TIRUPATI GRAPHITE PLC

Annual Report

2018-19

WWW.TIRUPATIGRAPHITE.CO.UK

Tirupati Graphite plc

Annual report and financial statements for the period ended 31 March 2019

Registered number: 10742540

Contents

Company Information

DIRECTORS:	R Kedia (appointed 31 May 2018) H K Poddar S K Poddar C G St. John-Dennis
SECRETARY:	**London Registrars Ltd** Suite A, 6 Honduras Street London EC1Y 0TH
REGISTERED OFFICE:	49 Berkeley Square London W1J 5AZ
COMPANY REGISTRATION NUMBER:	**10742540**
INDEPENDENT AUDITORS:	**PKF Littlejohn LLP** Statutory Auditor 15 Westferry Circus Canary Wharf London E14 4HD
FINANCIAL ADVISER AND **CORPORATE BROKER:**	**Bird & Bird LLP** 12 New Fetter Lane London EC4A 1JP
BANKERS:	**ICICI Bank** One Thomas More Square London E1W 9HB

Chairman's Statement

To the members of Tirupati Graphite Plc

It's the second time we the members of this company are joining together for the annual general meeting – which we look at as an opportunity to share with our shareholders, the principles, mission and vision we are taking forward, sharpening our development step by step. Since our last report, your company has continued to march on the path of value creation, and enhanced focus on deepening our engagement with all stakeholders and community.

The year past has seen us progress on all fronts. May I share some of the most important achievements we have made;

- We commissioned our first flake graphite mining & processing plant at the Sahamamay project, which is generating positive cash from operations;
- WASTE TO WEALTH - 50% of Ore feed output as by-product - The technological achievement of having construction sand as a by-product from the processing has been successfully stabilised and promises to be a positive contributor to the environment. This new innovative technology was developed along with our consultants. We do see this as a process adaptable for many other mineral processing flow sheets.
- Moving forward on its vision to develop an integrated flake graphite company, the company commissioned it's Patalganga Project in India for manufacturing flame retardant grade expandable graphite for multiple applications and launched it branded as 'CarboflameX'. This is being marketed and sold across Asian and European customers.
- The contribution we are making to the communities around us has made visible improvement to the quality of life of the people. It reflects in improved standard of living with consistent flow of earnings, skill development, health and hygiene, increased sports activities and improved school infrastructure across both our projects in Madagascar.
- Our corporate presence and recognition continue to uplift with dissipation of information on our progress being picked up by the media, world benchmark flake graphite consumers progressing to become our primary buyers, our strategies receiving standing ovation in industry conferences and our shareholders continuing to stand by us.

While a detailed account of our activities and progress is contained in the following reports, we continue to focus on developing the company step by step to the mission and vision we have set for us. Simultaneously, we are focussed to further enhance and bring out the environment contribution, social impact and governance standards your company is delivering. May I share the key points on the ESG side of TG:

- Our products are key to reduction of carbon footprint – increasing energy efficiency, catalysing energy storage, reducing energy consumption and thus reducing emission. We are thus contributing to the global mission on climate change.
- Our operations are environment friendly – waste to wealth with sand as a by-product, minimised dust generation, contributing to land reclamation and green cover, development of eco-friendly processes and structures are just a few of our activities.
- Progress of our projects has improved the lives of some of the most deprived on the mother earth, resulted in connectivity of many villages integrating them better, improving skills in the people devoid of opportunity to learn and helping catalyse education, health and hygiene, availability of drinking water and sanitation.
- Your board and management have maintained the highest set of governance standards, it's only a vibrant team that can lead to delivery with checks and balances and at investments which are a fraction of what others are making in our space.

I can assure you, your management shall take every step and decision to make you proud of being a part of this company and we shall continue to march towards our corporate goals attaining new heights by the day. With these words, I now present to you the report and account of what we have done over the year.

I am inclined to share with you, the words of an award-winning leader & entrepreneur in the global corporate world:

"Successful companies don't do different things; they do things differently" – Ratan Tata

We see these golden words very appropriate to describe you company's journey. We will continue to think out of the box and progress with "value creation" as we outlined in the first annual report to our members.

Shishir Poddar
Executive Chairman & Managing Director

30 September 2019

The capitalised terms used throughout the U.K. Report and Accounts are defined in the notes to our consolidated financial statements unless otherwise indicated. In the following text, the terms "we," "our," "our/your company" and "us" may refer, as the context requires, or collectively to Tirupati Graphite PLC (or its predecessor) and its subsidiaries.

Unless otherwise indicated, convenience translations into U.S. dollars are calculated, and operational data (including subscriber statistics) are presented, as of 31st March 2019.

The company set out on the path of building an integrated flake graphite to graphene business and in the maiden Annual Report released last year, the company shared the developments made and further plans for achieving its business objectives. Flake Graphite is a key material in the energy storage and green energy applications and Graphene is a single atom layer of flake graphite crystal, a material promising the largest transformation in extensive applications reducing the global carbon footprint of mother earth. Our primary projects are located among the lesser privileged communities providing opportunity to uplift the lives of the most deprived. Governance is what your Board has been additionally focussed on, to provide our management the insight and guidance to perform while ensuring we remain focussed on value creation in all spheres outlined in our Chairman's statement:

- Value creation for our planet and for the next generations:
  By developing a unique material which has numerous applications contributing towards a more sustainable and greener planet for future generations to come

- Value creation for our employees:
  By providing opportunities of learning and development to inspire quality delivery on the objectives and values we strive for.

- Value creation for the local communities we operate in:
  By looking after our employees, their families and providing health care and sport centres for the local area, we are helping bring communities together and improving their general quality of life.

- Value creation for our shareholders:
  By our work and determination, we have gone from a humble start of being worth a few thousand pounds, to growing rapidly into the exciting business and network we have today.

Over the period since our last report, we have continued to progress on the path set, achieving various milestones across our projects and corporate activities. In this background, we herewith present our detailed annual report to our members on Company updates.

The Company Board & Management

Development of Human Resources and management are keys to building leaders. Your Board offers a blend of all ingredients visible in the developments made by the company over the two years of its journey and we have had no reason to consider a change over the reporting period.

A short reintroduction to your vibrant Board:

SHISHIR KUMAR PODDAR, Executive Chairman & MANAGING DIRECTOR

An entrepreneur, our lead promoter, a strategist in business development, a leader with across the board skills, and a world recognised specialist in flake graphite, Mr. Poddar continues to lead the company to its goals. With over 25 years of success behind him, Shishir has developed multidirectional skills, extensive reach and recognition and continues to lead the Board and Management team.

Shishir has wide contributions in the sphere of industrial policy and development, has delivered keynote addresses in various forums such as The Parliamentary Committee for Industries, India and as a special invitee of the National Board for MSME, Government of India, he has extensively contributed to the policies for development of the SME sector. With his enterprising approach, Shishir has been the visionary behind the foundation and development of the Company, developed its business constituents, trained the human resources for our development, laid the path for the company for its sustainability philosophy, led the inculcation of Environment & Social values and spearheaded the creation of Governance mechanism in the Company's management. He is widely travelled across the globe, has addressed conferences and seminars around the world on various subjects including flake graphite, sustainable development, sustainable mineral exploitation etc. He has also been the key influencer for our shareholders and attracted investments into the company even remaining private, spearheading the proposed listing of the Company.

CHRISTIAN DENNIS, NON-EXECUTIVE DIRECTOR

Based in London**,** Christian has been in the field of Investment Banking and Broking for more than 30 years and is connected to a broad set of investors in London, Europe, Australia and Asia. Being CEO and Managing Director at Optiva Securities Ltd, Christian has steered many start - up resource companies to successfully climb the value building ladder.

As a co-founder and promoter, since inception of the Company, he has been a key connect in our financial and corporate affairs. As a NED, he has played a pivotal role in mergers and acquisitions, contributed in various committees of the Board including the remuneration committee, and provided the gravitas to the Company's presence in London corporate world.

HEMANT KUMAR PODDAR, NON-EXECUTIVE DIRECTOR

A co-founder as well, Hemant has 28 years of experience in the flake graphite industry reinforcing the Company's vision to be a leading producer of flake graphite. He is extensively travelled and connected to primary users of the commodity. As a NED on the Board, he has significantly contributed in developing the Company and been another key driver in its continued progress. He has also contributed extensively to development of trade and industry with continued involvement in trade bodies and representation in various forums.

RAJESH KEDIA, NON-EXECUTIVE DIRECTOR

A qualified accountant, a financial expert, an investment Banker, Rajesh has extensive and diversified experience with over 16 years of experience working in finance and investment banking. He has extensive experience in mergers and acquisitions and capital raising. He has advised many companies on their growth plans and raising capital on international markets. An ex Morgan Stanley and RBS banker, he is presently engaged as Assistant Director at UK Government Investments Ltd. His contributions to the company's strategy, corporate governance, acquisitions, extensive reach and contribution to various policies and sub-committees of the Board have helped in various aspects of the Company's development.

We also take this opportunity to introduce some of the key members of the executive management team, recognising their tireless efforts to bring the company to its present stage, and I can vouch, each one of them is a leader contributing extensively to the development of the company and deserve recognition.

UDAY PRATAP SINGH, CEO – MADAGASCAR PROJECTS

Mr. Singh has over 35 years of diversified experience in the resource industry and project management in India, Africa, Indonesia, Bhutan etc. Well versed with mining codes/regulations of various countries for minerals like iron ore, copper, graphite, lithium, coal, gold, etc., he has worked on multiple projects in diverse companies. He is a well learned and experienced geologist. Having worked with Geological Survey of India for about 30 years at multiple executive levels, he has exceptional geological interpretation skills and a huge record of achievements. Mr. Singh is also associated with geologist bodies around the world and has published papers in global forums. Determining resource of diverse minerals and metals, Mr. Singh has been the key man in discovery of the resource in our projects. Mr. Singh has been providing able leadership in the development of the Company's projects in Madagascar since the early days and has extensive recognition in the Malagasy Government.

