secretary & Compliance Officer****Place: Kolkata****Date: 15/01/2025****Registered Office:**2, Saklat Place, 1st Floor,  
Kolkata- 700072.

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned in the Notice:

**Item No. 1:****To increase the Authorised Share Capital of the Company and consequential amendment in the Capital clause in the Memorandum of Association:**

The Company is in requirements of funds for accelerating the business growth, to augment the long-term financial resources of the Company and for working capital requirement in business. Therefore, to meet the requirements of fund, the Board of Directors at its meeting held on Tuesday, January 14, 2025 considered and approved issuance of equity shares of the company, on a preferential basis to the to the persons belonging to Promoter/Promoters group and Non-Promoters (Certain Identified Non-Promoter Group/Entities - Public Category) (the “proposed allottees”) subject to the approval of Shareholders in the ensuing Extra-ordinary General Meeting.

As the paid up share capital cannot be more than the authorised share capital, thus the Company has to first increase its Authorised Share Capital. At present, the Authorised Share Capital of (the “Company”) is Rs. 17,25,00,000/- (Rupees Seventeen Crore Twenty-Five Lakh Only) divided into 1,72,50,000 (One Crore Seventy-Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and the Paid up capital of the Company is Rs. 17,10,40,140/- (Rupees Seventeen Crore Ten Lakh Forty Thousand One Hundred Forty Only) divided into 1,71,04,014 (One Crore Seventy-One Lakh Four Thousand and Fourteen) Equity Shares of Rs. 10/- (Rupees Ten) each. Hence, it is required to increase the Authorised Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each, by creation of additional 27,50,000 (Twenty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and the new shares, as and when issued, shall rank pari - passu with the existing shares.

Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 17,25,00,000/- (Rupees Seventeen Crore Twenty-Five Lakh Only) divided into 1,72,50,000 (One Crore Seventy-Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for increasing the Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company by way of passing a Ordinary Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing an Ordinary Resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

**Item No. 2:****To alter the Article II (3) (Share Capital and Variation of Rights) of Article of Association of the Company:**

The Board of Directors of the Company at its meeting held on Tuesday, January 14, 2025 considered and proposed to issue equity shares of the company, on a preferential basis to the to the persons belonging to Promoter/Promoters group and Non-Promoters (Certain Identified Non-Promoter Group/Entities - Public Category) (the “proposed allottees”) subject to the approval of Shareholders in the ensuing Extra-ordinary General Meeting.

The current Articles of Association (AOA) of the company do not include a specific provision mandating the requirement of approval of shareholders, for the issuance of equity shares, under any prescribed mode in accordance with the applicable provisions of the Companies Act, 2013. In light of the company’s intention to issue equity shares under preferential issue, subject to the approval of Shareholders in the ensuing Extra-ordinary General Meeting, it has become necessary to amend and incorporate this power in the AOA.

The proposed alteration will ensure that any issuance of equity shares by the company, in future, will be subject to the approval of the shareholders, in compliance with applicable provisions of the Companies Act, 2013 and other legal requirements.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

**Item No. 3:****To approve the issuance of Equity Shares of the Company on preferential basis to Promoter/Promoter Group and Non-Promoters (Certain Identified Non-Promoter Group/Entities - Public Category)**

The equity shares of Logica Infoway Limited (Formerly, Eastern Logica Infoway Limited) (“the company”) are listed on BSE Limited – SME Platform since January 17, 2023. Over the past two years, the Company has performed significantly well both in terms of profit and business.

The Company will issue and allot 10,26,000 (Ten Lakh Twenty Six Thousand) fully paid up Equity Shares of the company of face value of Rs. 10/- (Rupees Ten) on a preferential basis to the "Proposed Allottees" in the proposed issuance. The equity shares will be issued at a price of Rs. 232.30/- (Rupees Two Hundred Thirty Two and Thirty paise Only) per share, to be subscribed in cash through banking channels, in accordance with the provisions of the SEBI ICDR Regulations.

The salient features, along with the disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Companies Act, 2013, are set out below:

**1. Objects of the Preferential Issue:**

The proceeds from the Preferential Issue shall be used, inter alia towards Capital Expenditure for business expansion, Working Capital Requirements and General Corporate Purposes including issue



expenses and such other purpose(s) as may be permissible under applicable laws as follows:

Sr. No.	Description of Object	Estimated Amount (in INR Crores)	Reason for Providing Broad Range (if applicable)	Tentative Timeline for Utilisation of Issue Proceeds	Mode in which Funds will be Kept until Utilisation
1.	Capital expenditure	3,81,34,368	NA	FY 2024-25 & FY 2025-26	Funds will be kept in Bank Account with scheduled commercial banks
2.	Working Capital	14,77,70,676			
3.	General Corporate Purpose and Issue Expenses	5,24,34,756			

*Estimation may vary by +/- 10%.*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any unforeseen factors, the remaining Issue Proceeds shall be utilized in subsequent periods in a manner determined by the Board, in compliance with applicable laws. This may involve rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure, as deemed necessary by the Board, subject to compliance with applicable laws.

