



Tirupati Graphite PLC  
(England & Wales Company No. 10742540)

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## **NOTICE OF ANNUAL GENERAL MEETING 2021**

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**When: 28 October 2021 at 10:00 a.m.**

**Where: The offices of Bird & Bird LLP at 12 New Fetter Ln, London EC4A 1JP.**

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all your shares in Tirupati Graphite plc, you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was affected, for transmission to the purchaser or transferee.

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### **KEY TIMES AND DATES**

Despatch of this document	29 September 2021
Latest time and date for receipt of forms of proxy	10.00 a.m. on 26 October 2021
Annual General Meeting	10.00 a.m. on 28 October 2021

## **HOW TO VOTE**

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote by returning the proxy instruction you received with this document. We strongly encourage all shareholders to vote on the resolutions to be proposed at the Annual General Meeting by proxy and appoint the Chair of the Meeting as their proxy.

## **HOW TO ATTEND**

The Company continues to monitor the UK Government public health guidance and legislation relating to the COVID-19 pandemic. At the date of this notice, the UK Government has removed all legal limits on social contact, allowing public gatherings such as the AGM to take place. In normal circumstances, the Board values greatly the opportunity to meet shareholders in person, however, given the continuing uncertainty regarding the easing of such public health restrictions, and mindful of the health and wellbeing of our shareholders and employees, shareholders are strongly encouraged to exercise their right to appoint the chairman of the AGM as their proxy.

Accordingly, we expect only a small number of Directors to attend the AGM in person. Although we expect attendance in person at the AGM to be possible, in light of the ongoing COVID-19 situation and the uncertainties regarding future developments, we strongly encourage shareholders not to attend the AGM in person and appoint the Chair of the Meeting as their proxy.

Should you still wish to attend in person, we kindly ask that you register your interest in attending by emailing [peter@london-registrars.co.uk](mailto:peter@london-registrars.co.uk). Please note that it may be necessary to place restrictions on the number of attendees and/or prescribe other entry requirements

Given the constantly evolving nature of the situation, we want to ensure that we are able to adapt these arrangements efficiently to respond to changes in circumstances. On this basis, should the situation change such that we consider that it is no longer possible for shareholders to attend the meeting, we may have to make alternative arrangements for the AGM. Should we have to change the arrangements in this way, it is likely that we will not be in a position to accommodate shareholders beyond the minimum required to hold a quorate meeting which will be achieved through the attendance of employee shareholders only. If there are any changes to the current arrangements for the AGM, the information will be made available on our website and, where appropriate, by an announcement via a Regulatory Information Service.

## Letter to Shareholders

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### **Board of Directors**

Shishir Kumar Poddar, appointed 26 April 2017 (Chairman)

Christian Gabriel St. John-Dennis, appointed 26 April 2017

Rajesh Kedia, appointed 31 May 2018

Hemant Kumar Poddar, appointed 26 April 2017

Lincoln John Moore, appointed 15 July 2020

*To the holders of ordinary shares in Tirupati Graphite plc ('the Company')*

Dear Shareholder

I am writing to you with details of our 2021 Annual General Meeting ('the **AGM**') of Tirupati Graphite plc ('the **Company**'). The Company continues to monitor the UK Government public health guidance and legislation relating to the COVID-19 pandemic. As mentioned above this year's AGM will be held in person at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP, on 28 October 2021 at 10.00 a.m.

If you would like to vote on the proposed resolutions the Board strongly encourages all shareholders to vote on the resolutions to be proposed at the AGM by proxy and appoint the chair of the AGM as their proxy by completing the enclosed Form of Proxy and returning it to our company secretary, London Registrars Ltd at Suite A, 6 Honduras Street, London EC1Y 0TH as soon as possible. The Form of Proxy must be received by 10.00 a.m. on 26 October 2021, being 48 hours before the AGM (ignoring any part of a day that is not a working day).

### **Resolutions**

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions.

Resolutions 1 to 4 (inclusive) relate to the receipt of the Directors' and Auditors' Reports, the Company's annual accounts for the financial year ended 31 March 2021, the re-appointment of directors, the appointment of PKF Littlejohn LLP as auditors of the Company and the authorisation of the directors of the Company to determine the remuneration of the auditors.

Resolution 5 relates to the authorisation for the directors to allot equity securities in the Company up to a maximum nominal value of £718,398 (representing 33.33% of the nominal value of the issued ordinary share capital of the Company at the date of this notice rounded down to the nearest sterling). This authority will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the AGM of the Company to be held in 2022.

Resolutions 6 and 7 are proposed as special resolutions.

Resolution 6 deals with the disapplication of shareholder statutory pre-emption rights in order to permit the Directors to allot equity securities in the Company for cash

without first having to offer them to the Company's existing shareholders. This authority is mainly to allow for the issuance of capital for cash to support capital investment programmes and working capital requirements. This represents approximately 20% of the current issued share capital of the Company. This authority will expire on the earlier of 15 months after the passing of this resolution or on the conclusion of the AGM of the Company to be held in 2022.