VIJAY BHAGAT, CEO - SPECIALTY GRAPHITE PROJECT

Mr. Bhagat has 38 years of techno-commercial experience and expertise in processing flake graphite into specialty products like expandable graphite for hi-tech applications like environment friendly flame retardants for multiple applications and industries. Alongside his extensive reach in the specialty graphite markets, he is highly recognised in the industry for his achievements. Mr Bhagat has published research papers on expandable graphite which he presented in multiple international conferences. With years of experience in establishing and leading operations in this sector, Mr. Bhagat proves to be a dynamic leader with grip on multiple arenas of the business.

KIEN HYUNH, GROUP CFO

Kien is a mining industry professional with over 20 years' experience in global capital markets and mining finance with senior executive management positions and independent consulting roles for ASX and AIM listed mining companies as well as unlisted companies. He worked in investment banking and corporate & institutional finance for ANZ in Melbourne and London for almost 15 years, thereafter joining Standard Chartered Bank as a founding member of their global Mining & Metals team in London and Singapore. He has worked on a variety of debt and equity financings for clients across EMEA and Australasia in the base metals, precious metals, bulk commodities, coal and steel sectors.

NICHOLAS PETIT JEAN, DIRECTOR ADMIN – TRM

An engineer in hydraulics with experience in technical operation of flake graphite, Nicholas is the erstwhile promoter of Etablissement Rostaing holding the Sahamamy project and post its merger with us, leads the administration of the Madagascar projects. With his experience of working in Madagascar he proves to be an added asset for the Company for its Madagascar operations.

PURUVI PODDAR, GROUP MANAGER – BUSINESS & PROJECT DEVELOPMENT

Puruvi graduated from the University of Manchester with a BSc in Material Science and Engineering. She has experience in and understanding of the graphite industry and processing with exposure to the sector and has done pre-feasibility studies on graphite projects. She has deep understanding of the graphite applications and markets. Puruvi has worked on graphene composites, processing and applications and is further working with the company for its specialty graphite & graphene projects too. An able leader, at this early stage she has presented on behalf of the Company in global industry conferences and is extensively involved in marketing.

MEENAKSHI POTDAR, CHIEF CORPORATE AND LEGAL OFFICER

A qualified Company Secretary with 11 years of experience, Ms. Meenakshi adds corporate strength to the company. She is well versed with statutory advisory on various matters applying to the countries we operate in. Ms. Meenakshi provides valuable insight for various corporate decisions and documentation. With her deep understanding and communication skills, she is a key coordinator for Corporate and Legal activities.

AMEYA GOGATE, GROUP HEAD OF FINANCE AND ACCOUNTS

A qualified chartered accountant, IFRS qualified, Ameya has worked on various aspects of corporate finance, capital markets, forecasts and valuations and in the short span with the company, has extensively contributed to the companies finance and corporate finance activities.

We would also like to acknowledge the hard work done by the next layer of the management team who have played instrumental roles in helping the company achieve its goals on the ground.

BHOLA RAM, PROJECT HEAD SAHAMAMY PROJECT

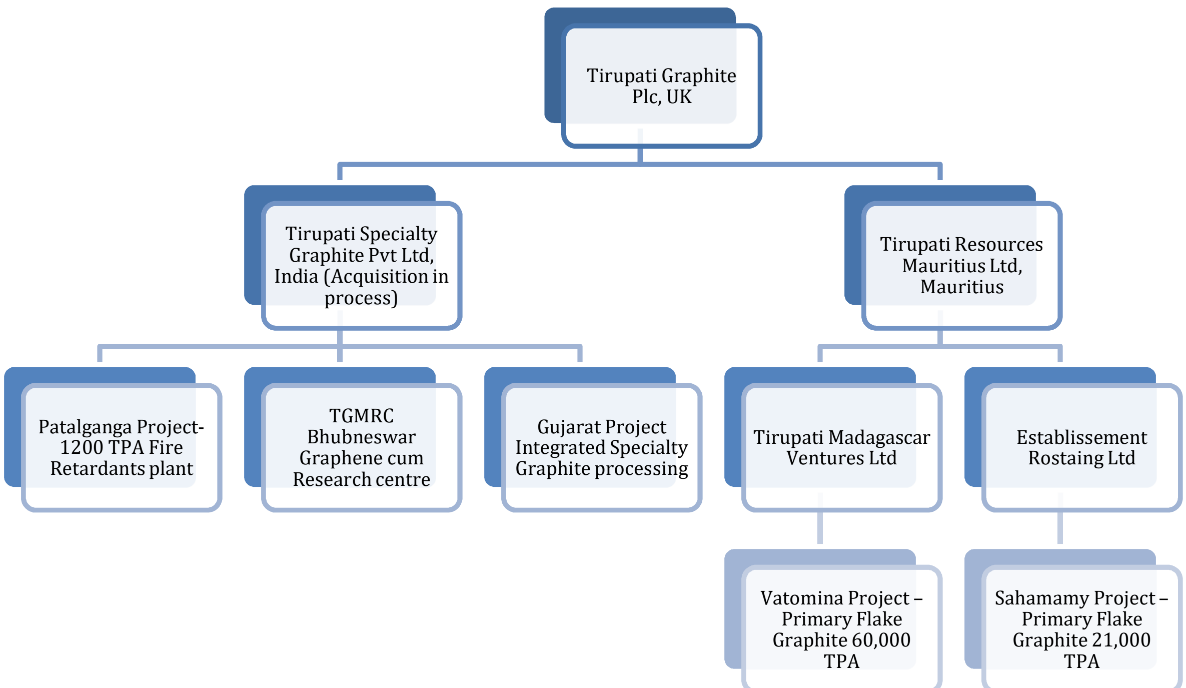
A mechanical engineer with very deep understanding of graphite, its processing, control mechanisms, quality control and operations, Mr Bhola has been the lead at the Sahamamy project since we acquired it and is accredited to bring it to production.

RAHUL JHA, PROJECT HEAD VATOMINA PROJECT

Mr Rahul is a mechanical engineer with expertise in project planning designing and execution. He further possesses deep understanding and knowledge about various aspects of graphite processing. He has been in the graphite processing industry for over 4 years and is leading successfully the ground team at the Vatomina Project.

HRIDAY OJHA, ADMIN & FINANCE HEAD – MADAGASCAR PROJECTS
A master's in finance and administration, Mr Hriday possess excellent management & communication skills. The in-country admin head for us, his skill set is versatile helping him effectively lead administration and finance activities on ground in Madagascar.

Group Structure



Strategic Planning & Targets

Over the year, we have progressed on our journey of developing the Company's stated objective of being a leading flake graphite to graphene company, fully integrated in the sector and providing goods and services in the entire value chain. Alongside, the company has also seized the opportunity of utilising its expertise in developing the Graphene and Research centre integrating it with Mineral Processing and Extractive Metallurgy technology development providing the centre with another revenue stream.

The key strategic considerations in the Company's development plans include:

a. Modular development approach providing opportunity for low initial investment and early stage cash flows, de-risking future investments from execution risk.

b. Focused on low investment high return – we minimise investment by prudent spending and due to our in-house expertise on various aspects like specialised graphite processing equipment designing and manufacture, exploration, internal infrastructure development etc.

c. Staged market development and reduced technological risks acquire additional insight for improvements in follow-on modules for even more productive optimisation.

d. Focused engagement on environment management across projects & providing key material input in the form of the Company's products for applications in reduction of carbon footprint.

e. Continued engagement with the communities for improving health, education, connectivity, employment and earnings, skillsets and overall the quality of life of the people around us.

f. Prudent equity raises, leveraging cashflow based funding for follow on stages of the medium-term development plans.

g. Low gestation period start of operations and positive cash flows, optimised return on investment.

h. Developing into a big corporate company by means of integration across the value chain

With these strategic considerations, the company has progressed its development across its projects, corporate activities, market development etc., over the year. Key highlights of our development since the last annual report are highlighted below:

Madagascar Projects - Vatomina and Sahamamy

- The first 3,000 tpa primary flake graphite mining operations and processing plant module was commissioned at Sahamamy Project, Madagascar in March 2019
- Target of having construction sand as a by-product from primary flake processing has been achieved. Sahamamy operations are generating approximately 50% of the feed as high-quality construction sand, the WASTE TO WEALTH strategy of the company taking shape. The sand generated is being used inhouse for construction and road building activities at present.
- Ramping up of production at the plant has been completed with most of the key plant parameters achieved.
- The total capital expenditure spend at the Sahamamy project including improvement of infrastructure has remained within budgets. We continue the development and further improvement for the project, setting its base for next stage development.
- Product sales were initiated from May 2019 with shipments made to key buyers and across three continents.
- Post completion of land development at the Vatomina project, construction of the 6,000 tpa first plant at Vatomina project in Madagascar was initiated from Q1 2019 and we are progressing to complete the plant during Q4 2019.
- SRK Consultants have been commissioned for an updated joint CPR for both primary flake graphite mining and processing projects in Madagascar
- Community Engagement & Welfare program – Shakuntalam – has been initiated focusing on the various basic problems faced by the locals like health, hygiene, education, skill development etc.

