



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

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**NOTICE
OF ANNUAL
GENERAL MEETING 2020**

When : 23 December 2020 at 10:00 a.m.

Where : via Zoom details provided on page 2

**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 effected, for transmission to the purchaser or transferee.

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KEY TIMES AND DATES

Despatch of this document	27 November 2020
Latest time and date for receipt of forms of proxy	10.00 a.m. on 21 December 2020
Annual General Meeting	10.00 a.m. on 23 December 2020

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.

HOW TO ATTEND

In response to the current COVID-19 crisis, the UK Government has established preventative measures prohibiting public gatherings and in light of these measures the board have decided to hold this year's meeting virtually using Zoom. There will be no physical meeting.

Please be advised if you intend on attending the meeting you will need to register your attendance in advance. Please follow the link below to register your attendance.

<https://us02web.zoom.us/meeting/register/tZMkdO6hqTwuEtOe8KWeEqPMIKp9WFTATANs>

You may find it more convenient to contact our company secretary by email and ask them to send the link to you electronically. You may contact them on the following addresses; peter@london-registrars.co.uk or joy@london-registrars.co.uk.

After registering, you will receive a confirmation email containing information about joining the meeting. You will need an internet connection to attend the meeting but if you do not have access to the internet we suggest you appoint a proxy who can attend virtually.



Letter to Shareholders

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 2020 Annual General Meeting ('the AGM') of Tirupati Graphite plc ('the Company'). Under the Coronavirus Act 2020 Section 52 and schedule 22 the Secretary of State has been given powers relating to the holding of events and gatherings. Under this legislation and the current government guidelines public gatherings are prohibited in law. As a result, this year's AGM will be held virtually via zoom, the details which we have set out in the notice, on Wednesday 23 December 2020 at 10.00 a.m. To attend the AGM, you or your proxy will need to have an internet connection.

If you would like to vote on the proposed resolutions but cannot attend the AGM, you may appoint a 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 21 December 2020, being 48 hours before the AGM (ignoring any part of a day that is not a working day).

The Company is in the process of seeking admission of the ordinary share capital of the Company to the Official List of the UK Listing Authority (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of the Financial Services Markets Act 2001, as amended from time to time) and to trading on the London Stock Exchange plc (the "**Listing**") and we have determined the level of authority to issue shares and the disapplication of pre-emption rights we are seeking from shareholders based on the anticipated issued share capital of the Company on Listing. The Company expects to make a further announcement in respect of the Listing in the week commencing 30 November 2020 and for the Listing to be completed in December 2020 ahead of this year's AGM.

Resolutions

Resolutions 1 to 8 (inclusive) are proposed as ordinary resolutions.

Resolutions 1 to 7 (inclusive) relate to the receipt of the Directors' and Auditors' Reports, the Company's annual accounts for the financial year ended 31 March 2020, 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 8 relates to the authorisation for the directors to allot equity securities in the Company up to a maximum nominal value of £622,953 (representing 33% of the nominal value of the anticipated issued ordinary share capital of the Company on Listing). 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 2021.



Resolutions 9 is proposed as a special resolution.

Resolutions 9 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 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 2021.

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 virtual meeting personally or by proxy I shall be grateful if you could register your attendance in advance.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Shishir Poddar", is written over a light blue horizontal line.

Shishir Kumar Poddar
On behalf of the Board of Directors
27 November 2020



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 virtually via zoom, the details of which we have set out in this notice, on Wednesday 23 December 2020 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 2020 together with the Reports of the Directors and Auditor thereon;
2. To reappoint, as a Director, Christian Gabriel St. John -Dennis who, is retiring in accordance with Company's articles and, being eligible, is offering himself for reappointment;
3. To reappoint, as a Director, Shishir Kumar Poddar who, is retiring in accordance with Company's articles and, being eligible, is offering himself for reappointment;
4. To reappoint, as a Director, Hemant Kumar Poddar who, is retiring in accordance with Company's articles and, being eligible, is offering himself for reappointment;
5. To appoint as a director Lincoln John Moore , who, having been appointed since the previous annual general meeting, is retiring in accordance with Company's articles and, being eligible, is offering himself for reappointment;
6. 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;
7. To authorise the directors of the Company (the '**Directors**') to determine the Auditors' remuneration for the ensuing year;
8. 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 £622,953 (representing 33% of the nominal value of the anticipated issued ordinary share capital of the Company following admission of the ordinary share capital of the Company to the Official List of the UK Listing Authority (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of the Financial Services Markets Act 2001, as amended from time to time) and to trading on the London Stock Exchange plc (the "**Listing**") 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 2021, 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 resolution as a special resolution:

9. That, subject to the passing of resolution 8 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 8 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 £373,732 (representing 20% of the nominal value of the anticipated issued ordinary share capital of the Company at the time of the Listing),

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 2020, 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.

By order of the Board



Chairman

Date: 27 November 2020

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 21 December 2020 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, 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 21 December 2020 (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.