

16th May, 2025

BSE Limited

Dept. of Corporate Services,
14th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai – 400001, Maharashtra
Scrip Code: 538891 / Scrip ID: M CLOUD

National Stock Exchange of India Limited

Dept. of Corporate Services,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai– 400051, Maharashtra
Symbol: M CLOUD / Series: EQ

Sub: Notice of Extra – Ordinary General Meeting (“EOGM”) of the Company through Video Conferencing/Other Audio Visual Means.

We would like to inform you that the Extraordinary General Meeting of the Company is scheduled on Tuesday, June 10, 2025 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No.10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 to transact the above business.

The Notice of the Extraordinary General Meeting of the Company is attached herewith, the same is also available on the website of the Company i.e. www.magellanic-cloud.com

The schedule of the EOGM is set out below:

EVENT	DATE	TIME
Cut-off date to vote on EGM resolutions	June 03, 2025	N.A.
Commencement of e-voting	June 07, 2025	9.00 A.M.
End of e-voting	June 09, 2025	5.00 P.M.
EOGM Date	June 10, 2025	12.00 P.M.

We request you to kindly take a note of the above.

Thanking You,

Yours faithfully,

FOR MAGELLANIC CLOUD LIMITED

JOSEPH SUDHEER REDDY THUMMA
(MANAGING DIRECTOR)
DIN: 07033919

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MAGELLANIC CLOUD LIMITED WILL BE HELD ON TUESDAY, 10TH JUNE, 2025 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT 12.00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

Item No. 1: Acquisition of Controlling Stake in Finoux Solutions Private Limited by way of swap of Equity Shares through Preferential Allotment.

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

“RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c), 186 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) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), the equity listing agreement entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”** and collectively with BSE referred to as **“Stock Exchanges”**) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and the Reserve Bank of India (**“RBI”**) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company (**“Members”**) be and is hereby accorded, to authorize, create, issue, offer and allot, upto 46,72,000 (Forty Six Lakhs Seventy Two Thousand) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two) per Equity Share at an Issue Price of Rs. 75/- per Equity Share (Rupees Seventy Five Only) including a premium of Rs. 73/- per Equity Share (Rupees Seventy Three) amounting to Rs. 35,04,00,000/- (Rupees Thirty Five Crores Four Lakhs only) on preferential allotment basis to the below mentioned persons being the Promoters of Finoux Solutions Private Limited (**‘FSPL’**), (CIN: U72900MH2013PTC239235) for consideration other than cash i.e. in lieu of acquisition of their 100% stake in the Equity Shares of Finoux Solutions Private Limited (FSPL) through swapping of Shares of the Company as detailed below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of Proposed Allottees	%age of stake in FSPL offered for acquisition	No. of Shares of FSPL proposed to be transferred to Magellanic Cloud Limited (“the Company”)	No. of Shares of Magellanic Cloud Limited proposed to be allotted for the acquisition of FSPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category- Non Promoter				
1.	Sanjay Sarkar	34%	3,400	15,88,480	Sanjay Sarkar
2.	Runa Shah	23%	2,300	10,74,560	Runa Shah
3.	Praveen Nair	23%	2,300	10,74,560	Praveen Nair
4.	Pankaj Maste	20%	2,000	9,34,400	Pankaj Maste
	Total	100%	10,000	46,72,000	

RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 9th May, 2025 to consider the proposed preferential issue of Equity Shares.
- ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT any Directors of the Company or KMP of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

By Order of the Board of Directors

Sd/-

Joseph Sudheer Reddy Thumma

Managing Director

DIN: 07033919

Date: 12th May, 2025

Place: Hyderabad

Notes:

1. 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/ CFD-PoD-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 EGM/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, Extra Ordinary General Meeting (“EGM”) shall be conducted through VC / OAVM on **Tuesday, 10th June, 2025 at 12.00 p.m.** The deemed venue for the EGM shall be the Registered Office of the Company situated at 6th Floor, Dallas Center, 83/1, Plot No. A1, Knowledge City, Rai Durg, Hyderabad- 500032, Telangana.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose authorized representatives are intending to attend the Meeting through VC/OAVM are requested to send, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting at helpdesk.evoting@cdslindia.com or compliance@magellanic-cloud.com