The Company is not required to appoint any credit rating agency for monitoring of the issue proceeds as per the SEBI ICDR Regulations.

**2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The Resolution set out in the accompanying notice authorizes the Board for the issuance of 10,26,000 (Ten Lakh Twenty Six Thousand) equity shares at an issue price of Rs. 232.30/- (Rupees Two Hundred Thirty Two and Thirty paise Only) per equity shares aggregating to a total Issue size of **Rs. 23,83,39,800 (Rupees Twenty Three Crores Eighty Three Lakhs Thirty Nine Thousand Eight Hundred Only)** to the Promoters /Promoter group and non-promoters. This issue price is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, based on the Relevant Date (as set out below).

**3. Post-Issue Paid-up Capital:**

The proposed post issue paid up capital of the company will be Rs. 18,13,00,140/- (Rupees Eighteen

Crores Thirteen Lakhs One Hundred and Forty Only) divided into 1,81,30,014 (One Crore Eighty-One Lakhs Thirty Thousand and Fourteen) Equity Shares of Rs. 10/- (Rupees Ten) each.

#### **4. Relevant Date:**

The 'Relevant Date' as per the ICDR Regulations for the determination of the minimum price for the Equity Shares to be issued is fixed as Tuesday, January 7, 2025, which is 30 days prior to the date of this Extraordinary General Meeting.

#### **5. Basis or justification for the price (including the premium, if any) has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, and there is allotment of more than 5%, therefore, the provisions of Regulation 164 and Regulation 166A has been considered for determining the floor price in accordance with the SEBI ICDR Regulations as calculated herewith.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs. 232.30/- per Equity Share;
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited ('BSE') preceding the Relevant Date: i.e. Rs. 220.19/- per Equity Share.

Further, the highest trading volume during the 90 trading days has been recorded on BSE. Therefore, the for the purpose of price calculation BSE has been considered.

In accordance with the provisions enshrined as per Articles of Association of the Company has undertaken a report on valuation of Equity shares from Mr. Hitesh Jhamb, an Independent Registered Valuer (Reg No. IBBI/RV/11/2019/12355) dated January 11, 2025 and the price arrived is Rs. 232.30/- (Rupees Two Hundred Thirty-Two and Thirty paise Only).

Pursuant to the provisions of Regulation 166 A of ICDR Regulations, the shares of Company are listed for a period more than 90 days and allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, therefore, the provisions of Regulation 166A are applicable on the Company.

A copy of the report issued by the Registered Valuer is available on the website of the Company at [www.logicainfoway.com](http://www.logicainfoway.com)

#### **6. The price or price band at/within which the allotment is proposed:**

The price per Equity Share to be issued is fixed at Rs. 232.30/- (Rupees Two Hundred Thirty-Two and Thirty paise Only) per equity shares comprising of face value of Rs.10/- (Rupees Ten only) each at a premium of Rs. 222.30/- (Rupees Two Hundred Twenty-Two and Thirty paise Only) per equity share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

#### **7. Principal terms of Assets charged as securities: Not Applicable**

**8. Material terms of issue of Equity Shares on Preferential basis:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**9. Intention/ Contribution of promoters/ directors/ key managerial personnel to subscribe to the issue:**

Sr. No.	Name of the Proposed Allottee	Number of Equity Shares to be allotted	Investment Amount (in Rs.)
<b><i>CATEGORY – PROMOTER/PROMOTER GROUP</i></b>			
1.	Gaurav Goel	21,600	50,17,680
2.	Shweta Goel	21,600	50,17,680

**10. Proposed time schedule within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of Equity Shares except proportionate increase/reduction of shareholding of the Promoter and Promoter Group to the extent of new shares allotted.

**12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Not Applicable**
**13. Name and address of valuer who performed valuation:**

Particulars	Details
Name	Mr. Hitesh Jhamb
Address	270 A, First Floor, Patparganj, Mayur Vihar-I, New Delhi- 110091
Registration Number	Reg No. IBBI/RV/11/2019/12355

**14. Name and address of Monitoring Agency: Not Applicable**
**15. Amount which the Company intends to raise by way of such securities:**

Aggregating upto Rs. 23,83,39,800/- (Rupees Twenty Three Crores Eighty Three Lakhs Thirty Nine Thousand Eight Hundred Only).

**16. The class or classes of persons to whom the allotment is proposed to be made:**

Please refer “Annexure – A1” to this Notice for details.

