

## COMPLIANCE CERTIFICATE

*(pursuant to sub-para 2 of para 163 of Part III of chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended)*

To,

**The Members of**

**Magellanic Cloud Limited**

CIN: L72100MH1981PLC339095

101, Veena Royal, Shankar Lane,

Kandivali- West,

Mumbai-400067

In our opinion and to the best of our information and according to the explanations given to us, We certify that **Magellanic Cloud Limited** ("the Company") has complied with the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended thereto, in regards to the conditions of the proposed Preferential issue of 62,99,500 Equity Shares to Promoter/Promoter Group & Non-Promoters and 8,94,000 Convertible Warrants to Promoter/Promoter Group & Non-Promoters of the Company as per Section 42, 62 of Companies Act, 2013 and other applicable provision as amended thereto.

For: M/s. Deep Shukla & Associates  
Company Secretaries

FCS No. 5652  
C.P.No.: 5364

Deep Shukla

Practicing Company Secretaries

FCS : 5652; CP : 5364

UDIN: F005652C002655607

Date: 21/02/2022

Place: Mumbai