ELIXIR CAPITAL LTD.
(FORMERLY AXIS CAPITAL MARKETS INDIA LTD.)

Date: 1st August, 2026

To,
The Manager-Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 531278

SUB: Elixir Capital Limited - Notice convening the 32nd Annual General Meeting

Dear Sir / Madam,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the 32nd Annual General Meeting scheduled to be held on Tuesday, August 25, 2026 at 10.00 a.m. (IST) through Video Conference / Other Audio Visual Means in accordance with the General Circular No. 3/2025 dated 22nd September, 2025, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 read with 14/2020 dated 8th April, 2020 issued by Ministry of Corporate Affairs.

Kindly take the above information on record.

Yours Faithfully,

FOR ELIXIR CAPITAL LIMITED

RADHIKA DIPAN MEHTA

Digitally signed by RADHIKA DIPAN MEHTA
Date: 2026.08.01 17:11:47 +05'30'

RADHIKA MEHTA
WHOLE-TIME DIRECTOR

Encl.: A/a

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting (32nd AGM) of the Members of **ELIXIR CAPITAL LIMITED** will be held on **Tuesday, 25th August, 2026 at 10.00 a.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the Members at a common venue, in accordance with the General Circular No. 9/2024 dated 19th September, 2024, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 read with 14/2020 dated 8th April, 2020, issued by Ministry of Corporate Affairs ('MCA Circulars'), to transact the following business: The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company situated at 58, Mittal Chambers, 228, Nariman Point, Mumbai – 400 021, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the**

   - **Audited Standalone Annual Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors' thereon; and**
   - **Audited Consolidated Annual Financial Statements of the Company for the Financial Year ended 31st March, 2026, and the Report of the Auditors' thereon.**

   To consider, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 129 and 134 of the Companies Act, 2013, Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2026 and the Board's Report and Auditors Report thereon and the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2026 and the Auditors Report thereon be received, approved and adopted."

2. **To declare dividend on Equity Shares @ 12.5% i.e. Rs. 1.25 per Equity Share for the financial year ended 31st March, 2026.**

   To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend on equity shares @ 12.5% i.e. Rs. 1.25 per equity share, (as recommended by Board of Directors) be declared and paid out of the accumulated profits for the financial year ended 31st March, 2026.

   RESOLVED FURTHER THAT subject to compliance of Section 126 of the Companies Act, 2013 and Regulation 43 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the dividend declared shall, be paid to shareholders holding shares in the Company whose names shall be ascertained in the following manner:

   a. In respect of shareholders holding shares in physical form; from the list of shareholders maintained by M/s. Bigshare Services Private Limited, being the Company's Registrar and Share Transfer Agent and

b. In respect of shareholders holding shares in dematerialized form, from the list of shareholders maintained by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) being the Depositories."

3. To appoint a director in place of Mr. Dipan Mehta (DIN: 00115154), who retires by rotation and being eligible, offers himself for re-appointment as Director.

To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provision of Section 152(6) of the Companies Act, 2013, Mr. Dipan Mehta, (DIN: 00115154) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement of directors by rotation."

4. To appoint M/s. M. Parashar & Co., Chartered Accountants as statutory auditors in place of M/s. JMT & Associates, Chartered Accountants, and to fix their remuneration.

To consider, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. M. Parashar & Co., Chartered Accountants having ICAI Firm Registration No. 110954C, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of provisions of Section 141 of the Act and Rule 4 of the Rules and certificate issued by the Peer Review Board of Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditor M/s. JMT & Associates, Chartered Accountants who shall complete their term as statutory auditor at the conclusion of the 32nd Annual General Meeting.