**17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable****18. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

**19. Listing of Securities:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**20. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:**

Please refer “Annexure – A2” to this Notice for details.

**21. Undertaking:**

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Proposed Allottees have confirmed that:
  - they has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date;

- they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable)

## 22. Certificate:

As required in Regulation 163(2) of the SEBI ICDR Regulations, a certificate from CS Naval Thakur (Membership No. ACS 44392), a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations has been obtained.

A copy of the certificate is available on the website of the Company at [www.logicainfoway.com](http://www.logicainfoway.com)

## 23. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by:

Please refer “Annexure – A2” to this Notice for details.

## 24. Other Disclosures:

- a) The Company is in compliance with continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- b) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- c) In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company, as increased as per item no.1 of this notice.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 3 for the approval of the Members by way of passing a Special Resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

### By Order of the Board

For LOGICA INFOWAY LIMITED

[Formerly; Eastern Logica Infoway Limited]

\_\_\_\_\_  
Priyanka Gera

Company Secretary & Compliance Officer

Place: Kolkata

Date: 15/01/2025



**ANNEXURE A1**  
**Name of Proposed Allottees and Number of Shares allotted**

Sr. No.	Name of the Proposed Allottee	Number of Equity Shares to be allotted	Investment Amount (in Rs.)
<b><i>CATEGORY – PROMOTER/PROMOTER GROUP</i></b>			
1.	Gaurav Goel	21,600	50,17,680
2.	Shweta Goel	21,600	50,17,680
<b><i>CATEGORY – NON-PROMOTER</i></b>			
3	Deepak Kumar	10,200	23,69,460
4	Kadayam Ramanathan Bharat	21,600	50,17,680
5	Anjali Gupta	31,800	73,87,140
6	Himani H Shah	12,600	29,26,980
7	Jitendra Kantilal Vakharia	12,600	29,26,980
8	Veena Sudhir Shah	12,600	29,26,980
9	Prakash Kanayalal Vaghani	10,200	23,69,460
10	Rita Rajendra Shah	12,600	29,26,980
11	Mohamed Saabique	12,600	29,26,980
12	Nisha Ajit Sanghavi	10,200	23,69,460
13	Shubham Chaudhary	1,00,800	2,34,15,840
14	Deepak Jugalkishore Chokhani	10,800	25,08,840
15	Gurdeep Singh	10,800	25,08,840
16	Rushabh Kothari	34,200	79,44,660
17	Quarks Technosoft Private Limited	1,00,800	2,34,15,840
18	Indira Ashok Sanghavi	10,200	23,69,460
19	Harsimrit Kaur	36,600	85,02,180
20	Anil Himatlal Sanghvi	21,000	48,78,300
21	Keisha Baid	32,400	75,26,520
22	Niraj Mansingka	10,200	23,69,460
23	Manish Karwa	10,200	23,69,460
24	Malti Narendra Sampat	53,400	1,24,04,820
25	Desai R J	21,000	48,78,300
26	Rinku Sanjay Jain	85,800	1,99,31,340
27	Aman Mohan Kothari	12,000	27,87,600
28	Narayani Commodeal Private Limited	21,000	48,78,300
29	Tradelink Exim India Private Limited	42,600	98,95,980
30	Caravan Properties Private Limited	21,000	48,78,300
31	Anoop Kothari	43,200	1,00,35,360
32	Rahul Batra	25,800	59,93,340
33	Chopra Shipping Services LLP	12,000	27,87,600
34	StratBull Desk LLP	43,200	1,00,35,360
35	Amit Jain	10,800	25,08,840
36	Shilan Jayantilal Thaker	10,200	23,69,460
37	Sanjana Surendera Jain	12,600	29,26,980
38	Vineeth Kumar Anchalia	10,800	25,08,840
39	Vishal Kumar Anchalia	10,800	25,08,840
40	Mahesh Kumar Jalan	10,800	25,08,840

