



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

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**NOTICE
OF ANNUAL
GENERAL MEETING 2023**

When: 26 October 2023 at 10.00 a.m.

**Where: The offices of Bird & Bird LLP at 12 New Fetter Lane, 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.

CONTENTS

Letter from the Board	Page 3
Notice of AGM and resolutions to be proposed	Page 5
Notes	Page 7
Form of Proxy	Page 10

KEY TIMES AND DATES

Despatch of this document	3 October 2023
Latest time and date for receipt of forms of proxy	10.00 a.m. on 24 October 2023
Annual General Meeting	10.00 a.m. on 26 October 2023

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

Should you wish to attend in person, we kindly ask that you register your interest in attending by emailing cosec@msporg.co.uk.

Letter to Shareholders

Board of Directors

Shishir Kumar Poddar, appointed 26 April 2017 (Chairman)

Hemant Kumar Poddar, appointed 26 April 2017

Isabel Miriam Erica De Salis, appointed 1 June 2023

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

Dear Shareholder

I am writing to you with details of our 2023 Annual General Meeting ('the **AGM**') of Tirupati Graphite plc ('the **Company**'). 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 Thursday 26 October 2023 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 the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible. The Form of Proxy must be received by 10.00 a.m. on Tuesday 24 October 2023, being 48 hours before the AGM (ignoring any part of a day that is not a working day).

Resolutions

Resolutions 1 to 7 (inclusive) are proposed as ordinary resolutions.

Resolutions 1 to 6 (inclusive) relate to the receipt of the Directors' and Auditors' Reports, the Company's annual accounts for the financial year ended 31 March 2023, re-appointment of the directors, the re-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 7 relates to the authorisation for the directors to allot equity securities in the Company up to a maximum nominal value of £891,389 (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 2024.

Resolution 8 is proposed as a special resolution.

Resolution 8 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 up to an aggregate nominal amount equal to £534,834 (representing 20% of the nominal value of the issued ordinary share capital of the Company rounded up to the nearest sterling at the date of this notice). 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 2024.

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
3 October 2023

Notice of Annual General Meeting TIRUPATI GRAPHITE PLC

(Incorporated and registered in England and Wales with no. 10742540)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tirupati Graphite Plc ('the Company') will be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP, on Thursday 26 October 2023 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 of the Company for the year ended 31 March 2023 together with the Reports of the Directors and Auditors' thereon;
2. To re-appoint, as a director of the Company, Shishir Kumar Poddar who, being eligible, offers himself for re-appointment;
3. To re-appoint, as a director of the Company, Hemant Kumar Poddar who, being eligible, offers himself for re-appointment;
4. To appoint, as a director of the Company, Isabel Miriam Erica De Salis who, was appointed as a Director by the Board since last AGM on 1 June 2023 and being eligible, offers herself for appointment;
5. To re-appoint PKF Littlejohn LLP as the Company's Auditors 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;
6. To authorise the directors of the Company (the '**Directors**') to determine the Auditors' remuneration for the ensuing year;
7. 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 £891,389 (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 2024, 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 resolution

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

8. That, subject to the passing of resolution 7 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 7 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 £534,834 (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 2024, 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: 3 October 2023

Registered Office:
Optiva Securities Ltd
118 Piccadilly
London
W1J 7NW

Explanatory notes to the Notice of Annual General Meeting

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 10:00 a.m. on 24 October 2023. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the Annual General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 - 9 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00 a.m. on 24 October 2023.

4. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 6-9).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available

via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID:7RA36) no later than 10:00 a.m. on 24 October 2023, or, in the event of an adjournment of the Annual General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 10:00 a.m. on 24 October 2023, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
 - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - b. the answer has already been given on a website in the form of an answer to a question; or
 - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
18. As at 2 October 2023, being the latest practicable date before publication of this notice, the Company had 106,966,712 Ordinary Shares in issue. Each Ordinary Share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 106,966,712.

Tirupati Graphite plc

Incorporated and registered in England and Wales with Registered No.10742540



GRAPHITE

User Name	Access Code

You can register your vote(s) online for the AGM at www.shareregistrars.uk.com

Click on the "Proxy Vote" button and then follow the on-screen instructions

Please note that you must submit your vote by 10.00 a.m. on 24 October 2023

FORM OF PROXY

For use at the Annual General Meeting to be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP on Thursday 26 October 2023 at 10.00 a.m.

I/We being a member of Tirupati Graphite plc (the 'Company') and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or

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as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP on 26 October 2023 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To receive and adopt the financial statements of the Company for the year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.			
2. To re-appoint Shishir Kumar Poddar as a Director of the Company.			
3. To re-appoint Hemant Kumar Poddar as a Director of the Company.			
4. To appoint Isabel Miriam Erica De Salis as a Director of the Company.			
5. To re-appoint PKF Littlejohn LLP as Auditors of the Company.			
6. To authorise the Directors of the Company (the 'Directors') to determine the Auditors' remuneration for the ensuing year.			
7. To authorise the directors to allot securities as mentioned in the notice for the AGM.			
SPECIAL RESOLUTION			
8. To give the directors authority to disapply pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash as mentioned in the notice for the AGM.			

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

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Please also tick this box if you are appointing more than one proxy

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Signature(s)

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Date

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Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 10.00 a.m. on 24 October 2023.

There is no need to return this form if you have voted online.

Notes

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the form of proxy. Your changes should be initialled. If you sign and return the form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.
3. Appointment of a proxy (or submission of a CREST Proxy Instruction, as described in the notice of the Annual General Meeting does not preclude a member from attending the meeting and voting in person.
4. Any alteration to this Form of Proxy must be initialled.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 10.00 a.m. on 24 October 2023 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To be effective, this form of proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (10.00 a.m. on 26 October 2023) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.
7. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all 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 Annual General Meeting.
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.