Downstream & Graphene cum Technology Centre Projects - India

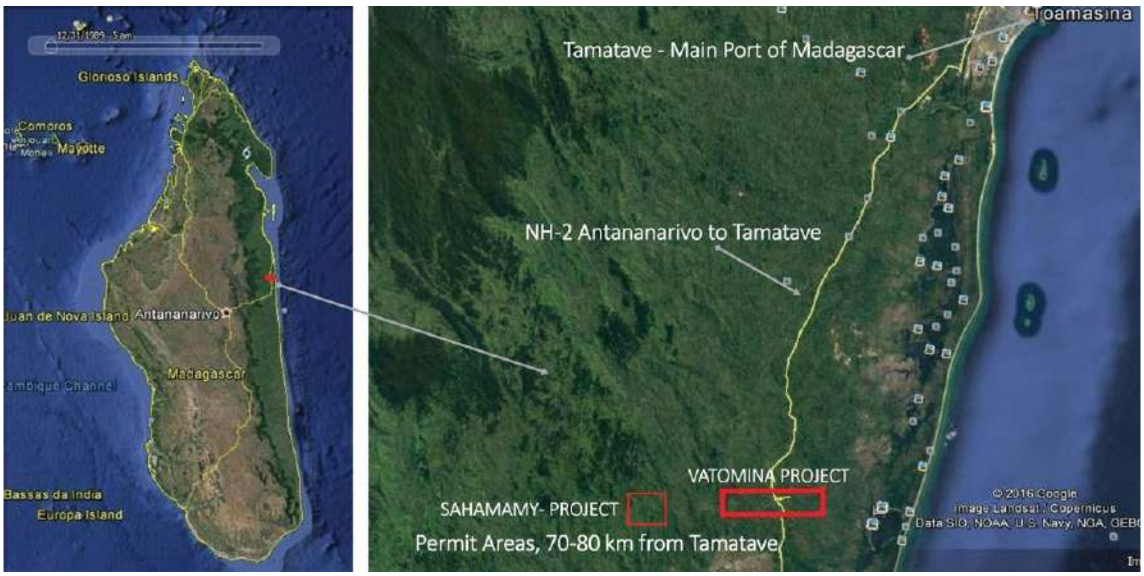
- In July 2019, commissioning of Patalganga Flame Retardant Graphite Project in India has been completed with 1,200 tpa flame retardant expandable graphite, and 1,500 tpa flake graphite finishing facilities.
- Flame-retardant flake graphite product under brand name 'CarboflameX' has been launched in European and Indian markets
- First sales and shipments of the key downstream product have been made and is prepared for market growth with repeat orders executed.
- 100% target customers approached to date have given product qualification.
- For the downstream specialty graphite & Technology and Graphene centre projects in India, detailed feasibility studies have been completed.
- The company has developed a unique process for manufacturing high purity graphite without using Hydrofluoric acid or extensive heat treatment. The process also follows waste to wealth properties.
- Land allocation by the State Government is in progress for both the projects.

UPDATE ON PROJECTS DEVELOPMENT

In the previous annual report, a detailed account of the development plans and status for each of the company's project was provided and is available on the company's website. We therefore provide an update of the progress made since the last report for each of the projects.

THE VATOMINA FLAKE GRAPHITE PROJECT

The Vatomina Project covers a 25 km^2 graphite mining permit located in eastern Madagascar, approximately 70 km south of Tamatave, the main port city of Madagascar and straddling the National Highway NH-2 that links the Tomasina port to the capital city of Madagascar, Antananarivo. It is planned to be developed to a capacity of 60,000 tpa primary flake graphite production in four modular plants, first of 6,000 tpa capacity followed by 3 X 18,000 tpa modules. Our activities have been focussed to minimise pre cashflow investments in the project while conduct multi arena activities to minimise time to completion of the first modular plant. In this background, an update on the activities since the last report is as below.



Update of exploration phase 1

The objective of exploration phase 1, now concluded, have been as below:

- Establish enough resources by detailed exploration of targeted 2 sq km to indicated level for providing comfort for mineral deposits for first two modular plants with > 15 years mine life.
- Provide reasonable comfort for further resources availability to define additional resource potential for follow on modules.
- Develop targeted operational raw material mining plan for phase one mine development for the first modular plant.
- Identify lateral continuity be continues mapping in all open directions of the mineralised zones.

The phase concluded with execution of 66 holes diamond Core drills to varying depths aggregating to 3128M 305 holes Augur drilling aggregating to 2738M, 8 Trenches of 6M depth aggregating to 280M length and 43 test pits of approximately 6M depth aggregating to 233M. Logging of the drill cores, sampling and assays were also performed under the guidance of the Competent Person and 777 samples were sent for analysis to accredited laboratories in India and South Africa. In addition to the drilling campaign, exploratory mining activities were also conducted to generate bulk samples which were used for pilot scale beneficiation studies and metallurgical tests.

With the conclusion of above activities, we have sufficient inputs for progressing the resource assessments based on the objectives above. SRK Consultants are in the process of completing their Competent Persons Report including the exploration completed and will be released shortly. In a nutshell, the further detailed exploration prospects to be pursued alongside modular expansion include:

- Geologically open lateral areas along North – East – South of the currently explored areas
- Continuity beyond 50M of vertical depth by deeper drilling in second phase.
- Initiation of exploration in the western half of the Permit area which remains unexplored till date.

The activities at Vatomina are now prepared to shift gears to mining and the second phase of exploration shall be conducted in 2020 post commissioning of the first plant operation. A recap of some glimpses from the resource and explorations are following:

Fig.: Company owned diamond core drilling machine in operation during exploration 2018-19

Fig.: Drilling Cores from various boreholes

Fig.: Open Pit faces depicting resource and graphite near surface

Internal Project Infrastructure development

Facilitating project development, internal infrastructure development was started immediately after we took control of the project in the financial year 2017-18. Step by step with prudent balancing of costs, we continued to upgrade our project internal infrastructure as we have progressed. The significant progress made since the last report include:

- Strengthening and widening of about 5 kilometres of internal roads with drains construction for forthcoming increased movement with operations due to start.
- Upgrading of base camp for drinking water, dining facilities, recreation and increased capacity.
- Land development by way of area grading for the various utilities for the upcoming first modular plant.
- Establishment of the fabrication and engineering centre for manufacture of various on-site plant structures, silos etc.
- Establishment of other utilities for woodwork, cement brick manufacturing and similar to support the construction activities.

Fig. 13: Self constructed 11m long bridge, internal roads

Fig.: Stores, Engineering Centre and Fabrication Activities

Project development to production – construction of 6,000 tpa facilities

The Vatomina project is planned to be developed to a capacity of 60,000 tpa flake graphite production with four modular plants to be established, first 6,000 tpa followed by three 18,000 tpa modules. The planned schedule for these modules' development are as below:

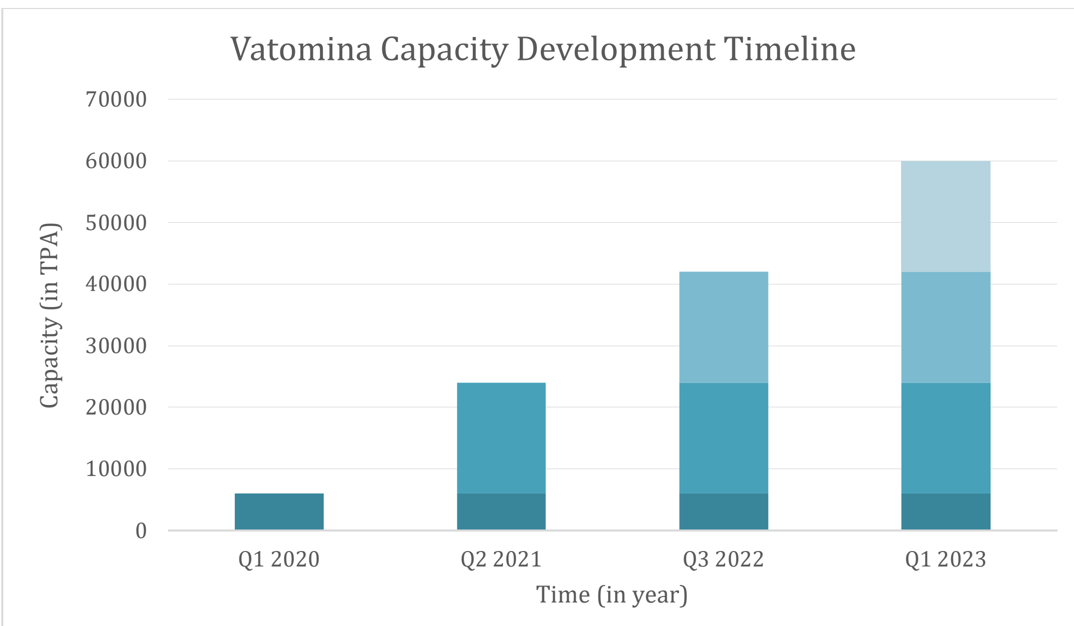


Fig. 14: Timeline planned for capacity development in Vatomina to 60,000 TPA

Development of land for the construction of the first 6,000 tpa module was initiated Q3 2018 and construction started Q1 2019. The development stands well advanced with higher time-consuming activities like foundations, feed platform, concrete guard walls and utility centres having been completed. We are in the process to raise the balance capital requirements for completion with a target to commence production Q1 2020. Recent pictures of various construction activities ongoing are following:

Fig.: 6000TPA plant under construction

The company has considerable flexibility in advancing or retarding the schedule without any significant impact on created capacities, depending on various factors providing further advantage from the modular development concept.

THE SAHAMAMY PROJECT

Since our last report, Sahamamy project has seen its transformation from an obsolete very small flake graphite operation to a modern international standard mining & processing facility producing high quality flake graphite and shipping to the highest end consumers in three continents. Commissioning of the first 3,000 tpa module at Sahamamy was completed in March 2019. Stabilising operations and ramping up production alongside marketing and sales have seen the project to becoming revenue positive over the past two quarter having shipped about 500 MT flake graphite to three continents, building inventory for both finished products and various inputs required to efficiently run the operations. Key achievements in the development follow.

Mining Operations development

The historical mining operations had lacked use of appropriate mining equipment, proper stripping and over burden removal, development of mineral and waste benches and in manner that lead to multiple handling of mine waste and accumulation of waste in operating mining faces. A full new set of earth moving equipment with team of management human resources was deployed at the mine from Q1 2019 with a capacity to handle more or less 1000 MT earth work per day and extensive mine development activities initiated. As an impact, the project is now at a stage that it has a well-developed mine with capacity to mine more than twice the ore requirement for the current processing plant. Raw material stock of mined ore is also maintained for insulating production from climate risk. The mining capabilities have further been enhanced to be able to perform mining at night. The internal roads have been developed and strengthened and mining well developed. Nonmineralized waste land area is being used for systematic overburden disposal leading to land reclamation, which shall be used further for social and environment welfare. The ore being saprolite in nature, free dig mining is being performed further reducing environmental impact and carbon footprint.

Fig.: The mine and mining operations

Processing plant development

The development of 3,000 tpa flake graphite processing plant construction was completed Q1 2019 in a span of 8 months from start of construction, and commissioning was completed March 2019. The plant incorporates a lean process and has established the commercialisation of technological innovation developed in the form of "Self-Attrition Graphite Separator" ("SAGE"), first use of a technology eliminating the sand in feed ore prior to flotation. This is a hugely valuable development for the company in view of the following:

1. The load on the flotation circuit is reduced by about 50% with pre flotation removal of >50% of the impurities leading to cost efficient and lean process.
2. It has reducing wear and tear in the process with preliminary elimination of abrasive sand prior to flotation circuit.
3. Construction grade sand is achieved as a process by-product, which is currently being extensively used in construction and infrastructure development activities at the projects. This has led to greener operations and conversion of waste to wealth. It has further reduced infrastructure development costs.

