

TIRUPATI GRAPHITE PLC



Form of Proxy

Before completing this form, please read the explanatory notes beneath

I/We
(Full name in Block Letters)

of
(Full address)

being the registered shareholder(s) of _____ ordinary shares in the share capital of Tirupati Graphite plc (the “Company”), hereby appoint

.....of.....or,

failing him/her*, the Chairman of the Meeting (see Note 3) to act as my/our* proxy to attend and vote on my/our* behalf at the General Meeting of the Company to be held virtually via zoom the details which are set out in the notice on Wednesday 23 December 2020 at 10.00 a.m. or at any adjournment thereof.

I/We* direct my/our* proxy to vote as follows:

* Please indicate with an ‘X’ in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he or she thinks fit.

ORDINARY RESOLUTIONS:	For	Against	Votes withheld
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.			

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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).			
SPECIAL RESOLUTION	For	Against	Votes withheld
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.			

Dated2020 Signed.....

Full name(s) in which shares are registered:

.....

Your board recommends that you vote in favour of all the above resolutions.

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NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you.

The following options are available:

- 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
 3. In the case of:
 - 3.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - 3.2 a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or duly appointed attorney for the company.
 4. To appoint a proxy using this form, the form must be:
 - 4.1 completed and signed;
 - 4.2 sent or delivered to our company secretary, London Registrars Ltd at Suite A, 6 Honduras Street, London EC1Y 0TH, United Kingdom in hard copy form, by hand, post or courier; and
 - 4.3 received at the registered office no later than 48 hours before the time appointed for the meeting, or adjourned meeting, at which it is to be used for clarity this is 21 December 2020 at 10:00 a.m.
 5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
 6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
 7. In the case of joint holders:
 - 7.1 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; and
 - 7.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders. 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).
 8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
 9. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
 10. See the Notes set out in the notice convening the Annual General Meeting for further guidance in submitting the Form of Proxy.