

**NOTICE OF 30TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT 30TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF LOGICA INFOWAY LIMITED [FORMERLY: EASTERN LOGICA INFOWAY LIMITED] WILL BE HELD ON THURSDAY, SEPTEMBER 25, 2025 AT 12:30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”), AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2 SAKLAT PLACE, 1ST FLOOR, KOLKATA– 700072 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE BALANCE SHEET, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON
2. TO RE-APPOINT MR. RAKESH KUMAR GOEL (DIN: 00320923), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

SPECIAL BUSINESS:

3. TO PLACE THE PCS CERTIFICATE FROM M/S. NAVAL THAKUR AND ASSOCIATES, PRACTICING COMPANY SECRETARY, DATED JANUARY 15, 2025 CERTIFYING COMPLIANCE WITH THE PROVISIONS OF CHAPTER V – PREFERENTIAL ISSUE OF SEBI (ICDR) REGULATIONS, 2018.

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

“RESOLVED THAT pursuant to the provisions of the **Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) - Chapter V – Preferential Issue**, the members of the Company hereby take note of, approve and ratify the certificate dated January 15, 2025, issued by M/s. Naval Thakur and Associates, Practicing Company Secretary, certifying compliance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018, in relation to the preferential issue of shares approved by the Members at the Extra-Ordinary General Meeting of the Company held on February 06, 2025.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

4. TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pursuant to recommendations

of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the appointment of **M/s. Vaskar Das & Associates, Practicing Company Secretaries, Kolkata (Mem. No. 9311 & PCS No. 4467)**, who have confirmed holding a valid Peer Review Certificate issued by the Institute of Company Secretaries of India, as the Secretarial Auditors of the Company for a first term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30, at a remuneration of Rs. 10,000/- (Rupees Ten Thousand Only) plus applicable taxes and reimbursement of reasonable, actual out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Company Secretary of the Company be and are hereby empowered to finalise and vary the terms and conditions of appointment, including remuneration, and to take such steps as may be necessary or expedient to give effect to this resolution.”

5. TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH SPECIFIED RELATED PARTIES FOR FY 2025-26

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), SEBI Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2025/95 dated June 26, 2025 prescribing *Industry Standards on minimum information to be provided for Related Party Transactions*, the Company’s Policy on Related Party Transactions, and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to enter into/continue to enter into transactions, contracts, arrangements or agreements with the following Related Parties during the financial year 2025–26, which may exceed the materiality threshold of ₹50 Crore, whether individually and/or when aggregated with previous transactions, in the ordinary course of business and on an arm’s length basis, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party(ies), up to the maximum limits as specified below:

Name of Related Party	Proposed Limit (₹ in crore)
Sonartari Tradelink Private Limited	300.00
Himadri Dealcom Private Limited	150.00
Logica Systems & Peripherals Private Limited	60.00

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

For LOGICA INFOWAY LIMITED

[Formerly; Eastern Logica Infoway Limited]

Sd/-

Priyanka Gera

Company Secretary & Compliance Officer

Place: Kolkata

Date: 29/08/2025

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 pertaining to Special Businesses, is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM of the Company is being held through VC / OAVM and the Members can attend and participate in the ensuing AGM 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 AGM. 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 AGM through VC/OAVM and cast their votes through e-voting. Since the AGM is being held through VC/OAVM, the Route Map, Attendance Slip, and proxy form are not attached to this Notice.
4. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on **Friday, August 29, 2025**.
5. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company 2, Saklat Place, 1st Floor, Kolkata – 700 072, which shall be the deemed venue of the AGM.
6. The facility of participation at the AGM through VC/OAVM will be made available for all the Members and they 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.
7. 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.
8. In terms of the provisions of Section 152 of the Act, Mr. Rakesh Kumar Goel , liable to retire by rotation at the Meeting, Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (“SS-2”) as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation /seeking appointment / re-appointment at this Meeting are provided in the “**Annexure to the Notice**”.
9. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

10. 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 www.logicainfoway.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars issued from time to time.
12. 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.
13. As all the shares of the company are held in dematerialized form Book closure is not required. Members are requested to quote their client ID number and their DPID number in all the correspondence with the company.
14. The Company has designated an exclusive email address, 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.
15. 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.
16. The Board of Directors, in their meeting held on Friday, August 29, 2025 have appointed **CS Altab Uddin Kazi (M. No.: FCS-12581 and CP No.: 27662), Proprietor, Altab Kazi and Associates, Company Secretaries** 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 AGM, 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 AGM, 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.
17. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.logicainfoway.com, the website of the Registrar & Transfer Agent, the website of NSDL www.evoting.nsdl.com, and simultaneously communicated to the Stock Exchange i.e., BSE Limited www.bseindia.com.
18. 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 for FY 2024-25 are being sent only through electronic mode to those Members who have registered their e-mail address with the Company or with the Depositories.



