

July 15, 2024

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower, Dalal Street, Fort,
Mumbai – 400001, Maharashtra, India

Respected Sir,

Scrip code: M CLOUD | Script ID: 538891

Sub.: Voting Results and Scrutinizer's Report on Voting of the 43rd Meeting held on July 15, 2024.

As per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided remote e-voting and e-voting facility (during AGM) to its members on the business transacted at the 43rd Annual General Meeting (AGM) of the Company held on Monday, July 15, 2024 at 12:00 P.M. through Video Conferencing (VC)/Other Audio Video Means (OAVM).

The Company had appointed M/s. Deep Shukla & Associates, Practicing Company Secretary as the scrutinizer for the remote e-voting and e-voting facility at the AGM. As per the Scrutinizer's Report, all resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the members of the Company.

Please find attached voting results and the Scrutinizer's Report on voting held through e-voting at the 43rd AGM of the Company.

This is for your information and record.

Thanking You,

Yours faithfully,
Yours faithfully,
For Magellanic Cloud Limited
(Formerly known as South India Projects Limited)

Joseph Sudheer Reddy Thumma
Managing Director
DIN: 07033919

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
43rd Annual General Meeting of the Equity Shareholders of
Magellanic Cloud Limited
(Formerly known as South India Projects Limited)
held on Monday, July 15th, 2024, at 12:00 P.M. (IST)
through Video Conferencing / OAVM

Respected Sir,

Sub.: Scrutinizer's Report on Remote e-Voting conducted for 43rd Annual General Meeting held on Monday, July 15th, 2024, at 12:00 P.M. (IST) in pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

I, Deep Shukla, being the Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of Magellanic Cloud Limited (CIN: L72100TG1981PLC169991), pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct electronic voting process in respect of the below mentioned resolutions, bearing items Nos. 01 to 09, to be passed at 43rd Annual General Meeting of the Company which was held on Monday, July 15th, 2024, at 12:00 P.M. (IST) held through Video Conferencing / OAVM.

The Company has availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the Shareholders of the Company.

The voting rights of members are in proportion to their shares of the paid up equity share capital of the Company as on Monday, July 08th, 2024, being the cutoff date.

The period for e-Voting commenced on from 9.00 AM (IST) on Friday, July 12, 2024, and will end at 5.00 PM(IST) on Sunday, July 14, 2024. Thereafter, votes were casted under e-Voting facility and same were unblocked on July 15, 2024.

I have scrutinized and reviewed the voting through electronic means based on data downloaded from the Central Depository Services (India) Limited (CDSL) [*website: www.evotingindia.com*] e-Voting system.

Based on above, I do and hereby submit my Report as under:

ORDINARY BUSINESS

Item No. 01

Type of Resolution: Ordinary

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditor's thereon.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 02

Type of Resolution: Ordinary

To declare Dividend of ₹Re. 0.15 per share (i.e.,1.5% on face value) per Equity share of face value of ₹10/- each fully paid-up of the Company for the financial year ended March 31, 2024:

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 03

Type of Resolution: Ordinary

To appoint a Director in place of Mr. Carwin Heierman (DIN: 08458981), who retires by rotation, and being eligible, offers himself for reappointment.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	216	52601650	99.84
Total Voting	216	52601650	99.84

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	07	82872	0.16
Total Voting	07	82872	0.16

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

SPECIAL BUSINESS

Item No. 04

Type of Resolution: Special

Re-appointment of Mr. Joseph Sudheer Reddy Thumma (DIN: 07033919) as a Managing Director designated as Global CEO of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	216	52601650	99.84
Total Voting	216	52601650	99.84

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	07	82872	0.16
Total Voting	07	82872	0.16

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 05

Type of Resolution: Special

Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 06

Type of Resolution: Ordinary

Sub-division (Stock Split) of every 1 (One) equity share of face value of Rs. 10/- each into 5 (Five) equity shares of Face Value of Rs. 2/- each:

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 07

Type of Resolution: Special

Alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 08

Type of Resolution: Special

Approval of the scheme of merger of Magellanic Cloud Limited ('Transferee Company') with IVIS International Private Limited ('Transferor Company') through fast track route of merger as provided under Section 233 of the Companies Act 2013.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	220	52684497	100.00
Total Voting	220	52684497	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	03	25	0.00
Total Voting	03	25	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

