

June 25, 2026

Bombay Stock Exchange Limited,
Dept. of Corporate Services,
14th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai - 400001
Scrip Code: 538891/Scrip ID: M CLOUD

National Stock Exchange of India Ltd.,
Dept. of Corporate Services,
Exchange Plaza, Bandra- Kurla Complex,
Bandra (East), Mumbai - 400051
Symbol: M CLOUD/Series: EQ

Sub: Outcome of the meeting of the Board of Directors of Magellanic Cloud Limited (the "Company") held on June 25, 2026

Ref: Prior Intimation dated June 18, 2026

Respected Sir/Madam,

With reference to the captioned subject, we wish to inform you that the Board of the Directors of the Company at their meeting held today i.e., **Thursday, June 25, 2026** has inter alia considered and approved the following:

1. Increase of aggregate ceiling from 10% to 24% with respect to the investment by Non-Resident Indians (Repatriable) and Overseas Citizens of India subject to the approval of members in the Extra Ordinary General Meeting and appropriate authorities.
2. Subject to the approval of the members in the Extra Ordinary General Meeting and appropriate authorities, the Board has decided to issue and allot 3,74,28,573 Equity Shares of the Company to the Non- Promoters and 12,67,00,000 Convertible Warrants of the Company to Promoter/Promoter Group and Non-Promoters on a Preferential Basis towards raising of additional capital by the Company pursuant to Section 42, 62 of the Companies Act, 2013 and as per the SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018 ["SEBI (ICDR) Regulations, 2018"] attached as **Annexure 1**
3. Provision of loan/guarantee/security upto Rs. 150,00,00,000 (Rupees Hundred and Fifty Crores only) each under Section 185 of the Companies Act, 2013, subject to the approval of members in the Extra Ordinary General Meeting to subsidiaries of the Company namely:
 - MCRA Y Xtend India Private Limited
 - Scandron Private Limited
 - Motivity Labs Private Limited
4. Draft Notice for convening the Extra Ordinary General Meeting (EGM) for above purpose.
5. An Extra Ordinary General Meeting of the Company to be convened on **Friday, July 24, 2026**, through Video Conferencing/ Other Audio-Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) to transact the above business.
6. Cut-off date for determining the eligibility to vote by electronic means for the purpose of Extra Ordinary General Meeting shall be **Friday, July 17, 2026**.
7. The Scheme of Amalgamation of IVIS International Private Limited ("Transferor Company"), with Magellanic Cloud Limited ("Transferee Company"), under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), attached as **Annexure 2**

The Appointed Date of the Scheme of Merger is April 1, 2026.

Since all Shares in the Share Capital of the Transferor Company are held by the Transferee Company and the Transferee Company, being the holding company, cannot issue or allot any shares to itself, no new shares whatsoever shall be issued by the Transferee Company in consideration of the amalgamation. The Scheme is subject to necessary statutory and regulatory approvals, including sanction by the Hon'ble National Company Law Tribunal under Sections 230 and 232 of the Companies Act, 2013.

The Scheme is proposed to the advantage of the Transferor Company and the Transferee Company and will yield beneficial results for the shareholders, creditors, employees, and all concerned.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, are Annexed.

The meeting commenced at 05:00 P.M. (IST) and concluded at 05:45 P.M. (IST).

The same will also be made available on the website of the Company i.e. www.magellanic-cloud.com

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,

For Magellanic Cloud Limited

Sameer Rajkumar Lalwani
Company Secretary & Compliance Officer
Membership no. 57275