19. 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., **Friday, September 19, 2025**, may obtain the login ID and password by sending a request to the Issuer/RTA.
20. 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 AGM.
21. A member may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
22. 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., **Friday, September 19, 2025**.
23. The remote e-voting period will commence on **Monday, September 22, 2025, at 9:00 A.M. and end on Wednesday, September 24, 2025, at 5:00 P.M.** Upon closure, the e-voting module shall be disabled by NSDL. Once a vote is cast, it cannot be changed subsequently.
24. 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
25. Special window: The Securities and Exchange Board of India (SEBI) has mandated that securities of listed company can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form. Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, decided to open a special window for a period of six months, from 7th July, 2025 to 6th January, 2026 only for re-lodgement of transfer deeds, which were lodged prior to April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/ or otherwise. Eligible shareholders are requested to contact the Company's Registrar and Transfer Agent ('RTA') i.e., M/s. KFin Technologies Limited at easternlogica.ip@kfintech.com, Tel: +91 40 6716 2222 or the Company at cs@logicainfoway.com for further assistance.
26. The AGM proceedings will be available on BSE Limited www.bseindia.com and also be made available on the Company's website at www.logicainfoway.com

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

The remote e-voting period **begins on Monday, September 22, 2025 (09:00 A.M. IST) and ends on Wednesday, September 24, 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 **record date (cut-off date) i.e. Friday, September 19, 2025**, may cast their vote electronically during remote e-voting period and during the AGM. 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 **Friday, September 19, 2025**.

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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. 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <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 fcsaltabkazi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 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 businesses 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 **5:30 p.m. (IST) on Friday, September 19, 2025** 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.

By Order of the Board

For LOGICA INFOWAY LIMITED

[Formerly; Eastern Logica Infoway Limited]

Sd/-

Priyanka Gera

Company Secretary & Compliance Officer

Place: Kolkata

Date: 29/08/2025

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. 3:

TO PLACE THE PCS CERTIFICATE FROM M/S. NAVAL THAKUR AND ASSOCIATES, PRACTICING COMPANY SECRETARY, DATED JANUARY 15, 2025 CERTIFYING COMPLIANCE WITH THE PROVISIONS OF CHAPTER V – PREFERENTIAL ISSUE OF SEBI (ICDR) REGULATIONS, 2018.

The Members of the Company had, at the Extra-Ordinary General Meeting (“EGM”) held on February 06, 2025, approved the preferential issue of shares. In terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), a certificate from a Practicing Company Secretary (“PCS”) certifying compliance with the applicable provisions of the ICDR Regulations is required to be placed before the shareholders at the meeting considering the preferential issue.

The Company had duly obtained the certificate from *M/s. Naval Thakur and Associates, Practicing Company Secretary*, dated January 15, 2025. However, due to an inadvertent oversight, the said certificate was not placed before the Members at the abovementioned EGM.

It may be noted that the certificate was already submitted to BSE Limited as part of the *In-Principle Approval* and *Listing Application* for the preferential issue and is also available on the Company’s website at the following link:

To comply with the requirements in both letter and spirit, the said certificate is now being placed before the Members for their ratification at this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in Item No. 3 of the accompanying Notice for approval of the Members as an **Ordinary Resolution**.

Item No. 4:

TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

Members may note that pursuant to the provisions of Section 204 of the Companies Act, 2013 and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed company is required to annex with its Board’s Report a Secretarial Audit Report issued by a Practicing Company Secretary.

The Board of Directors of the Company had earlier appointed M/s. Vaskar Das & Associates, Practicing Company Secretaries, Kolkata, as the Secretarial Auditors of the Company for FY 2024-25. They have issued their Secretarial Audit Report, which is annexed to the Board’s Report as part of the Annual Report.

SEBI, vide its notification dated December 12, 2024, amended the Listing Regulations to mandate that the appointment of Secretarial Auditors requires the approval of shareholders, in addition to approval by the Board of Directors. Further, such Secretarial Auditors must be peer-reviewed company secretaries and free from any disqualifications as specified by SEBI.

In line with the amended requirements, the Board of Directors, at its meeting held on May 30, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Vaskar Das & Associates, Practicing Company Secretaries, Kolkata (Mem. No. 9311 & PCS No. 4467) as the Secretarial Auditors of the Company for a first term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members.

M/s. Vaskar Das & Associates, led by Mr. Vaskar Das (FCS, PCS), has been in full-time practice as a Company Secretary since 2001, providing services in corporate law, due diligence, secretarial audits, and compliance management. The firm has handled assignments for reputed companies including Howrah Mills Ltd., Bharat Jute Ltd., Maithan Ispat Ltd., Danieli India Ltd., Sika India Pvt. Ltd., GTPL, and Logica Infoway Ltd. Mr. Das brings over three decades of professional experience, having previously served in senior finance and secretarial roles with Burn Standard Co. Ltd., AMRI, and Skol Breweries Ltd. The firm has extensive experience in conducting secretarial audits, handling NCLT/IBC matters, and providing statutory certifications under various corporate laws.

M/s. Vaskar Das & Associates has further confirmed that they hold a valid Peer Review Certificate issued by the Institute of Company Secretaries of India, are not disqualified from being appointed as Secretarial Auditors, and have no conflict of interest with the Company.

The remuneration payable for FY 2025-26 is proposed at Rs. 10,000/- (Rupees Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses. In addition to the Secretarial Audit, the Company may also obtain from the Secretarial Auditors various certifications required under applicable laws, which will be remunerated separately on mutually agreed terms.