The operations of the processing plant are now fully stabilised. Several challenges were faced in early stages of the ramp up of production and the company has successfully addressed and overcome these over the past two quarters. Some of the key challenges faced and their redressal include:

1. Operations of SAGE: This being a totally new equipment for use in commercial scale, various operational challenges and optimisation issues were faced and overcome. The primary challenges included loss of graphite in sand, sand separation not being up to expected limits. With various design and operational parameters optimisation, the loss of graphite into sand is brought to negligible and sand separation quantum targets achieved.

2. Optimising Head feed & Milling Capacity: The plant was designed for a head feed of more or less 10MT ore feed per hour. Initially in the first quarter of operations ramp up, it was stabilised at 5-6 tons per hour and progressively the target head feed rate achieved in August 2019.

3. Human Resource Training and Adaptation to the New Plant: Apart from a set of 4 senior operations management team, the entire operations are handled by local employees, about half of who have been erstwhile employees of the project. Most of the workers are uneducated, have language barriers and with years of legacy operational concepts causing resistance in adapting to change. Over the last two quarters we have progressively continued training and adaptation programs for the workforce. While the process will continue as ongoing, the minimum level of adaptation to the operations required for efficient operations has been achieved. Skill development on use of automated technologies, equipment operations, quality control mechanisms, computational skills etc., have been enhanced massively.

4. Internal infrastructure and climatic adaptation: The region where the project is located receives substantial rainfall and in the current year, the rains extended beyond the usual April-May cessation to June-July. With minimised precommissioning spend on infrastructure, the company has continuously upgraded internal infrastructure at the project and the approach road, and extensively used the sand generated from the processing operations to make the roads usable in all the seasons. Various other utilities and facilities buildings, which shall serve both the current operations and the next expansion with the second module, are under continued upgradation.

The operations having stabilised, we share the achievements made on various parameters in comparison to the targets set in the following table

Operating Parameter		Target at Steady State	Achievement during Ramp up
Product Grade		Up to 94% C	Achieved >95% C
Flake Size Distribution (Basket)		35% Jumbo (+50 MESH) 35% Large (+80 MESH) 30% Small (-80 MESH)	>50% Jumbo (+50 MESH) >30% Large (+80 MESH) <20% Small (-80 MESH)
Recovery		>85%	Achieved
Head Feed Rate		9.25 MT/hr	Achieved
Head Feed Grade		TGC 5.5%	Averaging c 4.5% currently. Target expected to be achieved over Q4 2019.
Production Rate		250 MT/Month	Up to 75% achieved currently. Target expected to be achieved over Q4 2019
Mining Fleet Capacity	1000 MT/operating day total earthworks	>100% of target achieved.	

Fig.: 3000 TPA Processing Plant

Fig.: Processing Operations at the Plant

Marketing and Sales

In line with the Company's marketing policy, we have selectively engaged with the higher stature end users in diversified segments spanning across the United States, Europe and Asia. For catering to the smaller users, we have also engaged industry recognised benchmark intermediaries and processors. The sales from the operations are nearing 500 MT with an average basket price realisation exceeding the target US$ 980/- per MT from the ramp up phase with bulk product qualitative approvals achieved from each of the shipments made, repeat orders received and further progressing and targets well achieved. Any information on the company's buyers are considered commercially confidential, and thus not included.

The marketing activities have been focussed not only for the sales of current Sahamamy production but to create stable markets for the imminent additional production from Vatomina. The sum total consumption of the presently engaged buyers far exceeds the forthcoming short-term capacity creation in progress i.e., 9,000 tpa.

Cost parameters CAPEX & OPEX

The company is glad to share that the CAPEX incurred for setting up of the 3,000 tpa Sahamamy facilities have remained in line with the budget. To the best of our information further and as per information available from independent analysts, this puts the company in the unique position of being the lowest capital cost flake graphite project developing company and provides comfort for further capacity creation budgets outlined by the company. It also leverages the in-depth expertise of the management team to prospective increased returns to shareholders.

The operating costs for Sahamamy operations have also remained within budgets and monthly cost forecasts under various cost heads remaining within targets. The C2 per ton costs are thus falling in line with the forecast targets as the production rates are nearing the planned capacity.

Environment Management & shift to renewable energy

It is the paramount focus of the Company to minimise impact to environment caused by our operations, engage in measures aimed at environmental sustainability to mitigate the impact and overall positively contribute to the environment. The company has taken various measures for minimising impact to environment, including:

1. Drainage management: the area being undulating terrain with reasonably high rainfall. We have undertaken a program for channelizing rain water drainage minimising erosion. The program shall be executed over the next 3-4 quarters, expected to be completed by Q2 2020.
2. Waste land reclamation: Extensive areas around the project are non-mineralised waste land with minimal green cover and extensive swamp areas. A program for waste land reclamation using mining overburden and redeveloping these into productive areas for plantations is in progress.
3. A detailed study is planned to be carried out for identification of plantation species with productive output which will be followed by extensive plantation. This will not only provide valuable output, but shall also enlarge and improve the vegetation in non-mineral bearing areas. It will also provide additional jobs and skill development for farmers in the region.
4. A combination of waste vegetation with concrete has been developed for low cost housing development for the local population reducing dependence on wood thereby reducing wood cutting. We are formulating a program for its use by training and implementing in the development of residential areas for local employees.
5. The company has adopted a zero-dust policy in its operations which is achieved by multiple activities to control dust emission in mining & processing activities. All internal roads have been covered with sand and quartz mix generally eliminating dust from vehicular movement. The plant operations are dust free and most modern flash drying system is used with natural gas as fuel minimising emission and generation of dust.

Use of renewable sources of energy is a key priority for the company. With undulating terrain in Sahamamy Sahasoa area, the topography and drainage provide opportunities for hydro power generation.

The Project has an old existing small hydro power generation setup ('SHPP') established a few decades ago with water reservoir and a turbine house connected by a pipeline and having an installed capacity to generate 75KW power. The SHPP is inoperable at present and requires a complete rebuild and overhaul. There is further scope for additional capacity creation for hydro power generation. A prefeasibility study was conducted for rehabilitating the old SHPP which established the ability for the power plant to be reinstated. Since the last report, we commissioned the services of a SHPP specialist for a detailed feasibility study for reconditioning the existing facilities and possibilities for creation of additional hydro power generation capacity. The company intends to progress the reconditioning of the existing facilities and create further capacity along side further project capacity development.

Fig.: Reservoir and equipment at Hydro power plant

Development of Connecting Road between Sahamamy & Vatomina Projects:

With the ongoing development of the two projects, and to improve connectivity of Sahamamy to the National Highway RN2, the company is developing a 12 km of new road. This connectivity shall extensively help in integrating the ongoing senior management reach across the projects and improve the present logistic arrangements for the Sahamamy project paving the way for its larger development. A detailed survey for the same has been executed. The completion of various statutory approvals has been in process, and it is expected that these will conclude soon and road connectivity could be established as early as Q1 2020.

Development of further processing facilities

With the current developments bringing Sahamamy to a stage of modern operations with positive revenues and cash flows from operations, the Company intends to continue on the path of next stage development of the Sahamamy project by completing preparations for the second module with capacity 18,000 TPA. This shall include various activities like further drilling and detailed exploration, development of connectivity for the northern deposit areas, area development for setting up of the new plant, resettlement of the workers quarters to a new location, re-development of the existing hydro power set up and preparation for the development of larger prospective hydropower generation facility etc, we are multitasking to continue these developments.

Social engagements – Madagascar Projects

In pursuit of contributing to the upliftment of the communities we work in, the Company has undertaken various activities under “Shakuntalam” its social engagement program. The activities performed include:

Sahamamy School rebuilding: The primary school at Sahamamy houses about 200 students from the local communes. The school building is in dilapidated condition. We are building a new school building in the campus with five classrooms. Additionally, stationery and sports materials have been provided to the students.

Health Centre: At our Sahamamy project, a renewed dispensary with a full time medical practitioner have been set up with extensive inventory of key and emergency medication. The centre is providing free medical facilities and medicines to the local residents in the area.

Sahavalaina School road: The primary school near the Vatomina project was located on a hillock with no approach road or walkway. We have built a road to the school which is motorable and this has brought recognisable change to the school, its students and their parents.

Various other activities like vocational training, providing drinking water facilities, providing logistic facilities to the local people have been conducted on an ongoing basis and we shall continue to develop the program as envisioned. Needless to say that the projects of the company has become the source of livelihood for no less than 500 families in the areas of its location and changed the economy and well-being of the regions we are located in.

Fig.: Shakuntalam Program Initiated for social welfare in various aspects

TIRUPATI SPECIALTY GRAPHITE (P) LTD ("TSGPL")

The downstream processing of primary flake graphite for hi-tech applications in energy storage, flame retardants, thermal management, composites, lubricants and various other applications is the second key value addition arena, also providing the opportunity to extensively contribute to the green tech arena. The company has entered into a binding agreement for acquisition of 100% equity of Tirupati Specialty Graphite (P) Ltd., subject only to statutory approvals, an Indian company developing a comprehensive downstream flake graphite project alongside a Graphene and Technology centre. While the completion of acquisition is expected post listing of the company, its projects are under continued progress. The status of its three projects are as detailed below:

The Patalganga Project

The Patalganga project has been set up by TSGPL as a precursor to the larger downstream processed flake graphite project for manufacture of flame retardant expandable graphite composites and as a centre of finishing and marketing of the company's Madagascar products in India. The project was commissioned with commercial production to manufacture 1,200 TPA flame retardant expandable graphite and 1500 tpa flake graphite finishing facilities by way of screening and blending to accurately produce tailor made products for Indian markets, providing an opportunity for the Company to develop end user-based markets for its production from its Madagascan operations for the smaller consumers in Indian market.