Resolution 7 seeks shareholder approval to amend the Company's Articles of Association ('**Existing Articles**'). This is in order to amend the Existing Articles, which were adopted on incorporation of the Company on 26 April 2017 to address some of the processes and technology associated with convening and holding of hybrid general meetings. Whilst the Company is able to hold a hybrid general meeting under its Existing Articles, the Existing Articles do not include specific provisions addressing some of the processes and technology associated with convening and holding these types of meetings. Given that it is possible that future general meetings might be held as a combination of a physical and virtual meeting, the amendments to the Existing Articles include the technical details on how a hybrid meeting can be conducted. This will provide the Company with maximum flexibility. The proposed amendments to the Existing Articles allow for hybrid general meetings but not virtual-only general meetings, which is in line with guidance from various investor bodies. A draft of the proposed new Articles is available on the Company's website at [www.tirupatigraphite.co.uk](http://www.tirupatigraphite.co.uk) and at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and thereafter at the place of the AGM from 9.45am until the conclusion of the AGM.

### **Recommendation**

The directors consider all the proposals to be considered at the AGM to be in the best interests of the Company and to promote the success of the Company for the benefit of its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

**If you intend to attend this meeting personally or by proxy, I shall be grateful if you could register your attendance in advance.**

Yours faithfully

Shishir Kumar Poddar  
On behalf of the Board of Directors  
28 September 2021

## **Notice of Annual General Meeting TIRUPATI GRAPHITE PLC**

*(Incorporated and registered in England and Wales with no. 10742540)*  
(the 'Company')

**Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP, on 28 October 2021 at 10.00 a.m. for the following purposes:**

### **Ordinary resolutions**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the financial statements for the year ended 31 March 2021 together with the Reports of the Directors and Auditor thereon;
2. To reappoint, as a Director, Rajesh Kedia who, is retiring in accordance with Company's articles and, being eligible, is offering himself for reappointment;
3. To re-appoint PKF Littlejohn LLP as the Company's Auditor in accordance with Section 489 of the Companies Act 2006 (the 'Act'), to hold office until the conclusion of the next annual general meeting at which the accounts of the Company are laid;
4. To authorise the directors of the Company (the '**Directors**') to determine the Auditors' remuneration for the ensuing year;
5. That the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company, pursuant to Section 551 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £718,398 (representing 33.33% of the nominal value of the issued ordinary share capital of the Company rounded down to the nearest sterling at the date of this notice) and that this authority, unless renewed, varied or revoked by the Company in a general meeting, shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company to be held in 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any equity securities already made or to be made pursuant to such authorities.

### **Special resolutions**

To consider and, if thought fit, pass the following resolutions as special resolutions:

6. That, subject to the passing of resolution 5 above, the Directors be empowered in accordance with Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred on them pursuant to resolution 5 above as if Section 561(1) of the Act or any pre-emption provisions contained in the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) without accepting an undertaking to do work for the Company as mentioned in section 585 of the Act and in lieu of remuneration to any Directors, employees or consultants of the Company as approved by the Board and/or pursuant to any equity incentive arrangements approved from time to time by the Board;
  - (b) in connection with an open offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory; and
  - (c) otherwise than pursuant to sub-paragraphs (a) and (b) above up to an aggregate nominal amount equal to £431,038 (representing 20% of the nominal value of the issued ordinary share capital of the Company rounded down to the nearest sterling at the date of this notice),

and such power shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company to be held in 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

7. That the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Chairman  
Date: 28 September 2021  
Registered Office:  
Optiva Securities Ltd  
49 Berkeley Square  
London  
W1J 5AZ

## **Explanatory notes to the Notice of Annual General Meeting**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company but must attend the meeting to represent you.
2. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. To request additional Forms of Proxy, please contact the Company Secretary at the registered office of the Company. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares a proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
3. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman, write the full name of your proxy in the box provided in the Form of Proxy.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. In the absence of instructions, the person appointed as proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
5. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. To be effective, the Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power of authority) and lodged at the registered office of the Company on or before 10.00 a.m. on 26 October 2021 being not more than 48 hours (excluding non-working days) prior to the time fixed for the meeting). Whether or not you propose to attend the Annual General Meeting, please complete, sign and submit a Form of Proxy to the Company Secretary by no later than the time and date specified above.
7. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, which is discouraged because of the COVID pandemic, your proxy appointment will automatically be terminated.

8. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company by 10.00 a.m. on 26 October 2021 (being not more than 48 hours (excluding non-working days) prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, by 10.00 a.m. on such date being not more than 48 hours (excluding non-working days) prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.
  
9. A company which is a member can appoint one or more corporate representatives provided in the case of more than one appointment, they relate to different shares, who may exercise, on its behalf, all its powers as a member. Additionally, if a company which is a member wishes to appoint a proxy, the proxy form or letter of appointment of a corporate representative must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.