4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to compliance@magellanic-cloud.com
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
10. The Notice of EGM will be placed on the Company's website www.magellanic-cloud.com
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. NICHE TECHNOLOGIES PRIVATE LIMITED, Unit: Magellanic Cloud Limited. (Share Transfer Agent) at 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 01, West Bengal. Tel: 033-2280 6616/17/18; Fax: 033-2280 6616, Web Site: www.nichetechpl.com , e-mail: nichetechpl@nichetechpl.com in case the shares are held in physical form.
12. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
13. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 9th May, 2025 will receive the Notice of EGM through electronic mode only pursuant to General circular No. 1712020 dated 13th April, 2020.
14. Electronic copy of the EGM Notice is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrar and Share Transfer Agent of the Company for communication purposes. In case any member is desirous of obtaining hard copy of the EGM Notice, may send request to the Company's e-mail address at compliance@magellanic-cloud.com mentioning Folio No./DP ID and Client ID.
15. Information and other instructions relating to e-voting are as under:
 - a. 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 MCA Circulars the Company is providing 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a

member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- b. The Members 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. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- c. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility.
- d. The Board of Directors of the Company at their meeting held on 12th May, 2025 has appointed Mr. Deep Shukla, (Membership No. FCS 5652) of M/s. Deep Shukla & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e., 3rd June, 2025.
- f. 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, i.e., 3rd June, 2025 only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- g. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.magellanic-cloud.com. The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 10th June, 2025.
- i. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

16. The instructions for shareholders for Remote e- voting and e-voting during EGM and joining meeting through VC/OAVM are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The voting period begins on 7th June, 2025 at 9.00 A.M. and ends on 9th June, 2025 at 5.00 P.M.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd June, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its

shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Magellanic Cloud Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at deepsoffice@gmail.com and to the Company at the email address viz; compliance@magellanic-cloud.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@magellanic-cloud.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes

cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company at compliance@magellanic-cloud.com / RTA at nichetechpl@nichetechpl.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

17. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

18. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling EGM has been uploaded on the website of the Company at www.magellanic-cloud.com . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

19. Investor Grievance Redressal: - The Company has designated an e-mail id compliance@magellanic-cloud.com to enable investors to register their complaints, if any.

20. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By Order of the Board of Directors
Sd/-

Joseph Sudheer Reddy Thumma
Managing Director
DIN: 07033919

Date: 12th May, 2025
Place: Hyderabad

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1: Acquisition of Stake in Finoux Solutions Private Limited by way of swap of Equity Shares through Preferential Allotment.

The Board of the Directors of the Company at its meeting held on 12th May, 2025 have entered into a Share Purchase Agreement with Mr. Sanjay Sarkar, Ms. Runa Shah, Mr. Praveen Nair and Mr. Pankaj Maste (hereinafter referred to as “Sellers”), the existing promoters and shareholders of the Target Company *namely* Finoux Solutions Private Limited (‘FSPL’/ ‘the Target Company’), wherein the Company has agreed to acquire 100% stake of the Sellers in the Shareholding of the Target Company against the purchase consideration of 46,72,000 Equity Shares in the Company to be issued and allotted to the Sellers through Preferential allotment.

Accordingly, the Board of Directors of your Company has passed the Board Resolution to issue and allot 46,72,000 Equity Shares of Face Value of Rs. 2/- (Rupees Two) each at a Price of Rs. 75/- each including a premium of Rs. 73/- each aggregating to Rs. 35,04,00,000/- on preferential basis to the Sellers in proportion to their respective shareholding in the Finoux Solutions Private Limited for consideration other than cash (i.e. in lieu of acquisition of Sellers 100% stake in Finoux Solutions Private Limited).

Finoux Solutions Private Limited (“FSPL”) incorporated under the Companies Act, 1956 (CIN: U72900MH2013PTC239235) on 3rd January, 2013 and is having its Registered Office at Finoux Solutions, 1st Floor, Unique Mechanical works, Plot No-36A, Mahal Industrial Est, Off. Mahakali Caves Road, Andheri East, Mumbai, Maharashtra 400093. FSPL is leading financial technology company dedicated to driving digital transformation in the banking, financial services, and insurance (BFSI) sector. Established in 2013 and headquartered in Mumbai, India, Finoux has carved a niche as a trusted technology partner for financial institutions. The company offers cutting-edge solutions that empower businesses to modernize their operations, enhance customer engagement, and achieve digital excellence. Finoux serves clients across six global markets and impacts more than 30 million end-users daily. The company’s extensive portfolio includes innovative solutions in Invest-Tech, Fintech, and digital transformation, positioning it as a key player in the financial technology ecosystem.