Item No. 09

Type of Resolution: Special

Re-appointment of Mr. Elisha Thatisetty (DIN: 08531842), as an Independent Director of the Company for a Second term.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	216	52601650	99.84
Total Voting	216	52601650	99.84

ii. Votes against the resolution

Mode of Voting	Number of Members voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	07	82872	0.16
Total Voting	07	82872	0.16

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	-	0.00
Total	-	0.00

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman of the Meeting considers, approves and signs the Minutes of the said 43rd Annual General Meeting and the same will be handed over to the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,

For M/s. Deep Shukla & Associates



Deep Shukla

Practicing Company Secretaries

FCS : 5652; CP : 5364

UDIN: F005652F000743026

Date: 15/07/2024

Place: Mumbai

DETAILS OF VOTING RESULTS

Date of 43RD Annual General Meeting	Monday, July 15th, 2024
Total Number of Shareholders as on Cut-off date	15,743
Number of Shareholders present in the meeting either in person or through proxy:	
- Promoter and Promoter Group	-
- Public	-
Number of Shareholders attended the meeting through Video Conferencing:	
- Promoter and Promoter Group	02
- Public	62

AGENDA WISE DETAILS**Item No. 1:**

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditor's thereon;

Resolution required				Ordinary				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)= $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid ordinary resolution passed with the requisite majority.

ItemNo.2:

To declare Dividend of ₹Re. 0.15 per share (i.e.,1.5% on face value) per Equity share of face value of ₹10/- each fully paid-up of the Company for the financial year ended March 31, 2024

Resolution required				Ordinary				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)= $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid ordinary resolution passed with the requisite majority.

Item No.3:

To appoint a Director in place of Mr. Carwin Heierman (DIN: 08458981), who retires by rotation, and being eligible, offers himself for reappointment.

Resolution required				Ordinary				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5) = $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30854706	99.73	82872	0.27
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30854706	99.73	82872	0.27
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52601650	99.84	82872	0.16

The aforesaid ordinary resolution passed with the requisite majority.

Item No.4:

Re-appointment of Mr. Joseph Sudheer Reddy Thumma (DIN: 07033919) as a Managing Director designated as Global CEO of the Company.

Resolution required				Special				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)= $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	0	0	0	0	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30854706	99.73	82872	0.27
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30854706	99.73	82872	0.27
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	30937578	63.95	30854706	99.73	82872	0.27

The aforesaid special resolution passed with the requisite majority.

Item No.5:

Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

Resolution required				Special				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)= $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0

	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid Special resolution passed with the requisite majority.

Item No.6:

Sub-division (Stock Split) of every 1 (One) equity share of face value of Rs. 10/- each into 5 (Five) equity shares of Face Value of Rs. 2/- each.

Resolution required				Ordinary				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)= $[(4)/(2)]*100$	(6)	(7) = $[(6)/(2)]*100$
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid ordinary resolution passed with the requisite majority.

Item No.7:

Alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split.

Resolution required				Special				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)= [(4)/(2)]*100	(6)	(7) = [(6)/(2)]*100
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid special resolution passed with the requisite majority.

Item No.8:

Approval of the scheme of merger of Magellanic Cloud Limited ('Transferee Company') with IVIS International Private Limited ('Transferor Company') through fast track route of merger as provided under Section 233 of the Companies Act 2013.

Resolution required				Special				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)= [(4)/(2)]*100	(6)	(7) = [(6)/(2)]*100
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30937553	100	25	0
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30937553	100	25	0
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52684497	100	25	0

The aforesaid special resolution passed with the requisite majority.

Item No.9:

Re-appointment of Mr. Elisha Thatisetty (DIN: 08531842), as an Independent Director of the Company for a Second term.

Resolution required				Special				
Whether Promoter/Promoter Group are interested in the Agenda/Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	% of votes in favour of votes polled	No. of votes against	% of votes against of votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)= [(4)/(2)]*100	(6)	(7) = [(6)/(2)]*100
Promoter and Promoter group	E-voting	68142720	21746944	100	21746944	100	0	0
	Poll	0	0	0	0	0	0	0
	Total	68142720	21746944	100	21746944	100	0	0
Public – Institutional	E-voting	356283	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	356283	0	0	0	0	0	0
Public- Non Institutions	E-voting	48376721	30937578	63.95	30854706	99.73	82872	0.27
	Poll	0	0	0	0	0	0	0
	Total	48376721	30937578	63.95	30854706	99.73	82872	0.27
Clearing Member	E-voting	3300	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	3300	0	0	0	0	0	0
Total		116879024	52684522	45.08	52601650	99.84	82872	0.16

The aforesaid special resolution passed with the requisite majority.