Expandable graphite based flame retardants are a niche area with slow penetration for market development. The company has launched its brand "CarboflameX" with a range of products for use in an array of flame retardant applications including manufacture of Poly Urethane foam, rubber latex Foam, coatings on textiles, wood, metals, intumescent tapes, bitumen roofing, door & window fire seals etc, used in various applications in construction, transport and aerospace etc.

Thus, the Patalanga project provides the Company with the opportunity of gaining early entry into the specialised niche flake graphite flame retardants market ahead of the establishment of its larger scale integrated specialty graphite production plant, providing ready markets for the larger plant. This synergises with the company's concept of starting smaller facilities to establish itself prior to the larger investments, substantially de-risking its development and growth.

Fig.: 1,200 TPA pilot flame retardants facility commissioned

Over the past two quarters, market development for flame retardant flake graphite has been undertaken by the company and first and follow on shipments made to five end users. In addition, product qualification has been received from more than 4 other users and extensive marketing efforts are ongoing. The company's products have gained approval from every end user we have contacted till date, a depiction of the technological capabilities of the company.

Fig.: CarboflameX supplied for flame retardant applications like in PU Foam

Given the success demonstrated at the Patalganga project and a visible high demand for Tirupati's value added products, the company is comprehending on expanding the Patalganga unit to add capacities of high purity graphite and other value-added graphite materials at a scale smaller than the integrated Speciality Graphite Project. The development of the Integrated Project in Gujarat shall continue simultaneously as per the projected timelines. As the gestation period for adding capacity in Patalganga is short and at similar per ton costs, the company may consider expanding Patalganga operation to achieve faster roads to markets with lesser investments.

Integrated Specialty Graphite Project

There are extensive hi-tech applications of flake graphite in an array of industrial and material applications. These applications have extensive contribution to green technologies, energy storage and mobile energy, resource longevity and energy efficiency. On the commercial side, 'specialty graphite' or specially processed flake graphite is a niche area with substantial value add over primary flake graphite concentrate. It is estimated that presently, more or less 25% of the total world consumption of flake graphite is in such hi-tech applications. The growth applications like in green energy and energy storage, flame retardants and foils and gaskets, composites like conductive polymers and insulation materials require specially processed flake graphite. The technologies for such processes are very complex and not commonly known. Being in the graphite industry for a long time, the company's team has been working on these for years and developed commercially feasible green processes for each such specialised processing. As a precursor for most of these applications, the primary concentrate requires purification up to 99.95% and follow on processing.

The company has completed a comprehensive detailed feasibility study for setting up a downstream specialty graphite processing plant in India and the project is planned for development to a 20,000 TPA capacity in two modules of 10,000 TPA each over a three-year span with further phases development aligned with markets of specific applications. The current status update for the project is as below:

- Application for allotment of 20,000 sqm land for the project in Syakha Industrial Area was filed with The Gujarat Industrial Area Development Authority, an institution of The Government of Gujarat engaged in developing industrial areas across the state and the application is in process of consideration.
- Under the Department of Industrial Promotion and Policy of Government of India, Industrial Entrepreneurs Memorandum no. IEM264185 has been registered by the Company, registering the project for Government support under relevant policies.
- Extensive background preparations are ongoing for detailed engineering and design development, equipment sourcing, product markets development and further team building preparations to fast track the development upon land allocation.
- Since availability of land in the area applied cannot be taken for granted for paucity of land viz a viz applicants for it, the company is simultaneously working on other locations for alternatives.

Upon conclusion of allocation of land, the Company shall further progress the project. The acquisition of land is expected to be completed within 2019 and this shall be followed by applications for various approvals. The construction of the first module is expected to be completed in 4-5 quarters from the completion of the preconstruction activities including funding.

The second module will then follow on completion of development of the first, estimated to commence construction 4 quarters after commissioning of the first and completing to commissioning within 4 quarters from start of construction.

Tirupati Graphene & Mintech Research Centre ("TGMRC")

The Company believes that scientific research is the creation of new knowledge, creating in turn the expanded capabilities that enable development of novel technologies, skilled jobs and new processes and products. Scientific advances and technological change are important drivers of economic performance. Advances in research are driving technological changes faster which will have high economic, social and environmental values and these are the guiding principles of TGMRC, a project to be established in Bhubaneswar, India under TSGPL.

TGMRC is planned to have state of the art research facilities of international standards focusing on development of cost effective and environmentally friendly technology for specialty graphite and graphene manufacture, development of graphene applications and mineral processing technology. The centre will provide the technological support for the Company and its long-term growth while being self-sustaining and revenue generating. It will be composed of centres of excellence in each area of its activities, some of which are as detailed below.

Application for allotment of 20,000 sqm land for the project in Gothpatna Industrial Area in Bhubaneswar city of Odisha state in India, dedicated to research and educational institutions, was filed with the Government of Odisha and in principle approval of the Government to support the project was received. The allotment of land is under active consideration of the Government and is expected to conclude in 2019. While awaiting completion of allotment of land for the project, the company has further progressed various activities which include:

- Extensive background preparations are ongoing for detailed engineering and design development, equipment sourcing, markets development and further team building preparations.
- A comprehensive and extensive detailed feasibility study was complete for the project.
- Development of a unique technology for manufacture of Graphene Oxide & Graphene has been developed by the company's team. The technology is unique in as much as it manufactures graphene from flake graphite as the base material without use of any chemical exfoliation thus being a process using zero toxic chemicals of any form, unlike any other known processes.
- The development process has resulted in standardisation of process and product. The process is highly cost efficient further boosting the company's goal to catalyse graphene commercialisation.
- The company selectively released its specifications for standardised graphene and provided samples for assessment at various research centres.
- We are working with various target application industries and product research and development for use of graphene in various application areas across industries are ongoing.
- The mineral processing team of experts have assisted the operations in Madagascar in the optimisation process and findings from the first plant have helped create enough insight for fast ramp up of new modules we shall set up.
- Detailed engineering for development of "column flotation" has been completed for three capacities, a new flotation technique the company shall adopt in its Madagascar operations and downstream purification.
- The team has also provided technological assistance in the preparation of the detailed feasibility study for the Specialty Graphite Project. The green process of manufacturing high purity graphite without HF has been developed by the team.
- Various other activities are ongoing for establishing the business of the proposed research and technology centre and support to the other developments of the company on an ongoing basis.

The company is at an advanced stage for starting graphene and high purity graphite production at the project. On completion of land allocation, the company shall start production of the two materials as a first step in the planned Phase 1 of developing this technology and research centre.

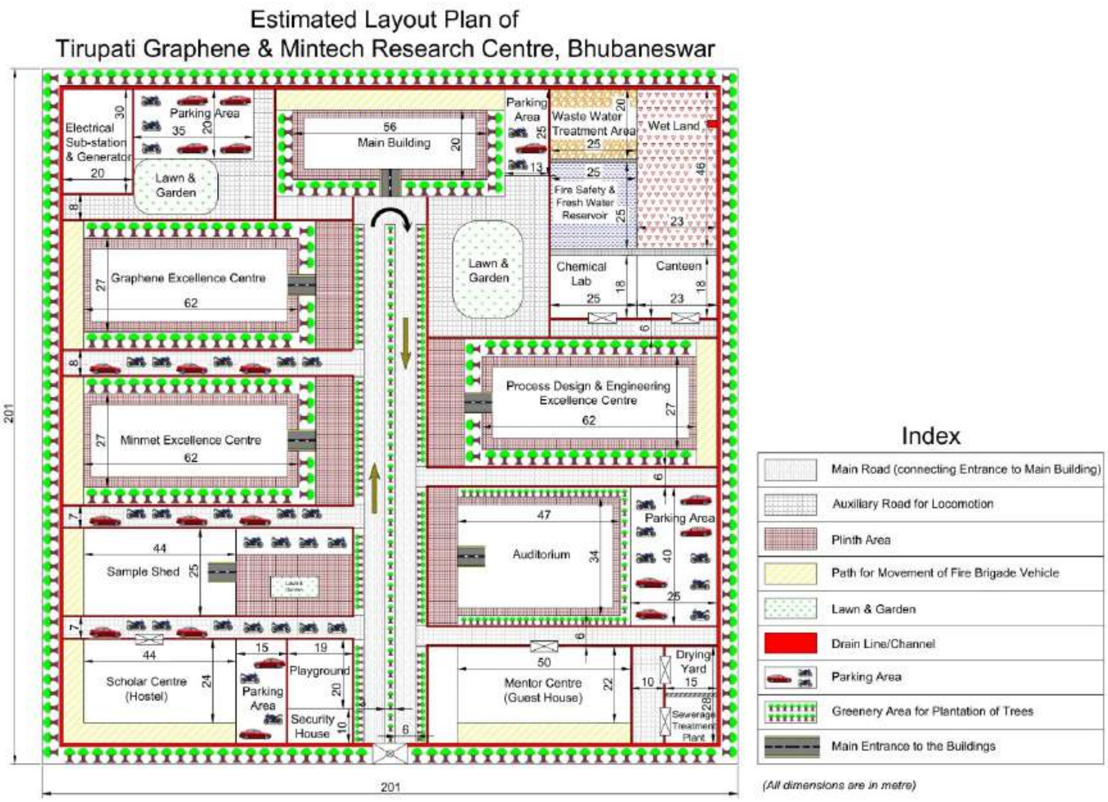


Fig. 29: Layout plan of TGMRC

The company has therefore continued to progress on all fronts on the development of its businesses and projects realising its goals on a steady basis.

UPDATE ON CORPORATE ACTIVITIES AND CAPITAL RAISE

The company continued its activities on corporate development and engagement with financial markets and we are pleased to report the following activities:

- Since our last report, the Company raised a sum of c. £ 720,000/- in pre-IPO equity at an issue price of £ 0.35 per ordinary share reflecting a premium of 75% over the previous equity raise by the company.
- The company has also initiated raising capital by way of an unsecured Convertible Bond with a 12% coupon, convertible at the IPO pricing and having a life of three years with the company retaining right to buy back after one year from IPO. We have raised a sum of £390,000 Under the Bond issue and expect to raise some further funds prior to an IPO under the Bonds.
- Participation in various conferences and trade shows continued targeted at developing markets for the company's products and for active engagement with the investment community.
- Fast Markets invited us as a panellist in the opening panel for their dedicated annual industry conference Graphite 2019 held in Berlin. Ms Puruvi Poddar represented the company on the panel and made a presentation with overwhelming appreciations. Mr. Christian Dennis also attended the event.
- Active engagement on public relations and social media to dissipate extensive activities and developments performed by the company have been put in place with appointment of specialist service providers.
- With our Brokers Optiva Securities Ltd., we continued our active engagement with the investor community with activities including investor evening reception, non-deal road shows and one to one meeting with various investors.

