



**EASTERN LOGICA INFOWAY LTD.**

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web:www.easternlogica.com  
CIN:U30007WB1995PLC073218

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF EASTERN LOGICA INFOWAY LIMITED WILL BE HELD ON SATURDAY, 10TH FEBRUARY, 2024 AT 2:00 P.M AT 2 SAKLAT PLACE, 1<sup>ST</sup> FLOOR WEST BENGAL 700072 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 SPECIAL RESOLUTION:

**Change of Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company:**

“RESOLVED THAT pursuant to the provisions of (a) Section 4, 5, 13, 14 and 15 and 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 any other applicable laws rules, regulations, circulars, notifications and guidelines, the provisions of Memorandum and Articles of Association of the company and Security and Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations, 2015 as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, consent of the Members of the Company be and is hereby accorded to change the name of the Company from ‘Eastern Logica Infoway Limited’ to ‘Logica Infoway Limited’ and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause 1 thereof:

“The name of the Company is Logica Infoway Limited.”

RESOLVED FURTHER THAT the name “Eastern Logica Infoway Limited” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Logica Infoway Limited” upon approval of the same by the Central Government if applicable or by Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Gaurav Goel (DIN: 00432340), Managing Director of the Company be and is hereby authorized to make application to the Registrar of Companies for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) 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 a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies)."

**ITEM NO. 2 - 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 Authorised Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakh) equity shares of Rs. 10/- each to 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 by creation of additional 1,42,50,000 (One Crore Forty-Two Lakh Fifty Thousand Only) equity shares of Rs. 10/- each."

**"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 17,25,00,000 (Rupees Seventeen Crore Twenty-Five Lakh only) divided into 1,72,50,000 Equity shares of Rs. 10/- (Rupee 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.**

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

**To approve the issuance of bonus shares**

**“RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, 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) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue upto 1,42,53,345 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 14,25,33,450/- (Rupees Fourteen Crore Twenty-Five Lakh Thirty-Three Thousand Four Hundred and Fifty Only), as bonus shares to the shareholders out of the Securities Premium Account.”

**“RESOLVED FURTHER THAT:**

- a. The bonus issue of shares will be made in the ratio of 5:1 [i.e. 5 (Five) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- c. Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the shareholders.
- d. No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- e. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Director 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 EASTERN LOGICA INFOWAY LIMITED**



**PRIYANKA BAID  
(COMPANY SECRETARY & COMPLIANCE OFFICER)**

**Place: Kolkata  
Date: 17/01/2024**

**Registered Office:**

2, Saklat Place, 1st Floor  
Kolkata- 700072.  
Email: gaurav@easternlogica.com  
Website: [www.easternlogica.com](http://www.easternlogica.com)  
Tel.: 033-4058 0000

**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. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representative to attend an Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. and 1.00 p.m. up to the date of an Extraordinary General Meeting.
5. The Notice of the Extraordinary General Meeting along with Proxy Form and Attendance Slip, are being sent by electronic mode to all members whose email addresses are registered with the Company/ RTA/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforementioned documents are being sent by the permitted mode.
6. The Board of Directors of the Company has appointed Mr. Suprabhat Chakraborty (Certificate of Practice No. 15878), Practicing Company Secretary as Scrutinizer for conducting the voting process of remote e-voting and e-voting during EGM in a fair and transparent manner. The Scrutinizer shall submit his / her report, to the Chairman or any person authorized by him, on the voting in favour or against, if any, within two working days from the conclusion of the Meeting. The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting shall be placed on the website of the Company at <https://www.easternlogica.com/general-meeting/>. The results shall simultaneously be communicated to the Stock Exchanges.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
8. Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Registrar/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
9. The proxy form MGT-11, has been attached to this notice.
10. The instrument appointing the proxy, in order to be valid and effective must be deposited at the Registered Office of the Company duly filled, stamped and signed, not less than 48 (Forty-Eight) hours before the scheduled time of commencement of the EGM.

11. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.

The Register of Members of the Company shall remain closed from Saturday, February 03, 2024 to Saturday, February 10, 2024 both days inclusive).

12. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.

**E-voting facility:**

- The remote e-voting period will begin on Wednesday, February 7, 2024 at 9:00 a.m. and will end on Friday, February 9, 2024 at 5:00 p.m. During this period members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., February 1, 2024 may exercise their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- A person whose name is recorded in the register of members or in the beneficial owners maintained by depositories as on the cut-off date i.e., February 1, 2024 shall be entitled to avail the facility of remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of shares held in dematerialised form) as on the cut-off date i.e., February 1, 2024.
- A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on February, 7th, 2024 at 9:00 A.M. and ends on February, 9th, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. February 1st 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being February 1st 2024.