41	Rajeev Agarwal HUF	10,800	25,08,840
<b>Total</b>		<b>10,26,000</b>	<b>23,83,39,800</b>

**ANNEXURE A2**
**Shareholding Post allotment of securities- outcome of the subscription**

S r. N o.	Name of the Proposed Allottee	Ultimate Beneficial Owner	Pre-Issue Shareholding		Issue of Equity Shares (Present Issue)	Post-Issue Shareholdings	
			No. of Shares	% of share holding		No. of Shares	% of share hold ing
<b>A. CATEGORY – PROMOTER/PROMOTER GROUP</b>							
1	Gaurav Goel	NA	31,12,794	18.20%	21,600	31,34,394	17.29%
2	Shweta Goel	NA	20,96,892	12.26%	21,600	21,18,492	11.68%
<b>B. CATEGORY – NON-PROMOTER</b>							
3	Deepak Kumar	NA	0	0.00%	10,200	10,200	0.06%
4	Kadayam Ramanathan Bharat	NA	25200	0.15%	21,600	46,800	0.26%
5	Anjali Gupta	NA	3600	0.02%	31,800	35,400	0.20%
6	Himani H Shah	NA	0	0.00%	12,600	12,600	0.07%
7	Jitendra Kantilal Vakharia	NA	0	0.00%	12,600	12,600	0.07%
8	Veena Sudhir Shah	NA	600	0.00%	12,600	13,200	0.07%
9	Prakash Kanayalal Vaghani	NA	0	0.00%	10,200	10,200	0.06%
10	Rita Rajendra Shah	NA	3000	0.02%	12,600	15,600	0.09%
11	Mohamed Saabique	NA	0	0.00%	12,600	12,600	0.07%
12	Nisha Ajit Sanghavi	NA	0	0.00%	10,200	10,200	0.06%
13	Shubham Chaudhary	NA	600	0.00%	1,00,800	1,01,400	0.56%
14	Deepak Jugalkishore Chokhani	NA	0	0.00%	10,800	10,800	0.06%
15	Gurdeep Singh	NA	2400	0.01%	10,800	13,200	0.07%
16	Rushabh Kothari	NA	0	0.00%	34,200	34,200	0.19%
17	Quarks Technosoft Private Limited	Vipin Kumar Vindal	64800	0.38%	1,00,800	1,65,600	0.91%
18	Indira Ashok Sanghavi	NA	0	0.00%	10,200	10,200	0.06%
19	Harsimrit Kaur	NA	0	0.00%	36,600	36,600	0.20%
20	Anil Himatlal Sanghvi	NA	0	0.00%	21,000	21,000	0.12%
21	Keisha Baid	NA	0	0.00%	32,400	32,400	0.18%
22	Niraj Mansingka	NA	0	0.00%	10,200	10,200	0.06%
23	Manish Karwa	NA	0	0.00%	10,200	10,200	0.06%
24	Malti Narendra	NA	0	0.00%	53,400	53,400	0.29%

	Sampat						
25	Desai R J	NA	0	0.00%	21,000	21,000	0.12%
26	Rinku Sanjay Jain	NA	0	0.00%	85,800	85,800	0.47%
27	Aman Mohan Kothari	NA	0	0.00%	12,000	12,000	0.07%
28	Narayani Commodeal Private Limited	Abhishek Agarwal & Manju Agarwal	0	0.00%	21,000	21,000	0.12%
29	Tradelink Exim India Private Limited	Anil Raika	0	0.00%	42,600	42,600	0.23%
30	Caravan Properties Private Limited	Abhishek Agarwal & Manju Agarwal	0	0.00%	21,000	21,000	0.12%
31	Anoop Kothari	NA	0	0.00%	43,200	43,200	0.24%
32	Rahul Batra	NA	0	0.00%	25,800	25,800	0.14%
33	Chopra Shipping Services LLP	Vikram Singh Chopra & Jagat Singh Chopra	0	0.00%	12,000	12,000	0.07%
34	StratBull Desk LLP	Vivek Gujrani & Ayush Surana	0	0.00%	43,200	43,200	0.24%
35	Amit Jain	NA	0	0.00%	10,800	10,800	0.06%
36	Shilan Jayantilal Thaker	NA	0	0.00%	10,200	10,200	0.06%
37	Sanjana Surendera Jain	NA	0	0.00%	12,600	12,600	0.07%
38	Vineeth Kumar Anchalia	NA	0	0.00%	10,800	10,800	0.06%
39	Vishal Kumar Anchalia	NA	0	0.00%	10,800	10,800	0.06%
40	Mahesh Kumar Jalan	NA	0	0.00%	10,800	10,800	0.06%
41	Rajeev Agarwal HUF	NA	0	0.00%	10,800	10,800	0.06%

**Notes:**

1. There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.



2. The Pre-Issue Capital has been taken as the Paid-up and Listed Capital as on Relevant date i.e 1,71,04,014 Equity Shares of Rs. 10/- each for the calculation of Pre-Preferential shareholding of allottees.
3. The post-issue capital is derived on the assumption that 10,26,000 Equity Shares proposed to be allotted in the present issue will be so allotted and accordingly the post issue capital after this preferential issue will be 1,81,30,014 Equity Shares of face value of Rs. 10/- each.

**By Order of the Board**

**For LOGICA INFOWAY LIMITED**

**[Formerly; Eastern Logica Infoway Limited]**

---

**Priyanka Gera**

**Company Secretary & Compliance Officer**

**Place: Kolkata**

**Date: 15/01/2025**