The Board of Directors (or any officer duly authorised by the Board) shall be empowered to alter, vary, or revise the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in Item No. 4 of the accompanying Notice for approval of the Members as an **Ordinary Resolution**.

Item No. 5:

6. TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH SPECIFIED RELATED PARTIES FOR FY 2025-26

The Securities and Exchange Board of India ("SEBI"), vide its **SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025** dated March 28, 2025, introduced new provisions relating to Related Party Transactions ("RPTs"), applicable to SME-listed entities with effect from April 1, 2025.

Under the amended framework, a transaction with a related party is considered *material* if the transaction(s), either individually or when aggregated with previous transactions during a financial year, exceed **₹50 Crore or 10% of the annual consolidated turnover of the listed entity**, whichever is lower, based on the last audited financial statements.

Further, SEBI, vide its **Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93** dated **June 26, 2025**, has prescribed "**Industry Standards on minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions**", effective from **September 1, 2025**.

Accordingly, listed entities are required to disclose standardized information in their explanatory statement

to shareholders while seeking approval for material related party transactions.

In line with the above regulatory framework and considering the business operations of the Company, the Audit Committee at its meeting held on August 29, 2025, reviewed and recommended omnibus approval for certain repetitive RPTs that are in the ordinary course of business and on an arm's length basis. The Board of Directors, after considering the recommendations of the Audit Committee, approved the proposal, subject to approval by the Members of the Company.

Accordingly, approval of the Members is being sought to enable the Company to enter into transactions/contracts/arrangements with the following Related Parties, up to the limits specified below, during FY 2025-26:

Name of Related Party	Proposed Limit (₹ in crore)
Sonartari Tradelink Private Limited	300.00
Himadri Dealcom Private Limited	150.00
Logica Systems & Peripherals Private Limited	60.00

Disclosures as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 (Industry Standards)

Particulars	Related Party Details		
Name of Related Party	Sonartari Tradelink Pvt Ltd	Himadri Dealcom Pvt Ltd	Logica Systems & Peripherals Pvt Ltd
Name of Director(s) / KMP(s) related	Mr. Gaurav Goel & Mrs. Shweta Goel	Mr. Gaurav Goel & Mrs. Shweta Goel	Mr. Gaurav Goel & Mrs. Shweta Goel
Nature of relationship	Promoters and Directors of the Company	Promoters and Directors of the Company	Promoters and Directors of the Company
Nature, material terms, and particulars of the contract/arrangement	Purchase & Sale of Mobiles, Smart phones, Tablets & IT products at arm's length price. There is no specific duration of contract and the contract take place as and when situation arises at fair market value.	Purchase & Sale of Mobiles, Smart phones, Tablets & IT Products at arm's length price. There is no specific duration of contract and the contract take place as and when situation arises at fair market value.	Purchase & Sale of Mobiles, Smart phones, Tablets & IT Products at arm's length price. Rent & reimbursement of expenses. There is no specific duration of contract and the contract take place as and when situation arises at fair market value.
Value of proposed transactions / limit for FY 2025-26	₹300 Cr	₹150 Cr	₹60 Cr
% of Company's annual consolidated turnover	2.70%	1.35%	0.54%

Particulars	Related Party Details		
Tenure of the transaction	FY 2025-26	FY 2025-26	FY 2025-26
Whether in ordinary course of business and at arm's length	Yes	Yes	Yes
Justification for the transaction	<ul style="list-style-type: none"> • Procurement & trading of mobiles, smartphones, tablets & IT products for operations; ensures timely supply at prevailing market prices. 	<ul style="list-style-type: none"> • Purchase and sale of IT hardware, networking equipment, and related peripherals, required for Company's projects; • ensures cost efficiency and operational continuity 	<ul style="list-style-type: none"> • Supports operational and infrastructure needs through purchase/sale of IT products at fair market value. • Rent and expense reimbursements on arm's length basis, as and when required (no fixed duration).
Audit Committee and Board Approval	Yes	Yes	Yes
Any other relevant information	N.A.	N.A.	N.A.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Gaurav Goel, Mrs. Shweta Goel (to the extent of their shareholding/interest in the entities concerned) and Mr. Rakesh Kumar Goel (related directly/indirectly) are deemed to be concerned or interested in this resolution.

The Board of Directors recommends the resolution set out at Item No. 5 for approval of the Members as an **Ordinary Resolution**.

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

Sd/-
Priyanka Gera
Company Secretary & Compliance Officer

Place: Kolkata
Date: 29/08/2025

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

“Annexure to the Notice”

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

[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings]

As required by Regulation 36(3) 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 30th Annual General Meeting, are given below:

Mr. Rakesh Kumar Goel

Name of Director	Rakesh Kumar Goel
Designation	Non-Executive Non-Independent Director
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 Re-appointment	25/09/2025
No. of Equity Share held in the Company	15,000
Disclosure of relationships between directors inter-se	Kumar Goel is the father of Mr. Gaurav Goel Chairman & Managing Director and Father in-law of Mrs. Shweta Goel Whole-time 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