- Ms Puruvi Poddar B. Eng (Materials) from University of Manchester was appointed at the Corporate level as Development Officer and has moved on the become the lead for Marketing & Business Development. Her contribution to the company's affairs spans across various activity areas.
- Mr. Kien Hyunh was appointed as CFO with effect from 29th of October 2018. An experienced Banker specialising in mining structured finance, he brings in skill sets to lead the Finance team while extensively contributing.
- The management team for admin, corporate and financial activities was further enhanced to cater to the group's activities.
- The expat specialist management team in Madagascar was strengthened with addition of specialist in Mining, Processing and Civil Engineering.
- Strengthening of human resources was also undertaken at the Indian operations.
- PKF Little John were appointed as the auditors for the Company. Their team visited the Madagascar operations as a part of their audit process.
- St Brides Partners have been appointed for Public Relations and Visitz for social media engagements.

We can therefore say that the company has made extensive all-round progress in developing its business, actively worked on all spheres of its business and is well placed to continue its efforts to achieve its vision and mission.

This report was approved by the board of directors on September 30, 2019 and signed on its behalf by

Mr Shishir Poddar
Executive Chairman and Managing Director

Pursuant to the requirements of the Companies Act, this document includes our Strategic Report, Directors' Report and required financial information (including our statutory accounts and statutory Auditors' Report for the year ended 31 March 2019), and forms part of our UK Annual Report and accounts for the year 31 March 2019 (the UK Report and Accounts), as required by English law.

Principal activities

The principal activities of the Group are described in detail in the business review.

Events since the year end

There are no events to report subsequent to 31 March 2019.

Results for the year ended 31 March 2019

A summary of key financial results is set out in the table below. The Group and Company primary financial statements are found on pages 41 - 64.

In summary:

- The net interest cost for the Group for the period was £2,827.
- Administrative expenses from continuing operations £1,139,320.
- Group loss after tax from continuing operations was £1,113,708.
- Basic and diluted loss per share from continuing operations was 1.93p.
- As at 31 March 2019, the Group had cash and cash equivalents of £44,681.

The shares issued during the year, since incorporation of the Company, are detailed in note 18.

Key performance indicators

The key performance indicators of the Group are set out below:

	2018-19 £	2017-18
Revenue	**145,207**	**28,001**
Cash and cash equivalents	**44,681**	**504,122**
Gross assets	**5,602,564**	**4,384,190**
Earnings per share	**(1.93p)**	**(1.68p)**

Principal risks and uncertainties

The Company management have been conscious about the risk factors that can affect the Company's performance and are aware that they must be always alert and on their toes to be proactive in dealing with the same. They carry a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.

The Group has exposure to the following risks from its use of financial instruments, which are presented in note 19 to the financial statements:

- Capital risk management
- Market risk
- Credit risk
- Liquidity risk
- Currency risk

We understand that the risk management framework must revolve around some core factors so that the material business risks throughout the Group can be identified, assessed and effectively managed. These factors cover the following elements:

Identify Risk mapping and listing is conducted on periodic basis to identify emerging issues.

Assess The likelihood of risk occurrence is determined with evaluating their potential impact.

Mitigate Appropriate measures and actions are put in place to ensure control.

Monitor Efficiency and effectiveness of the measures and actions are periodically monitored for better control.

Principal risks and uncertainties to the Group

The following table, whilst not an exhaustive list as other risks may arise or existing risks may materially increase in the future, sets out the risks and uncertainties to the continuing Group.

Issue	Risk/Uncertainty	Mitigation
Financial Strategy	1. The Company's first phase of project development and implementation has been dependent on the capital raise from investors and any delay in the said arrangement may impact delay in the project development and implementation. 2. Investor support may be negatively impacted if there are delays in achieving our strategy's intended goals.	1. Company has managed to mitigate this risk as the first phase of the project is substantially completed and implemented to generate the cashflow and proceeded with the further development. 2. Setting example by demonstrated higher achievements than projected.

Principal risks and uncertainties to the Group (continued)

Issue	Risk/Uncertainty	Mitigation
Competition risk	There can be potential threats from innovative market players with competitive products, making them equally or more beneficial and qualitative than the Group's current products. These competitive market players may bring new age technology leading to their advantage.	Our Group has been putting in a substantial amount of investment in research and development, which continuously enhances our innovative process to ensure higher quality products and a consistent competitive edge. Additionally, the Group has been in this field for a substantial period of time and is very well connected with the end users (consumers) and the intermediary suppliers into the primary and specialised graphite industry.

Company's Management's Performance and Efficiency	During the phases where the Company is expected by the Board to experience rapid growth, it is essential to effectively manage such growth. While the Board is fully equipped to implement the Company's strategy, mismanagement of project operations at any level could lead the business to suffer, which may impact the Company's performance and profitability. The responsibility to manage multiple projects across different jurisdictions at the same pace while ensuring quality and sustainability sits with the Board and the Company's management team. Continuous growth in sales and profits largely depends on the Company's management team's ability to expand its operations and manage the procedures, financial controls and information systems effectively.	Ongoing development of the management team as we progress is a part of the company's activities and is thus dynamic. In fact, on the other side we have established that the Company's management team has the ability to deliver on all fronts and see this as a strength for the company. The cost to achievement ratio in record time is a depiction of the same.
Attraction and retention of key employees	It is essential for the Group to maintain the continued service and performance received from the key officers and employees. Even though arrangements with the respective employees are in place to secure their services, retention of these services cannot be guaranteed. The loss of the services of any of the key officers or employees could delay the Group's operations. Further, the ability to attract and hire new sufficiently skilled employees cannot be guaranteed.	The Group is actively involved in human resource management. The process includes policy framing of appropriate incentives and appreciation methodology, which ensures that people with key skill-sets are retained. Creation of systems to mitigate individual influence, continued talent hunt and alternative key human resource development and training are ongoing activities.
Brand, reputation and trust	Our brand will suffer if we lose trust and transparency in our business. If we cannot be firm in the face of ethical, legal, moral or operational challenges, our reputation may be damaged.	Our Group's processes and policies set out how we can make the right decisions for our customers, colleagues, suppliers, communities and investors. We have developed communication and engagement programmes to listen to our internal and external stakeholders and reflect their needs in our plans. We maximise the value and impact of our brand with the advice of specialist external agencies and in-house expertise. As our business grow and develop, we will remain strongly focused on protecting the strength of our Group's reputation through leadership and cultivating open relationships with all stakeholders.

Data security and privacy	With increasing risks of cyber-attacks threatening the data security, we must ensure that we understand the types of data that we hold and secure it adequately to manage the risk of data breaches.	We have active monitoring processes to identify and resolve IT security breaches, and also to investigate and mitigate any possible threats. A platform with a high-end security system is under development.
Performance	If our strategy is not effectively communicated or implemented, our business may underperform against our planned objectives.	Our Board, executive management and operational units meet regularly to review performance risks. An ongoing communication process informs our colleagues about the long-term strategy and ensures that they understand their part in it. The company is also implementing a customised ERP system to further instruct, monitor and analyse performances. There are clear guidelines, detailed timelines and policies set out to ensure that there is an appropriate focus on balance between short term and longer-term delivery.
Operational Risks	The current operations of the Company generally include exploration mining, processing, and production, any of which may be impacted by a factors which are outside of the Company's control.	The Company has adopted a modular development strategy to mitigate the risks on various operations and financial fronts. With the First plant commissioned and selling, various risks like technology, operational, mining, financial – cash flow and revenue etc are appropriately addressed with lower investment at the start.
Volatility of Commodity and Equity Prices	The Prices and demand for the Group's products may remain volatile/ uncertain and could be influenced by global economic conditions. Volatility in commodity prices and demand may adversely affect our earnings, cash flow and reserves.	As the group is very well diversified in its upstream and downstream projects, the management can mitigate this risk by pursuing low-cost production, allowing profitable supply throughout the commodity price cycle and balance the price volatility/uncertainty.
Geopolitical, Regulatory and Sovereign Risk	The primary flake graphite Projects are located in Madagascar and downstream and technology Projects in India and are therefore subject to the risks associated with operating in a foreign jurisdiction.	Madagascar has a mining code providing tenure of 40 years and renewable – does not have history of any disruptions to operations by any previous governments and is well connected to the international community As a mitigation, the company further may consider adding primary activity at one more location.

		India is a the fastest growing major economy and investment seeking and friendly. Additionally, the Company monitors political development and will seek to mitigate emerging risks wherever possible. The Group and its business divisions monitor regulatory developments on an ongoing basis.
Technology	If we do not invest enough or efficiently or invest in the wrong areas, we may not be able to deliver our customer proposition which could impact our competitiveness. As we develop new technologies, we must maintain the controls over existing platforms or it may impact systems availability and security.	There is a clear programme of investment to maintain the integrity and efficiency of our technology innovation infrastructure and its security. We are heavily inclined towards technology and innovation and work rigorously on continued improvements.
Environmental and Health and Safety Risk	The Graphite Projects, including ore mining and production plants, are expected to have an impact on the environment, particularly in cases of advanced exploration or mine development proceeds, production sites and plants. Its activities are or will be subject to in-country national and local laws and regulations regarding environmental hazards.	We have obtained Environment clearance for the first phase for both projects in terms of the regulations in place. Further extensions will be applied for and obtained prior to start of construction of the next phases. The company has also developed and adopted environment friendly technologies to minimise impact and will continue to strive to take steps for improving environment and mitigating damage if any.

Corporate and social responsibility

The Group remains committed to our corporate and social responsibility projects.

Ratio of men to women

The Board is satisfied that it has the appropriate balance of skills, experience and expertise necessary, and will give due regard to diversity in the event of further changes to both its own membership and/or the membership of the senior management team.