RESOLVED FURTHER THAT M/s. M. Parashar & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for a term of 5 years from the conclusion of 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

5. **To re-appoint Mrs. Radhika Mehta (DIN: 00112269) as a Whole Time Director.**

   To consider, and if thought fit, to pass, with or without modification the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and such other approval(s), consent(s) or permission(s), as may be required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Radhika Mehta (DIN: 00112269) as Whole Time Director of the Company for a term of 5 (five) years commencing from 14th August, 2026 up to 13th August, 2031 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice and with liberty to the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, modify or revise from time to time, the terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed to between the Board and Mrs. Radhika Mehta.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board
For Elixir Capital Limited

Dipan Mehta
Chairman
DIN: 00115154

Place: Mumbai
Dated: 29th May, 2026

NOTES:

General Instructions for Accessing and participating in the 32nd AGM through VC / OAVM Facility and Voting through Electronic means including Remote E-Voting.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to item no. 4 and 5 of the Notice of 32nd Annual General Meeting is annexed hereto.

2. The Company has fixed Tuesday, 18th August, 2026 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2025 – 26.

3. Pursuant to the General Circular 3/2025 dated 22nd September, 2025, other circulars issued by the Ministry of Corporate Affairs (MCA), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the said circulars, the AGM of the Company is being held through VC.

4. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC / OAVM**. In terms of provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

5. The Company has appointed M/s. Central Depository Services (India) Limited (CDSL) to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM. The proceedings of the AGM will be web-casted live for all the shareholders who hold shares as on cut-off date i.e. Tuesday, 18th August, 2026. The shareholders can visit https://www.evotingindia.com and login through user id and password to watch the live proceedings of the AGM on Tuesday, 25th August, 2026 from 10.00 a.m. onwards. Further, the Company has also appointed CDSL as an authorized e-voting agency for facilitating members to vote on all the resolutions proposed in the Notice of AGM through electronic means. Members will have the option to cast their votes either 3 days prior to the date of AGM (Remote E-Voting) or during the AGM (E-Voting). The instructions to vote by remote e-voting and e-voting has been provided below.

6. The members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility to join the AGM will be made available for 1,000 members on first come first serve basis. This will not include Large 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 AGM without restriction on account of first come first serve basis.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

8. The attendance of the members attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The scanned copies of Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.

10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members through electronic mode, based on the request being sent at hetal.mody@elixirequities.com.

11. Members desiring any relevant information about the financial statements and/or operations of the Company are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready. Members can also email their queries at the email address of Mr. Dipan Mehta, Chairman at dm@elixirequities.com or at the email address of Mrs. Hetal Mody, Company Secretary and Compliance Officer at hetal.mody@elixirequities.com.

12. In compliance with the aforesaid MCA Circulars and Regulation 36 (1) (a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice of the AGM along with the Annual Report 2025 – 26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent (RTA) / Depositories. In terms of Regulation 36 (1) (b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the annual report is available, is being sent to those shareholders who have not registered their email address at their registered address available in records with the Company/ RTA of the company.

    Further, in line with the MCA Circulars and Listing Regulations, the Notice calling the AGM along with the Annual Report 2025 – 26 can be downloaded from the following:

    a. Company's website at https://elixircapital.in/annual_pdf/Elixir_Annual_Report_2025-26.pdf

    b. Stock Exchange i.e. BSE Limited's Website at https://www.bseindia.com/stock-share-price/elixir-capital-ltd/elixir/531278/corp-announcements/

    The same will also be made available in soft copy or hard copy, as desired, if a request is sent to the Company at hetal.mody@elixirequities.com.

    The Notice of AGM is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA i.e. Bigshare Services Private Limited ('Bigshare') so that they can receive Annual Reports and any other communication by the Company from time to time in electronic mode. The process of updating the email address is given at Note No. 14.

14. Members are requested to follow the process detailed below for updating their KYC including bank account details, postal address, email address, mobile number, PAN, nomination, etc.

- **Physical Shareholders:** By sending a written request in the prescribed forms as listed below alongwith requisite supporting to the Company's RTA i.e. Bigshare.
- **Demat Shareholders:** By sending a written request in the prescribed forms listed below alongwith requisite supporting to your respective Depository Participant in the manner as advised by them.

Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
Update of signature of securities holder	Form ISR - 2
For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH - 13
Declaration to opt out of nomination	Form ISR - 3
Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH - 14
Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form Form ISR – 4	Form ISR - 4
Request for Transmission of Securities by Nominee or Legal Heir (For Transmission of securities on death of the Sole holder)	Form ISR – 5

- As per the Master circular dated 6th February, 2026 issued by SEBI, RTAs shall not process any service requests or complaints received from the members / claimant(s), till PAN, KYC and nomination documents/details as stated above are received/updated.

The above forms are available on the website of the Company at https://elixircapital.in/SEBIMandatesKYC and on the website of Bigshare at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3.

15. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Members holding shares in physical mode are advised to avail the facility of dematerialization. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

    With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation by the Company/Registrar and Share Transfer Agent while processing service request. Accordingly, securities will be credited directly to the Member's demat account upon submission of valid demat account details along with the latest Client Master List.Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 (referred above) along with requisite supporting documents to the Company's RTA i.e. Bigshare as per the requirement of the aforesaid circular.

16. As we all know, today the holders of physical certificates are required to submit various documents to the RTA for processing the service requests and it is a common observation that tracking of the complaints posted by shareholders/ investors poses problems with the clients and their shareholders. Keeping in view of the difficulties faced by the investors, SEBI has come out with the circular dated 8th June 2023 bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/CIR/2023/72 wherein RTA's have mandated to build a user-friendly online mechanism/portal for processing of Investor service request and complaints. Bigshare, our RTA has developed an online mechanism and also implemented the same on our Website under the heading iConnect.

    Link of the same is: https://iconnect.bigshareonline.com/Account/Login

    iConnect is designed to enhance services of RTA and provide a more efficient and user-friendly experience to all our investors/client's shareholders. All the procedures and related forms are available at a click of a button along with a complete track of the investor's query/ complaint.

    We request the members to use the same for ease of your query/ complaint.

    For a detailed step-by-step guide on how to register, you can refer to the **iConnect Registration Guide**: https://iconnect.bigshareonline.com/Account/Registration_process.html

17. Dispute Resolution Mechanism at Stock Exchanges: SEBI, vide its master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 updated as on December 28, 2023, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this Circular investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Share Transfer Agent on delay or default in processing any investor services related requests.

18. Under the Companies Act, 2013, dividends that are unclaimed / unpaid for a period of seven (7) years from the date of their transfer are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the financial year 2025 – 26, an amount of Rs. 69,755/- being unclaimed / unpaid dividend of the Company declared for the financial year ended 31st March, 2018 was transferred to IEPF. The last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year ended 31st March, 2019 and thereafter is as under:

For Equity Shareholders:

Financial Year	**Date of Declaration of Dividend**	**Last date of claiming Unpaid Dividend**
Final Dividend for the year 2018 – 2019	26th August, 2019	28th September, 2026
Final Dividend for the year 2019 – 2020	21st October, 2020	25th November, 2027
Final Dividend for the year 2020 – 2021	26th August, 2021	30th September, 2028
Final Dividend for the year 2021 – 2022	25th August, 2022	29th September, 2029
Final Dividend for the year 2022 – 2023	26th August, 2023	30th September, 2030
Final Dividend for the year 2023 – 2024	26th August, 2024	30th September, 2031
Final Dividend for the year 2024 – 2025	26th August, 2025	30th September, 2032

Members who have not claimed their dividends so far in respect of the aforesaid periods, are requested to make their claims to the Company's RTA i.e. Bigshare, or the Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2026 on the website of the Company (www.elixircapital.in) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with IEPF Rules, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company shall send notices to all the shareholders whose shares are due for transfer to the IEPF Authority and shall also publish the details thereof in notices to be published in newspapers. Further, shares of those shareholders who have not claimed dividends for seven (7) consecutive years or more have been transferred to IEPF.

The shareholders whose dividend / shares is / will be transferred to the IEPF Authority may claim the shares or apply for refund by making an application to the IEPF Authority in e-Form IEPF 5 alongwith necessary supporting as prescribed therein.

19. Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

    As per the Master circular dated 6th February, 2026 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or our RTA i.e. Bigshare.

    For intimation/updation of the aforesaid details, members are requested to follow the process set out in Note No. 14 in this Notice.

20. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

    For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2026-27 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section

90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2026-27 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by sending email at hetal.mody@elixirequities.com by Tuesday, 25th August, 2026.

21. Information about additional details of the Directors along with their brief profile who are seeking appointment/re-appointment as set out at Item Nos. 3 & 5 of the Notice dated 29th May, 2026 as required under Regulation 36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') is given below:

Particulars	**Mr. Dipan Mehta**	**Mrs. Radhika Mehta**
Director Identification Number (DIN)	00115154	00112269
Date of Birth	21/10/1964	25/07/1966
Nationality	Indian	Indian
Date of Appointment on Board	30/11/1994	30/11/1994
Qualification	B. Com., CA	B. Com., MMS

Brief Resume	Mr. Dipan Mehta is a qualified Chartered Accountant with a passion for equity research. His vision of investing in superior secular growth businesses has borne fruit over the years through exceptional returns for investors. He has always believed in long-term investing based on in-depth research. His views and thoughts are well sought after by the media and he is a regular invitee on most TV channels – CNBC, ET Now, CNBC Awaaz, CNBC Bajar, Bloomberg, Star News, Zee Business, etc. His thoughts and views are also written about in leading Business newspapers such as *The Economic Times* and *The Business Standard*.	Mrs. Radhika Mehta holds an MMS from the esteemed S.P. Jain Institute, University of Mumbai, and a Diploma in Securities Law from Government Law College. With 30 years of extensive experience in the capital markets, she has held senior roles at HDFC Ltd. and J.M. Financial & Investment Consultancy. Currently, she serves as Director at Elixir Equities Pvt. Ltd., Elixir Wealth Management Pvt. Ltd., and Dipan Mehta Commodities Pvt. Ltd. A past President of the Rotary Club of Queen's Necklace, she has also held leadership roles within the Rotary District. She remains actively involved in philanthropic endeavours and consultative committees.
Experience and Expertise in specific functional areas	Experience of 32 years in Stock Broking, expert on Indian Stock Markets and is a frequent Commentator on all leading news channels and print publications.	Experience of 30 years in Trading and Arbitrage, Accounts, Finance, Administration and Human Resources
Shareholding in Elixir Capital Limited	21,24,100 equity shares (Promoter)	10,100 equity shares (Promoter)
In case of Non-Executive Director the shareholding including shareholding as Beneficial Owner.	As mentioned above. No shares are held as Beneficial Owner.	N.A.
Terms and Conditions of reappointment	Seeking re-appointment after retiring by rotation; He is a Non Executive Chairman of the Company w.e.f. 1st June, 2022. Hence, no terms of re-appointment.	Re-appointment as Whole Time Director of the Company w.e.f. 14th August, 2026 for a term of 5 years (Refer Item # 5 of this Notice and Explanatory Statement)

Remuneration last drawn(including sitting fees, commission if any)	Nil	Nil
Details of Remuneration proposed to be paid	Nil	Nil
Relationships with other Director / Key Managerial Personnel	Spouse of Mrs. Radhika Mehta and father of Mr. Varun Mehta, CFO	Spouse of Mr. Dipan Mehta and mother of Mr. Varun Mehta, CFO
Number of meetings of the board attended during the financial year 2025-26	5	5
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Directorships of other Boards	1. Elixir Equities Private Limited – Executive Director 2. Elixir Wealth Management Private Limited 3. Dipan Mehta Commodities Private Limited	1. Elixir Equities Private Limited – Executive Director 2. Elixir Wealth Management Private Limited 3. Dipan Mehta Commodities Private Limited
Membership / Chairmanship of Committees of other Boards (other than listed entities)	Nil	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.	N.A.