Pursuant to the above acquisition, Magellanic Cloud Limited (“the Company”) will become Holding Company of FSPL subject to necessary statutory/ regulatory approvals.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares:

Sr. No.	Name of Proposed Allottees	%age of stake in FSPL offered for acquisition	No. of Shares of FSPL proposed to be transferred to Magellanic Cloud Limited (“the Company”)	No. of Shares of Magellanic Cloud Limited proposed to be allotted for the acquisition of FSPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category- Non Promoter				
1.	Sanjay Sarkar	34%	3,400	15,88,480	Sanjay Sarkar
2.	Runa Shah	23%	2,300	10,74,560	Runa Shah
3.	Praveen Nair	23%	2,300	10,74,560	Praveen Nair
4.	Pankaj Maste	20%	2,000	9,34,400	Pankaj Maste
	Total	100%	10,000	46,72,000	

2. Objects of the preferential issue:

The proposed issue of 46,72,000 Equity Shares of Rs. 2/- each on Preferential allotment basis at an Issue Price of Rs. 75/- each amounting to Rs. 35,04,00,000/- is being made for consideration other than cash with the object of acquiring 100% of the issued, subscribed and paid up equity share capital of FSPL from the existing promoters of FSPL namely, Mr. Sanjay Sarkar, Ms. Runa Shah, Mr. Praveen Nair and Mr. Pankaj Maste (*collectively referred to as “Sellers”*). Following is the Equity Share Capital Structure of FSPL as on the date of this notice:

Category	No. of Equity Shares	Shareholding (%)
Promoter (A)	10,000	100.00
Non Promoter (B)	0	0.00
Total (C) = (A)+(B)	10,000	100.00

Subject to the necessary statutory approvals, Magellanic Cloud Limited will acquire 10,000 Equity Shares (100%) stake of FSPL from the Sellers as mentioned above, i.e. the Promoters and Shareholders of FSPL in consideration of which Preferential Allotment of 46,72,000 Equity Shares of Magellanic Cloud Limited would be made to Sellers as mentioned above (Promoters and Shareholders of FSPL) **not** belonging to Promoters/ Promoter Group of the Company i.e. swap of Equity Shares of both the Companies (*i.e. 46,72,000 Equity Shares of Magellanic Cloud Limited will be issued and allotted, for 10,000 Equity Shares collectively held by the Sellers in Finoux Solutions Private Limited*).

Pursuant to the above acquisition, Magellanic Cloud Limited (“the Company”) will become Holding Company of FSPL subject to necessary statutory/ regulatory approvals.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue up to 46,72,000 Equity Shares of Rs. 2/- each at a price of Rs. 75/- each including premium of Rs. 73/- each on preferential basis for consideration other than cash i.e. swap of Equity shares of both the companies (*i.e. 46,72,000 Equity Shares of Magellanic Cloud Limited will be issued and allotted, for 10,000 Equity Shares collectively held by the Sellers in Finoux Solutions Private Limited*).

4. Pricing/ Basis on which the price of the Preferential Issue has been arrived at:

- A] The Preferential Issue is for consideration other than cash i.e. through swap of shares. Accordingly, as required under Regulation 163 (3) of Chapter V of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares of Magellanic Cloud Limited and Finoux Solutions Private Limited has been done by Ravi Ashok Kumar Jain, IBBI Registered Valuer being an Independent Registered Valuer to enable the Companies to determine the swap ratio of Equity Shares of both the Companies vide Valuation Report dated 9th May, 2025. Accordingly, the Fair Value of Equity Shares of Magellanic Cloud Limited is Rs. 68.73/- each and the Fair Value of Equity Shares of Finoux Solutions Private Limited is Rs. 43,800/- each. The Valuation Report so obtained from the Independent Registered Valuer is available in the “Investors” tab on the website of the Company at the following link: www.magellanic-cloud.com
- B] The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as “Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 on BSE. The Equity Shares of the Company are listed on NSE on 7th February, 2025. However, since the listing on NSE has occurred recently and does not satisfy the prescribed period of “240 trading days” preceding the Relevant Date, the equity shares do not qualify as “frequently traded” on NSE. Further, it is relevant to note that the highest trading volume during the preceding 90 Trading days prior to the Relevant Date has been observed on NSE, post listing of Equity Shares on NSE. However, for the purposes of determining the pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, BSE is considered the **stock exchange with frequently traded shares** as per Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Accordingly, in terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price shall not be less than higher of the following:
- Rs. 65.39/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - Rs. 68.73/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 68.73/- each.
- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 68.73/- each (Face Value of Rs. 2/- each + Premium of Rs. 66.73/- each).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. 75/- each (Face Value Rs. 2/- each + Premium Rs. 73/- each). Further, the Board of the Directors of the Company have considered the Fair Value of Equity Shares of Finoux Solutions Private Limited as Rs. 43,800/- each for the purpose of swapping of shares.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 9th May, 2025.