Going concern basis

The Group's business activities, together with the factors likely to affect its future development, performance and position are discussed throughout the strategic report. The financial position of the group, its cash flows, liquidity position etc., are also discussed above. The report additionally also includes the Group's objectives, policies and processes to address risks arising from the Group's use of financial instruments, in particular its exposure to market, credit and liquidity risks.

The Group has considerable financial resources together with well-established relationships with many clients and suppliers across different geographic areas. As a consequence, the Board believes that the Group is well placed to manage its business risks successfully.

After making enquiries and following a review of its profit and cash flow forecasts, the Board has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Board continues to adopt the going concern basis in preparing these financial statements.

This report was approved by the board of directors on September 30, 2019 and signed on its behalf by

Mr Shishir Poddar
Executive Chairman and Managing Director

The Directors present their annual report on the affairs of the group, together with the financial statements and auditor's report, for the year ended 31 March 2019.

The Corporate Governance Statement forms part of this report.

Results and dividends

The audited financial statements for the year for the Group and Company are set out on pages 41 - 64.

No dividends will be distributed for the period ended 31 March 2019.

Financial instruments

Information about the use of financial instruments is given in note 19 to the financial statements.

Incorporation

The Company is incorporated in England and Wales on the 26 April 2017 as a public Company.

Future prospects

A commentary on the Group's future prospects and a description of principal risks and uncertainties are set out in the Chief Executive Officer's statement and business review.

Share capital

Details of the authorised and issued share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 18.

As on date of this report, the Company has issued 59,925,243 class of ordinary shares. Each share carries the right to vote at general meetings of the Company, dividend and capital distribution (including on winding up) rights but do not confer any rights of redemption.

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights. No person has any special rights of control over the Company's share capital and all issued shares are fully paid.

Memorandum and Articles of Association

The Company's Articles of Association (the Articles) give the Board the power to appoint Directors but require Directors to retire and submit themselves for election at the first AGM following their appointment.

The Board of Directors may exercise all the powers of the Company subject to the provisions of relevant statutes, the Company's Memorandum of Association and the Articles. The Articles, for instance, contain specific provisions and restrictions regarding the Company's power to borrow money. Powers relating to the issuing and buying back of shares are also included in the Articles and such authorities shall be renewed by shareholders each year at the AGM.

Liability of members limited

The Company is registered as a public limited company and members liability is limited to the extent of their respective subscription to shares.

Articles

Issue of shares

Subject to the provisions of Company law and the pre-emption rights described below, the Directors are generally authorised to allot or otherwise dispose of shares in the Company as they think fit (including the grant of options over and warrants in respect of, shares).

The Company shall not allot any shares unless they are first offered to members (on the same or more favourable terms as the proposed allotment) in proportion to their existing shareholdings. Such an offer must state a period of not less than 21 days during which it may be accepted. These pre-emption rights shall not apply where shares are paid otherwise than in cash or if they are allotted or issued pursuant to an employee share scheme. Notwithstanding these pre-emption rights, the Directors may be given by special resolution (passed by a majority of not less than two-thirds of the members who vote at a general meeting) the power to allot shares either generally or specifically so that the pre-emption provisions do not apply or apply with such modifications as the Directors may determine.

Accordingly, the Directors are authorised by the Company shareholders by way of special resolution dated 15 June 2017 to allot shares to the extent of £30,000,000 shares.

Directors

The Directors, who served throughout the year except as noted, were as follows:

Shishir Poddar - Chairman and Managing Director

Hemant Poddar - Non-Executive Director

Christian Dennis - Non-Executive Director

Rajesh Kedia - Non-Executive Director (appointed 31 May 2018)

Biographical details of the Directors are given on page 4.

The interests of the Directors in the shares of the company at 31 March 2018 are as follows:

Director	Number of ordinary shares
Shishir Poddar	**1,171,429**
Hemant Poddar	**765,000**
Christian St John-Dennis	**974,131**
Rajesh Kedia	**282,608**

Charitable and political donations

The Company did not make any political or charitable donations during the financial period except the investment in community development programme as detailed in the Corporate Social responsibility section of this report.

Employees

The Company's policy is to provide equal opportunities to all present and potential employees, including, where practical, those who are disabled.

The Group believes in respecting individuals and their rights in the workplace. With this in mind, specific policies are in place covering harassment and bullying, whistleblowing, equal opportunities and data protection.

Health and safety

The Group is committed to providing a safe place of work for employees. Group policies are reviewed on a regular basis to ensure that policies regarding training, risk assessment, safe working and accident management are appropriate. There are designated officers responsible for health and safety and issues are reported at each board and executive meeting.

Substantial shareholdings

As at September 30, 2019, other than the Directors' holdings, the Company has been advised of the following interests in 3% or more of its issued share capital:

Shareholder	Number of ordinary shares	Percentage of issued share capital
Tirupati Carbons and Chemicals Pvt Limited	**29,565,778**	**49.34%**
Nicolas Petitjean	**4,615,300**	**7.70%**
Huntress (Ci) Nominees Limited	**2,888,852**	**4.82%**
Momentous Investments Limited	**2,500,000**	**4.17%**
Optiva Securities Ltd	**2,621,179**	**4.37%**
Momentum Trading Limited	**2,299,999**	**3.84%**

Statement of Directors' responsibilities

The directors are responsible for preparing the annual report and the Group financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group and Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). In preparing the Group financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the loss of the Group and Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of disclosure to independent auditors

Each of the persons who is a director at the date of approval of the annual report confirms that:

- So far as the director is aware, there is no relevant audit information of which the Group and Company's auditor is unaware; and
- The director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Group and Company's auditor is aware of that information.

Independent auditor

A resolution to re-appoint PKF Littlejohn LLP (new entity into which the Company's Auditor Welbeck Associates got merged into) as auditor of the Company will be proposed at the AGM.

Annual general meeting

The Directors consider that all the resolutions to be put to the AGM to be held in November 2019 are in the best interests of the Company and its shareholders. The Board will be voting in favour of them and unanimously recommends that shareholders do also.

Responsibility statement of the Directors in respect of the annual financial report

We confirm that to the best of our knowledge:

(i) the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and

(ii) the Directors' report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

This report was approved by the board of directors on 30 September 2019 and signed on its behalf by

Mr Shishir Poddar
Executive Chairman and Managing Director

As at year end 31 March 2019, Tirupati Graphite Plc was not listed on any UK exchange and is thus not required to comply with the requirements of the 2016 U.K. Corporate Governance Code ("the Code") as issued by the Financial Reporting Council. However, the Directors recognise the value of complying with the Code and present the corporate governance code below.

The Directors are committed to ensuring the highest standards of corporate governance, and complies with, subject to a small number of exceptions listed below, the supporting principles and provisions set out in the Code.

Meetings of the Board of Directors

The Directors meet regularly and are responsible for formulating, reviewing and approving the Group's strategy, budgets, performance, major capital expenditure and corporate actions. All Directors have access to advice from independent professionals at the Company's expense. Training is available for new and existing Directors as necessary.

Matters which would normally be referred to other than the appointed committees are dealt with by the Board as a whole.

Three Board meetings were held during the year. The Directors' attendance record during the year are as follows:

Director	Number of meetings attended
Shishir Poddar	**4**
Hemant Poddar	**1**
Christian St John-Dennis	**4**
Rajesh Kedia	**3**

Board objectives and operation

The key objectives of the Board are as follows:

- The agreement of strategy.
- The agreement of the detailed set of objectives and policies that facilitate the achievement of strategy.
- Monitoring the performance of executive management in the delivery of objectives and strategy.
- Monitoring and safeguarding the financial position of the Company and Group to ensure that objectives and strategy can be delivered.
- Approval of major capital expenditure and other expenditure that is not part of the defined objectives or strategic plan.
- Approving corporate transactions.
- Delegating clear levels of authority to the Executive management team. This is represented by the defined system of internal controls which is reviewed by the Audit Committee.
- Providing the appropriate framework of support and remuneration structures to encourage and enable Executive management to deliver the objectives and strategies of the Company.
- Monitoring the risks being entered into by the Company and ensuring that all of these are properly evaluated.
- Approval of all external announcements.

A schedule is maintained of matters reserved to the Board for decision.

Insurance cover

The Company maintains insurance with a limit of £5 million to cover its Directors and officers against the cost of defending themselves against civil legal proceedings taken against them. To the extent permitted by law the

Company also indemnifies its Directors and officers. Neither protection applies in the event of fraud or dishonesty.

Nominations Committee

The committee consists of Mr Shishir Kumar Poddar and Mr Christian Dennis. The committee meets as required to fulfil its duties of reviewing the Board structure and composition and identifying and nominating candidates to fill Board vacancies as they arise.

No formal induction process exists for new Directors, but the Chairman ensures that each individual is given a tailored introduction to the Company and fully understands the requirements of the role.

Appraisal of Executive Directors

The CEO shall be carrying out an annual formal appraisal of the performance of the Executive Director taking into account the objectives set in the previous year and the individual's performance in the fulfilment of these objectives. All the appraisals of the Executive Directors shall be provided to the Remuneration Committee.

Audit Committee

Formal terms of reference for the committee have been documented and are made available for review at the AGM.

The terms of reference of the Audit Committee include the following requirements:

- To monitor the integrity of financial statements and of any formal announcements relating to the Company's financial performance.
- To review the Company's internal controls and risk management systems.
- To make recommendations to the Board in relation to internal control matters that require improvement or modification.
- To make recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and to approve remuneration.
- To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process.
- To establish and monitor whistle blowing procedures.

No internal audit function exists due to the size of the Group. This is reviewed annually by the Audit Committee which reflects on any increased risk or regulatory changes in the period under review in making their recommendation to the Board.

The Audit Committee met once during the year and once after the year end. Matters considered at these meetings included: reviewing and approving the report and financial statements for the period ended 31 March 2019; discussion with the external auditors to confirm their independence and scope for audit work; considering the reports from external auditors identifying any accounting or judgemental issues requiring the board's attention and the auditors' assessment of internal controls; reviewing the company's risk register and business continuity procedures; and considering the adequacy of the whistle-blowing facility, the anti-bribery training and monitoring and data protection policy and procedures.