22. As the 32nd AGM is being held through VC, Route Map is not annexed to the notice.

INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM 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 Saturday, 22nd August, 2026 at 9.00 A.M. and ends on Monday, 24th August, 2026 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 Tuesday, 18th August, 2026 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 9th December, 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 9th December, 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 address in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings, both, applicable **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 at www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 & My Easi New (Token) 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**	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.nsdl.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

i.e. NSDL and you will be re-directed to e-Voting service provider i.e. NSDL 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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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 held 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store **Google Play**

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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 toll free no.: 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.

i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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:

PAN	**For Physical shareholders and other than individual shareholders holding shares in Demat.** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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.

ii) After entering these details appropriately, click on "SUBMIT" tab.

iii) 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.

iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

v) Click on the EVSN for the relevant **ELIXIR CAPITAL LIMITED** on which you choose to vote.

vi) 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.

vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

viii) 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.

ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xi) 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.

xii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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 and 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 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 i.e. M/s. P. C. Shah & Co. Practicing Company Secretaries at pcshahandco@gmail.com and to the Company at the email address viz; Ms. Hetal Mody, Company Secretary and Compliance Officer at hetal.mody@elixirequities.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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 AGM/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 **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email address). The members who do not wish to speak during the AGM but have queries may send their queries in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those members 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 AGM 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 AGM

10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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/RTA email id**.

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 AGM & 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 on toll free no. 1800 21 09911.

Other Instructions:

1. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to the shares held by them on the paid-up Equity Share Capital of the Company as on Tuesday, 18th August, 2026 and as per the Register of Members of the Company.
3. The Board of Directors has appointed M/s P. C. Shah & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and then unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorized by him in writing not later than two working days from the conclusion of the AGM.
5. The results shall be declared not later than two working days from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and can be downloaded from the following:
    a. Company's website at www.elixircapital.in
    b. E-Voting Agency i.e. CDSL's website at www.evotingindia.com
    c. Stock Exchange i.e. BSE Limited's website at https://www.bseindia.com/stock-share-price/elixir-capital-ltd/elixir/531278/corp-announcements/

By order of the Board
For Elixir Capital Limited

Dipan Mehta
Chairman
DIN: 00115154

Place: Mumbai
Dated: 29th May, 2026

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Appointment of M/s. M. Parashar & Co., Chartered Accountants as Statutory Auditors in place of M/s. JMT & Associates, Chartered Accountants and to fix their remuneration:

M/s. JMT & Associates, Chartered Accountants will complete their term as Statutory Auditors of the Company at the conclusion of 32nd Annual General Meeting (AGM) of the Company. Pursuant to Section 139 of the Companies Act, 2013, they shall retire at the conclusion of 32nd AGM of the Company. They are the statutory auditors of the Company since 23rd AGM held on 26th August, 2017 and have completed a period of 9 years since their appointment.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. M/s. JMT & Associates have conveyed their un-willingness from being re-appointed as statutory auditors of the Company.

In view of the same, the Board has appointed, M/s. M. Parashar & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 5 years to hold the office from the conclusion of 32nd AGM till the conclusion of 37th AGM based on the recommendation of the Audit Committee and subject to approval of the members of the Company. They shall be paid remuneration as explained below along with applicable taxes and other out of pocket expenses in connection with the statutory audit.

In accordance with regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures in respect of appointment / re-appointment of statutory auditors are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Auditors	M/s. M. Parashar & Co., (FRN: 110954C)
2.	Proposed Fees payable	Rs. 50,000 + applicable taxes and out of pocket expenses incurred by them. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

3.	Terms of appointment	Appointment for a term of 5 years i.e. from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.
4.	In case of new auditor, any material change in the fee payable to such auditor from that paid to out-going auditor along with rationale for such change.	There is no material change in the revised fees that is proposed to be paid to the incoming auditor and outgoing auditor.
5.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	The statutory auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for appointment as statutory auditors of your Company. As required under Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.The Audit Committee reviews the independence of the statutory auditors and the effectiveness of the audit process.Recommendation has been received from the Audit Committee and Board of Directors at the meeting held on 29th May, 2026 respectively.