Encl: a/a

Sr. No.	Particulars	Disclosure																																																		
i.	Type of securities proposed to be issued (viz. Equity shares, convertibles etc.)	Equity Shares and Convertible Warrants																																																		
ii.	Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment																																																		
iii.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	The Company will issue and allot 3,74,28,573 Equity Shares at an issue price of Rs. 30/- each (Face Value of Rs. 2/- each at a Premium of Rs. 28/- each) aggregating to the amount of Rs. 112,28,57,190/- to Non-Promoters and 12,67,00,000 Convertible Warrants at an issue price of Rs. 30/- each (to be converted into Equity Shares having Face Value of Rs. 2/- each at a Premium of Rs. 28/- each) aggregating to the amount of Rs. 380,10,00,000/- to Promoter/Promoter Group and Non-Promoters.																																																		
iv.	Number of the Investors	42																																																		
v.	Names of the Investors	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Proposed Allottees</th> <th>Category (Promoter/ Non Promoter)</th> <th>No. of Equity Shares proposed to be allotted</th> <th>No. of Convertible warrants proposed to be allotted</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Amit Agrwal</td> <td>Non Promoter</td> <td>17,85,714</td> <td>0</td> </tr> <tr> <td>2</td> <td>Saroj Agrwal</td> <td>Non Promoter</td> <td>17,85,714</td> <td>0</td> </tr> <tr> <td>3</td> <td>Vishal Joshi</td> <td>Non Promoter</td> <td>10,71,429</td> <td>0</td> </tr> <tr> <td>4</td> <td>Vema Reddy Vikram</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> <tr> <td>5</td> <td>Nvvsd Phani</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> <tr> <td>6</td> <td>Vangala Reddy</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> <tr> <td>7</td> <td>Vangala Sudhakar Reddy</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> <tr> <td>8</td> <td>Gangadhar Reddy</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> <tr> <td>9</td> <td>Bharat Kumar Reddy Vangala</td> <td>Non Promoter</td> <td>7,14,286</td> <td>0</td> </tr> </tbody> </table>	Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Non Promoter)	No. of Equity Shares proposed to be allotted	No. of Convertible warrants proposed to be allotted	1	Amit Agrwal	Non Promoter	17,85,714	0	2	Saroj Agrwal	Non Promoter	17,85,714	0	3	Vishal Joshi	Non Promoter	10,71,429	0	4	Vema Reddy Vikram	Non Promoter	7,14,286	0	5	Nvvsd Phani	Non Promoter	7,14,286	0	6	Vangala Reddy	Non Promoter	7,14,286	0	7	Vangala Sudhakar Reddy	Non Promoter	7,14,286	0	8	Gangadhar Reddy	Non Promoter	7,14,286	0	9	Bharat Kumar Reddy Vangala	Non Promoter	7,14,286	0
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Sr. No.	Particulars	Disclosure				
10	Ramswami Reddy	Non Promoter	7,14,286	0		
11	Gopa Veerasai	Non Promoter	17,85,714	0		
12	Priti Anuj Badjate	Non Promoter	5,00,000	0		
13	Badjate Stock Broking Private Limited	Non Promoter	5,00,000	0		
14	Kivaan Global LLP	Non Promoter	2,50,00,000	0		
15	Manjula Thumma	Promoter Group	0	2,75,00,000		
16	Altimatix Private Limited	Non Promoter	0	75,00,000		
17	Gauri Venkatesan	Non Promoter	0	1,40,00,000		
18	Ramasamy Sumathi	Non Promoter	0	1,40,00,000		
19	Prasanna Perala	Non Promoter	0	50,00,000		
20	Mangala Sahithi Josyula	Non Promoter	0	65,00,000		
21	Mamatha Boyapati	Non Promoter	0	1,00,00,000		
22	Subhash Rathod	Non Promoter	0	50,00,000		
23	Monila Verma	Non Promoter	0	13,00,000		
24	Sandeep Kumar	Non Promoter	0	12,00,000		
25	Rohit Gupta	Non Promoter	0	10,00,000		
26	Ruchi Gupta	Non Promoter	0	10,00,000		
27	Venus Partners	Non Promoter	0	10,00,000		
28	Kiran Singla	Non Promoter	0	10,00,000		
29	The Opulence	Non Promoter	0	7,00,000		
30	Sahil Arora	Non Promoter	0	6,00,000		
31	Tejinder Gupta	Non Promoter	0	3,00,000		
32	Rekha Modi	Non Promoter	0	10,00,000		

Sr. No.	Particulars	Disclosure				
		33	Ritu Garg	Non Promoter	0	4,00,000
		34	Stellant Securities (India) Limited	Non Promoter	0	1,50,00,000
		35	SPV Finserve Private Limited	Non Promoter	0	30,00,000
		36	Animax Ventures Private Limited	Non Promoter	0	5,00,000
		37	Amar Advisors Private Limited	Non Promoter	0	10,00,000
		38	Apex Iconic India Private Limited	Non Promoter	0	10,00,000
		39	PMC Fincorp Limited	Non Promoter	0	10,00,000
		40	Balaji Malts Private Limited	Non Promoter	0	10,00,000
		41	Ravi Janarthanan	Non Promoter	0	50,00,000
		42	Krati Kaushik	Non-Promoter	0	2,00,000
			Total		3,74,28,573	12,67,00,000
vi.	Issue Price	Rs. 30/- each (Face Value of Rs. 2/- each at a Premium of Rs. 28/- each).				
vii.	Post Allotment of Securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Issue Price for Equity Shares and Convertible Warrants is determined in terms of SEBI (ICDR) Regulations, 2018. Convertible Warrants would be allotted only upon payment of 25% of the issue price of Warrants at the time of allotment of warrants.				
viii.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of Warrants into Equity Shares will be available upon payment of full price of warrant before such exercise of option.				