### **How do I vote electronically using NSDL e-Voting system?**

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





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting 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:

<b>Type of shareholders</b>	<b>Login Method</b>
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 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 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</li></ol>

	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. 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; align-items: center;">   </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. 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 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</li> </ol>



	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.

**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 and 022 - 2499 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 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **suprabhat cs08@yahoo.com** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to **pritamd@nsdl.com** at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@easternlogica.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@easternlogica.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 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.

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 1,2 & 3 of the accompanying Notice dated 17th January, 2024.

**Item No. 1:**

**To Change name of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company:**

The Members are requested to note that the Board of Directors of the Company on January 17, 2024, approved change of name of the Company from 'Eastern Logica Infoway Limited' to 'Logica Infoway Limited' and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company.

The proposed name 'Logica Infoway Limited' has been duly approved and made available by the Central Registration Centre, Registrar of Companies, vide its approval letter dated January 7, 2024 and the same shall be valid for a period of 60 days from January 7, 2024.

As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company.

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company is available for physical inspection by Members of the Company at 2 Saklat Place, 1st Floor Kolkata- 700072 during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

The Board recommends that the resolution set forth in Item No. 1 for the approval of Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, has any concern or interest, financial or otherwise, in the proposed resolution.

**Item No. 2:**

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

At present the Authorised Share Capital of the Company is 3,00,00,000 (Rupees Three Crore) divided into 30,00,000 (Thirty Lakh) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 2,85,06,690 (Rupees Two Crore Eighty-Five Lakh Six Thousand Six Hundred and Ninety) divided into 28,50,669 (Twenty-Eight Lakh Fifty Thousands Six Hundred and Sixty-Nine) equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on Wednesday, January 17, 2024 have recommended the issuance of bonus shares in the ratio of 5:1 [i.e. 5 (Five) fully paid up equity shares for every 1 (One) equity shares held] if the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 1,42,53,345 paid up equity shares shall be allotted to the member's post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be Rs. 17,10,40,140/- (Seventeen Crore Ten Lakh Forty Thousand One Hundred Forty) which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from Rs. 3,00,00,000/- Crore (Three Crore) to Rs. 17,25,00,000 Crore (Seventeen Crore Twenty-Five Lakh) by creation of additional 1,42,50,000 (One Crore Forty-Two Lakh and Fifty Thousand) equity shares of Rs. 10/- each. 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. 3,00,00,000/- Crore (Three Crore) to Rs. 17,25,00,000 Crore (Seventeen Crore Twenty-Five Lakh).

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

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 an Ordinary Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

**Item No. 3:**

As you all are aware that the Company's shares have been listed on SME platform of BSE Ltd since January 17, 2023. Over the year, the Company has performed significantly well both in terms of profit and business. As on March 31, 2023 total free reserves and surplus of the Company is Rs. 50.33 crore including Security Premium Account of Rs. 29.19 crore. With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Wednesday, January 17, 2024 have proposed to issue bonus shares at the ratio of 5:1 [i.e. 5 (Five) fully paid up equity shares for every 1 (One) equity shares held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

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.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

By Order of the Board  
For EASTERN LOGICA INFOWAY LIMITED



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**PRIYANKA BAID**  
**(COMPANY SECRETARY & COMPLIANCE OFFICER)**

Place: Kolkata  
Date: 17/01/2024

**Registered Office:**  
2, Saklat Place, 1st Floor  
Kolkata- 700072.  
Email: [gaurav@easternlogica.com](mailto:gaurav@easternlogica.com)  
Website: [www.easternlogica.com](http://www.easternlogica.com)  
Tel.: 033-4058 0000

**Form No. MGT-11,  
Proxy Form**  
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the  
Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on 2 Saklat Place, 1<sup>ST</sup> Floor, Kolkata, West Bengal 700072 IN, on Saturday 10th February 2024 at 2:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	To Change the Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company.		
2	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association		
3	To approve the issuance of bonus shares		

**\*Applicable for investors holding shares in Electronic form.**

Signed this \_\_\_ day of \_\_ 2024

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

**Affix  
Revenue  
Stamps**

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



## **EASTERN LOGICA INFOWAY LIMITED**

REGD OFFICE :2, Saklat Place, 1<sup>st</sup> Floor Kolkata-700072

Email: gaurav@easternlogica.com Website: www.easternlogica.com

Telephone No. 033-4058 0000

CIN: U30007WB1995PLC073218

### **ATTENDANCE SLIP**

(Full name of the members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. No. \_\_\_\_\_ of shares held:

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the **EASTERN LOGICA INFOWAY LIMITED** AT 2 Saklat Place, 1<sup>st</sup> Floor, Kolkata, West Bengal 700072 IN, on Saturday 10th February 2024 at 2:00 P.M.