(Please note that 11th May, 2025 (Sunday) being the date 30 days prior to 10th June, 2025 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 9th May, 2025 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.)

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

The proposed preferential allotment of Equity Shares is made to Individuals belonging to Non-Promoters category.

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	10,91,72,480	18.68	10,91,72,480	18.53
	Bodies corporate	-	0.00	-	0.00
	Sub-total	10,91,72,480	18.68	10,91,72,480	18.53
2	<u>Foreign Promoters</u>	23,15,41,120	39.62	23,15,41,120	39.31
	Sub-total (A)	34,07,13,600	58.30	34,07,13,600	57.84
B	Non-promoters' holding				
	<u>Institutional investors</u>	27,70,153	0.47	27,70,153	0.47
	<u>Non-institution</u>				

	Private corporate bodies, Partnership Firm & LLP	1,02,06,407	1.75	1,02,06,407	1.73
	Indian public & HUF	17,85,83,735	30.56	18,32,55,735	31.11
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	5,21,21,225	8.92	5,21,21,225	8.85
	Sub-total (B)	24,36,81,520	41.70	24,83,53,520	42.16
C	Non Promoter & Non Public	-	0.00	-	0.00
	GRAND TOTAL	58,43,95,120	100.00	58,90,67,120	100.00
* As on 9th May, 2025					

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue (After issue of 46,72,000 Equity Shares)	
		No of shares held	% of share holding		No of shares held	% of share holding
Category- Non Promoters						
Sanjay Sarkar	Sanjay Sarkar	585	0.00	15,88,480	15,89,065	0.27
Runa Shah	Runa Shah	0	0.00	10,74,560	10,74,560	0.18
Praveen Nair	Praveen Nair	1,010	0.00	10,74,560	10,75,570	0.18
Pankaj Maste	Pankaj Maste	5,000	0.00	9,34,400	9,39,400	0.16

*As on 9th May, 2025

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Sanjay Sarkar	Non-Promoter	Non-Promoter
2.	Runa Shah	Non-Promoter	Non-Promoter

3.	Praveen Nair	Non-Promoter	Non-Promoter
4.	Pankaj Maste	Non-Promoter	Non-Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2025 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: The Company is issuing Equity Shares to Proposed Allottees on preferential basis for consideration other than cash and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of acquisition of 10,000 Equity Shares (100%) stake of Finoux Solutions Private Limited by the Company. Considering the valuation report, Board of directors of the Company has approved and passed the resolution for issue of 46,72,000 Equity Shares at price of Rs. 75/- each against 10,000 Equity Shares of Finoux Solutions Private Limited to the Sellers of Finoux Solutions Private Limited.

16. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done by Ravi Ashok Kumar Jain, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/04/2019/12615) having its Office at E6-404, Happy Home Heights CHS Ltd., Poonam Gardens, Mira Bhayander Road, Mira Road (East), Thane- 401107.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Deep Shukla, (Membership No. FCS 5652), of M/s. Deep Shukla & Associates, Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 10th June, 2025. This certificate is also placed on the "Investors" tab on the website of the Company at the following link: www.magellanic-cloud.com

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

- i. The Company is issuing below mentioned shares to the proposed allottees in exchange of their below mentioned shareholding in the Target Company i.e. Finoux Solutions Private Limited at an Issue Price of Rs. 75/- each including Premium of Rs. 73/- each:

Sr. No.	Name of Proposed Allottees	No. of Shares of FSPL proposed to be transferred to Magellanic Cloud Limited (“the Company”)	No. of Shares of Magellanic Cloud Limited proposed to be allotted for the acquisition of FSPL Shares
1.	Sanjay Sarkar	3,400	15,88,480
2.	Runa Shah	2,300	10,74,560
3.	Praveen Nair	2,300	10,74,560
4.	Pankaj Maste	2,000	9,34,400
Total		10,000	46,72,000

- ii. The Equity Shares being issued and allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 46,72,000 Equity Shares of Face Value of Rs. 2/- each at an issue price of Rs. 75/- each including premium of Rs. 73/- each on preferential basis for consideration other than cash.

Date of passing Board Resolution for aforesaid Preferential Issue is 12th May, 2025.

24. Amount which the company intends to raise by way of such securities:

The Equity Shares are being issued and allotted for a consideration other than cash as a part of the consideration payable for the acquisition as mentioned above.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities: Not Applicable

27. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Date: 12th May, 2025
Place: Hyderabad

By Order of the Board of Directors
Sd/-
Joseph Sudheer Reddy Thumma
Managing Director
DIN: 07033919