Sr. No.	Requirement	Disclosure												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>The details of IVIS International Private Limited (“Transferor Company’), with Magellanic Cloud Limited (“Transferee Company’) are as under:</p> <p style="text-align: right;">As on 31st March, 2026</p> <table border="1" data-bbox="597 426 1451 766"> <thead> <tr> <th data-bbox="597 426 800 489">Particulars</th> <th data-bbox="800 426 1125 489">IVIS International Private Limited</th> <th data-bbox="1125 426 1451 489">Magellanic Cloud Limited</th> </tr> </thead> <tbody> <tr> <td data-bbox="597 489 800 552">Paid-up Capital In Rupees</td> <td data-bbox="800 489 1125 552">14,15,72,190</td> <td data-bbox="1125 489 1451 552">1,17,81,34,240</td> </tr> <tr> <td data-bbox="597 552 800 646">Net worth* (Standalone) (In Lakhs)</td> <td data-bbox="800 552 1125 646">18,071.39</td> <td data-bbox="1125 552 1451 646">26,803.36</td> </tr> <tr> <td data-bbox="597 646 800 766">Turnover** (Standalone) (In Lakhs)</td> <td data-bbox="800 646 1125 766">11,424,67</td> <td data-bbox="1125 646 1451 766">10,203.48</td> </tr> </tbody> </table> <p>* Net worth as per Companies Act 2013 ** Revenue from Operations</p>	Particulars	IVIS International Private Limited	Magellanic Cloud Limited	Paid-up Capital In Rupees	14,15,72,190	1,17,81,34,240	Net worth* (Standalone) (In Lakhs)	18,071.39	26,803.36	Turnover** (Standalone) (In Lakhs)	11,424,67	10,203.48
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2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>The scheme involves the amalgamation of wholly owned subsidiary companies with the holding company.</p> <p>Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are not subject to the requirements of Section 188 of Companies Act, 2013.</p>												
3.	Area of business of the entity(ies);	<p>IVIS International Private Limited (Transferor Company) is engaged in the business of:</p> <ol style="list-style-type: none"> <li data-bbox="602 1297 1446 1633">1. To carry on the business of offering monitoring and surveillance services by cameras or other appropriate equipment at remote sites and to undertake the jobs of alerting the concerned law enforcement authorities or other relevant personnel whenever a suspicious activity is noticed at the remote sites; activating the sirens, flash lights or other devices installed at remote sites through use of technology; undertaking any other measure to dissuade the unauthorized intruders from indulging in any activity leading to loss or damage of property at the remote sites; proactively initiate measures to discourage unlawful activities at the remote sites by giving out advance warnings either through pre-installed loud speakers or other equipment. <li data-bbox="602 1665 1446 1808">2. To record the video footage of unusual activities at remote sites from time to time and to share the same with the clients to identify the persons responsible for wrongful acts and to help them initiate preventive measures; with police authorities to establish why their help was sought after; with local law enforcement authorities to establish 												