**(Member's /Proxy's Signature)**

Note:

- 1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 2) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

## EASTERN LOGICA INFOWAY LIMITED

REGD OFFICE :2, Saklat Place, 1<sup>st</sup> Floor Kolkata-700072  
Email: gaurav@easternlogica.com Website: www.easternlogica.com  
Telephone No. 033-4058 0000  
CIN: U30007WB1995PLC073218

### POLLING PAPER (FORM NO.MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company: EASTERN LOGICA INFOWAY LIMITED</b> <b>Registered Office: 2 Saklat Place, 1<sup>st</sup> Floor, Kolkata-700072.</b> <b>CIN: U30007WB1995PLC073218</b>		
<b>BALLOT PAPER</b>		
Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

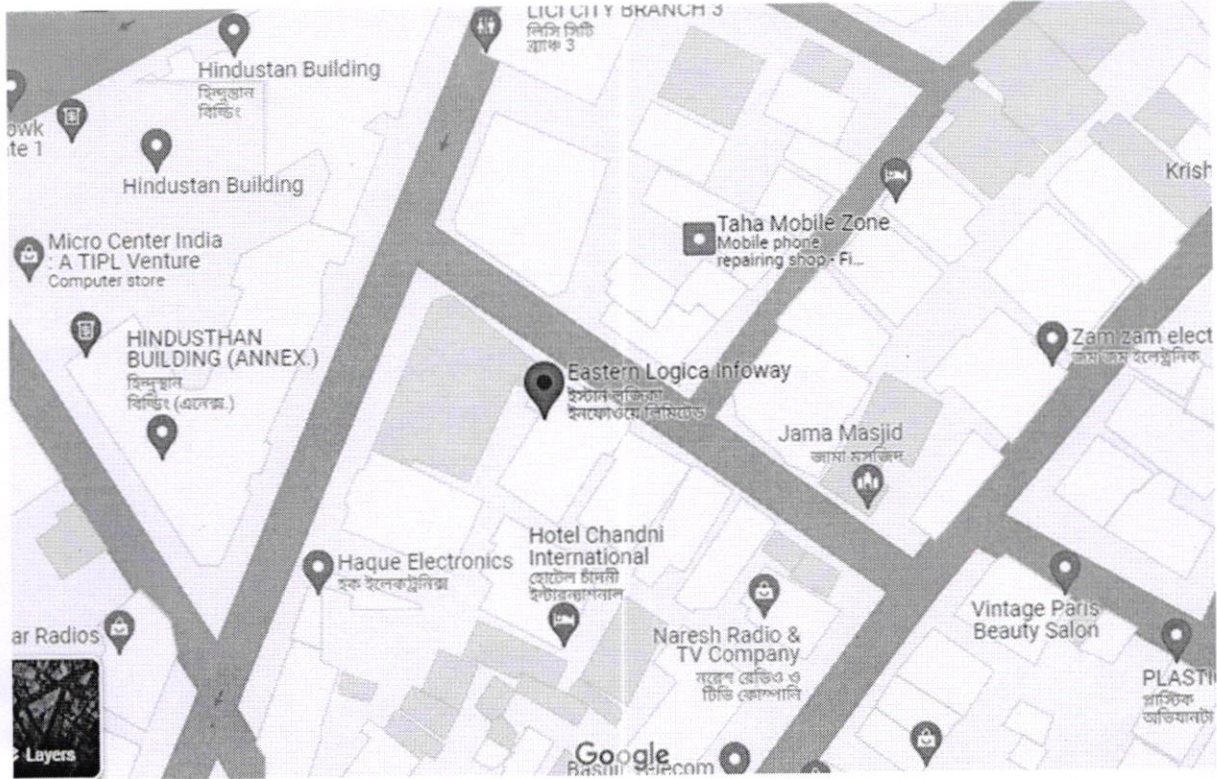
Sl. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1	To Change the Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company.				
2	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association				
3	To approve the issuance of bonus shares				

Place: Kolkata

Date:

(Signature of the shareholder)  
(\*as per Company records)

## ROAD MAP FOR VENUE OF THE EGM



### VENUE OF EGM

2 Saklat Place, 1<sup>st</sup> Floor, Kolkata, West Bengal 700072.