As per Section 139 of the Companies Act, 2013, the appointment of statutory auditor requires approval of the members by an ordinary resolution. Necessary resolution seeking approval of the members for appointment of M/s. M. Parashar & Co., Chartered Accountants as statutory auditors in place of M/s. JMT & Associates., Chartered Accountants, the retiring auditors has been placed for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the ordinary resolution set out at item no. 4 of the notice.

The Board of Directors recommends the Ordinary Resolution set out in item no. 4 for your approval.

Item No. 5: Re-Appointment of Mrs. Radhika Mehta as Whole Time Director:

The term of Mrs. Radhika Mehta as Whole Time Director of the Company expired on 13th August, 2026. The Board of Directors at its meeting held on 29th May, 2026, had re-appointed her for a term of 5 years w.e.f. 14th August, 2026 to 13th August, 2031 (both days inclusive) on the terms and conditions as specified in this Notice.

Profile & Justification for re-appointment:

Mrs. Radhika Mehta holds an MMS from the esteemed S.P. Jain Institute, University of Mumbai, and a Diploma in Securities Law from Government Law College. With 30 years of extensive experience in the capital markets, she has held senior roles at HDFC Ltd. and J.M. Financial & Investment Consultancy. Currently, she serves as Director at Elixir Equities Pvt. Ltd., Elixir Wealth Management Pvt. Ltd., and Dipan Mehta Commodities Pvt. Ltd. A past President of the Rotary Club of Queen's Necklace, she has also held leadership roles within the Rotary District. She remains actively involved in philanthropic endeavours and consultative committees.

The terms of the re-appointment and payment of remuneration to Mrs. Radhika Mehta, Whole Time Director including disclosures required as per Schedule V to the Companies Act, 2013 ('the Act'):

Name of Director	Designation	Responsibility
Mrs. Radhika Mehta	Whole Time Director	Finance and Operations of the Company

A. REMUNERATION:

Mrs. Radhika Mehta, Whole Time Director will not be paid any remuneration. However, she shall be eligible for yearly increments as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to maximum ceiling as permissible under Section 197 of the Companies Act, 2013.

B. OTHER CONDITIONS:

i. For all other terms and conditions not specifically mentioned above, the rules and order of the Company shall apply.

ii. Mrs. Radhika Mehta satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mrs. Radhika Mehta has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to directions issued by SEBI dated 14th June, 2018.

iii. Mrs. Radhika Mehta shall hold office as such, subject to the provisions of Section 164 and 167 of the Companies Act, 2013.

iv. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mrs. Radhika Mehta unless specifically provided otherwise.

Having regard to the qualifications, skills, experience and knowledge, the Board is of the view that the re-appointment of Mrs. Radhika Mehta as the Whole Time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to her is commensurate with her abilities and experience.

The Letter of Appointment containing terms and conditions of appointment of Mrs. Radhika Mehta shall be open for inspection by the Members of the Company, without payment of any fees, at the registered office of the Company on all working days except Sundays and Public Holidays, during business hours until the date of AGM. The same along with the above disclosures may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Radhika Mehta under Section 190 of the Companies Act, 2013.

The disclosure of Mrs. Radhika Mehta as per requirements of Regulation 36 (3) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India are made at note no. 21 of the Notice.

In terms of Section 196 and 197 read with Schedule V of the Act, appointment of Whole Time Director requires approval of the members by ordinary resolution. The Board recommends resolution at item no. 5 of the accompanying Notice for approval of the members.

Mrs. Radhika Mehta and Mr. Dipan Mehta together with their relatives and Mr. Varun Mehta, Chief financial Officer, being Key Managerial Personnel of the company are concerned or interested in the resolution set out at item no. 5 of the accompanying notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the said resolution.

By order of the Board
For Elixir Capital Limited

Dipan Mehta
Chairman
DIN: 00115154

Place: Mumbai
Dated: 29th May, 2026