		<p>evidence against perpetrators of crime; with insurance companies to help assess the damage suffered.</p> <ol style="list-style-type: none"> 3. To undertake monitoring and safeguarding the clients properties at night times by installing video systems and other incidental equipment for the time being, to prevent actions of perpetrators of crime in clients premises; to record and preserve any unauthorized actions of perpetrators, malefactors in the form of videos to be used as evidence to pursue the clients cases either with law & order administration or with insurance companies while pressurizing for compensation claims. 4. To provide any other incidental services to prevent crime, proactively stop the perpetrators of crime from attempting to indulge in criminal acts at remote sites. <p>Magellanic Cloud Limited (Transferee Company) is engaged in business of:</p> <ol style="list-style-type: none"> 1. To become vested with and continue the partnership business now being carried on under the name and style of South India Traders Corporation including all its assets, rights, benefits, titles, interests, approvals, registrations, permits, facilities, concessions, sanctions, obligations privileges, licenses, debts, liabilities, and obligations and the rights and liabilities of the parties hereto in the said partnership business and in connection therewith. 2. To manufacture, process, import, export, buy, sell, and deal in chemicals, vanaspati oils, de-hydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest produce and oil cakes and soaps and lubricants made from such oils or as by-products thereof. 3. To carry on business as traders, exporters, agents, representatives, dealers, producers, stockists, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts, or other merchandise including tea, coffee, jute and jute-goods, textiles, cotton, cellulosic or synthetic fiber, silk, yarn, wool and woollen goods, handicrafts, piece of arts, 'jewellery, ornaments, precious and semiprecious stones, marble and other stones, steel, plastic, rubber, chemicals, engineering goods, metals, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials, paper and paper products. 4. To purchase, acquire, hold, and dispose of or otherwise deal and invest in any shares, debentures, and other securities on or of any Company or Companies, real estates, or properties either out of its own funds or out of funds that the Company might borrow by issue of debentures or from bankers or otherwise howsoever in any other manner what-so-ever.
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		<p>tastes, used and packs of consumer food items, their by products, ingredients, derivatives, residues including foods and vegetables and non-vegetables, marine foods, forest foods, agricultural foods, all types of chips, corn products, other extruded products, packed foods, wheat flour, and other flour, and all kinds of food and food products, jams, jelly, squashes, pickles, spices, sausages, frozen foods, dehydrated foods, pre-cooked foods, canned foods, diet foods/drinks, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, cereal products and any other food products in and outside India."</p>
4.	Rationale for amalgamation/ merger;	<p>The Transferor Company is the Wholly-owned Subsidiary of the Transferee Company. The present Scheme of Merger by Absorption is being considered for the following reasons:</p> <ol style="list-style-type: none"> a. The proposed amalgamation of the Transferor Company with the Transferee Company is primarily intended to streamline the overall corporate framework, considering that the Transferor Company is a wholly owned subsidiary of the Transferee Company. The merger will eliminate the existence of a separate legal entity, thereby reducing administrative overheads, duplication of statutory compliances, filings with the Registrar of Companies (RoC), and other regulatory authorities, resulting in improved compliance efficiency and cost savings. b. The Scheme will facilitate integration of the surveillance, monitoring, and security service operations of the Transferor Company with the diversified business activities of the Transferee Company. This will enable the Transferee Company to expand its service portfolio and leverage its existing capabilities in technology, including software development, IoT, and digital platforms, thereby creating operational synergies and enhancing service delivery. c. The amalgamation is expected to result in significant cost optimization through economies of scale, as pooling of financial, managerial, and operational resources will reduce duplication of functions and streamline processes. This will lead to improved operating margins, better resource allocation, and more efficient utilization of infrastructure and human capital. d. The merger will strengthen the financial position of the Transferee Company by consolidating the assets, liabilities, reserves, and cash flows of the Transferor Company. This consolidation is expected to enhance key financial parameters such as net worth, Return on Capital Employed (ROCE), profitability ratios, and overall financial stability, thereby improving the company's ability to access capital markets and secure financing on favorable terms. e. The Scheme will eliminate inter-company balances and related party transactions between the Transferor Company and the Transferee Company, resulting in simplified accounting, improved transparency in financial statements, and better corporate governance. This will also

		<p>reduce the need for multiple audits and reconciliations, leading to greater financial clarity.</p> <p>f. The business activities of the Transferor Company are complementary to those of the Transferee Company, particularly in areas such as security services, manpower solutions, and technology-enabled offerings. The amalgamation will enable seamless integration and cross-utilization of expertise, facilitating innovation, expansion into new markets, and enhanced competitiveness.</p> <p>g. The merger will enable focused and unified management oversight, allowing the leadership of the Transferee Company to concentrate on strategic growth initiatives, business expansion, and long-term value creation, instead of managing multiple entities with overlapping functions.</p> <p>h. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, the Scheme will not result in any dilution of shareholding of the existing shareholders. Overall, the proposed amalgamation is in the best interests of the companies and their stakeholders, as it will lead to consolidation of operations, improved financial efficiency, regulatory simplification, and sustainable long-term growth.</p>
5.	In case of cash consideration - amount or otherwise share exchange ratio;	There will be no cash or share consideration involved in this process. The Transferor Company is the wholly-owned subsidiary. In terms of the Scheme the investment in their equity shares will be cancelled without the issuance or allotment of any new shares of the Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	The shareholding pattern of the Company remains unchanged pursuant to this Scheme.

For Magellanic Cloud Limited

Sameer Rajkumar Lalwani
Company Secretary & Compliance Officer
Membership no. 57275