The Audit Committee consists of Mr Shishir Kumar Poddar and Mr Rajesh Kedia and is chaired by Shishir Kumar Poddar.

Internal controls

The Board is responsible for the Group and the Company's system of internal control and for reviewing its effectiveness and the same are well documented. The same are in operation which is appropriate for the Group and Company in its current state.

The Audit Committee shall each year be considering if the current level of internal control is appropriate. On advice from the Audit Committee, the Board does not consider any additional independent verification of the system of internal control to be required, based on the size of the Company and the Group, and the non-complex nature of both its management systems and financial structure.

Remuneration Committee

The Remuneration Committee currently comprises Mr Shishir Kumar Poddar (Chairman) and Mr Christian Dennis.

The Remuneration Committee reviews the performance of the Executive Directors and makes recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee also makes recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The Remuneration Committee meets as and when is necessary.

The Remuneration Committee seeks to provide the remuneration packages necessary to attract, retain and motivate Executive Directors of the quality required to manage the business of the Group and seeks to avoid paying more than is necessary for this purpose. In establishing the level of remuneration of each director the committee has regard to packages offered by similar companies.

Consistent with this policy, the benefit packages awarded to Executive Directors comprise a mix of performance and non-performance elements. During 2019, none of the Executive Directors' pay was based on the Group achieving financial targets.

Directors' emoluments

The following table summarises the emoluments of Directors during the year.

	Salary and fees	Pension	Benefits	2019 Total
	£	£	£	£
Mr Shishir Kumar Poddar	**180,000**	-	-	**180,000**
Mr Christian Dennis	**48,000**	-	-	**48,000**
Mr Hemant Kumar Poddar	**48,000**	-	-	**48,000**
Mr Rajesh Kedia	**40,000**	-	-	**40,000**
TOTAL	**316,000**	-	-	**316,000**

Dialogue with major shareholders

The Board is committed to maintaining effective communication and having constructive dialogue with its stakeholders. The Company intends to have ongoing relationships with both its private and institutional shareholders (through meetings and presentations), and for them to have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting.

Annual general meeting

At its AGM the Company complies with the provisions of the Code relating to the disclosure of proxy votes, the separation of resolutions and attendance of Directors, particularly committee chairpersons. The timing of the despatch of the formal notice of the AGM also complies with the Code.

This report was approved by the Board of Directors on 30 September 2019 and signed on its behalf by:

Mr Shishir Kumar Poddar
Executive Chairman and Managing Director

Opinion
We have audited the financial statements of Tirupati Graphite plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2019 which comprise the Consolidated Income Statement and Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:
- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2019 and of the group's and parent company's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the EU and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:
- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information
The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.
We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report
This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jonathan Bradley-Hoare (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor London

15 Westferry Circus
Canary Wharf
E14 4HD

30 September 2019

Consolidated Income Statement

For the year ended 31 March 2019

	Notes	2019 £	2018 £
Continuing operations			
Revenue		145,207	28,001
Cost of Sales		(150,325)	(14,293)
Gross profit		**(5,118)**	**13,708**
Administrative expenses		(1,139,320)	(560,483)
Operating loss	**8**	**(1,144,438)**	**(546,775)**
Finance costs		(2,827)	(114)
Loss before income tax		**(1,147,265)**	**(546,889)**
Income tax expense	**9**	33,557	17,758
Loss for the year attributable to owners of the Company		**(1,113,708)**	**(529,131)**
Loss per share attributable to owners of the Company		Pence per share	Pence per share
From continuing operations:			
Basic & diluted	**10**	**1.93p**	**1.68p**

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2018

	2019 £	2018 £
Loss for the period	**(1,113,708)**	**(529,131)**
Forex exchange gain/loss	4,714	-
Total comprehensive loss for the year attributable to the Group	**(1,108,994)**	**(529,131)**

The accompanying accounting policies and notes are an integral part of these financial statements

Consolidated and Company Statement of Financial Position

As at 31 March 2019

		Group		Company	
		2019	**2018**	**2019**	**2018**
		£	**£**	**£**	**£**
	Notes				
Non-current assets					
Goodwill	**11**	-	2,900,310	40,970	-
Investments in subsidiaries	**13**	-	-	3,539,448	3,000,000
Property, plant and equipment	**14**	1,134,406	312,852	220,400	-
Deferred tax other		33,498	19,794	-	-
Intangible assets	**12**	3,902,234	506	75,872	-
Total non-current assets		**5,070,138**	**3,233,462**	**3,876,690**	**3,000,000**
Current assets					
Trade and other receivables	**15**	431,244	644,538	2,095,413	1,127,005
Inventory		56,501	2,158	-	-
Cash and cash equivalents		44,681	504,122	8,289	373,022
Total current assets		**532,426**	**1,150,818**	**2,103,702**	**1,500,027**
Current liabilities					
Trade and other payables	**16**	701,983	763,180	768,897	662,950
Total current liabilities		**701,983**	**763,180**	**768,897**	**662,950**
Net current assets/(liabilities)		**(169,557)**	**387,638**	**1,334,805**	**837,077**
Non-current liabilities					
Other payables	**16**	43,907	-	-	-
Total non-current liabilities		**43,907**	**-**	**-**	**-**
NET ASSETS		**4,856,674**	**3,621,100**	**5,221,495**	**3,837,077**
Equity					
Share capital	**18**	1,470,275	1,125,065	1,470,275	1,125,065
Share premium account		5,024,524	3,025,166	4,974,524	3,025,166
Foreign exchange reserve		4,714	-	-	-
Retained losses		(1,642,839)	(529,131)	(1,233,304)	(313,154)
Equity attributable to owners of the Company		**4,856,674**	**3,621,100**	**5,211,495**	**3,837,077**
TOTAL EQUITY		**4,856,674**	**3,621,100**	**5,221,495**	**3,837,077**

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the parent company statement of comprehensive income.

The loss for the parent company for they year was £920,150 (2018: £313,154).

The accompanying accounting policies and notes are an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 30 September 2019 and signed on its behalf by:

Mr Shishir Poddar	Mr Christian St. John-Denis
Director	Director

Company registration number: 10742540

Consolidated Statement of Changes in Equity

For the year ended 31 March 2019

	Share capital	Share premium	Foreign exchange reserve	Retained losses	TOTAL EQUITY
	£	£	£	£	£
Balance at 1 April 2017	-	-	-	-	-
Loss for the period	-	-	-	(529,131)	(529,131)
Shares issued	1,125,065	3,075,166	-	-	4,200,231
Cost of shares issued	-	(50,000)	-	-	(50,000)
Balance at 31 March 2018	**1,125,065**	**3,025,166**	-	**(529,131)**	**3,621,100**
Loss for the period	-	-	-	(1,113,708)	(1,113,708)
Shares issued	345,210	2,024,358	-	-	2,369,568
Cost of shares issued	-	(75,000)	-	-	(75,000)
Share subscription received pending allotment	-	50,000		-	50,000
Forex exchange gain/loss	-	-	4,714	-	4,714
Balance at 31 March 2019	**1,470,275**	**5,024,524**	**4,714**	**(1,642,839)**	**4,856,674**

The accompanying accounting policies and notes are an integral part of these financial statements.

Share capital – Represents the nominal value of the issued share capital.

Share premium account – Represents amounts received in excess of the nominal value on the issue of share capital less any costs associated with the issue of shares.

Retained earnings – Represents accumulated comprehensive income for the year and prior periods.

Foreign exchange reserve – Represents exchange differences arising from the translation of the financial statements of foreign subsidiaries and the retranslation of monetary items forming part of the net investment in those subsidiaries.

Company Statement of Changes in Equity

For the year ended 31 March 2019

	Share capital	Share premium	Retained losses	TOTAL EQUITY
	£	£	£	£
Balance at 1 April 2017	-	-	-	-
Loss for the period	-	-	(313,154)	(313,154)
Shares issued	1,125,065	3,075,166	-	4,200,231
Cost of shares issued	-	(50,000)	-	(50,000)
Balance at 31 March 2018	**1,125,065**	**3,025,166**	**(313,154)**	**3,837,077**
Loss for the period	-	-	(920,150)	(920,150)
Shares issued	345,210	2,024,358	-	2,369,568
Cost of shares issued	-	(75,000)	-	(75,000)
Balance at 31 March 2018	**1,470,275**	**4,974,524**	**(1,233,304)**	**5,211,495**

The accompanying accounting policies and notes are an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2019

	2019	2018
	£	£
Operating loss	**(1,147,265)**	**(546,889)**
Adjustment for:		
Depreciation	105,645	5,089
Foreign exchange loss	-	14,088
(Increase) in inventories	(54,343)	(2,158)
(Increase) in receivables	339,23	(644,538)
Increase in payables	8,238	763,180
Finance costs	2,827	114
Income tax	33,557	(17,778)
Net cash used in operating activities	**(712,108)**	**(428,892)**
Cash flows from investing activities:		
Investment in subsidiary	(801,927)	(3,000,000)
Purchase of tangible assets	(821,554)	(121,005)
Purchase of other assets	(152,264)	(191,847)
Purchase of intangible assets	(415,469)	(506)
Net advances received	99,313	96,141
Net cash from investing activities	**(2,091,901)**	**(3,217,217)**
Cash flows from financing activities		
Shares issued	2,369,568	4,200,231
Share subscription money received	50,000	-
Costs of shares issued	(75,000)	(50,000)
Net cash from financing activities	**2,344,568**	**4,150,231**
Net increase/(decrease) in cash and cash equivalents	**(459,441)**	**504,122**
Cash and cash equivalents brought forward	504,122	-
Cash and cash equivalents carried forward	**44,681**	**504,122**

The accompanying accounting policies and notes are an integral part of these financial statements.

1. General information

Tirupati Graphite plc (the "Company") is incorporated in England and Wales, under the Companies Act 2006. The address of the registered office is given on page 1.

The principal activities of the Company and its subsidiaries (the Group) and the nature of the Group's operations are set out in the strategic report on pages 21 – 29.

These consolidated financial statements are presented in pounds sterling since that is the currency of the primary economic environment in which the Company operates.

2. Adoption of new and revised International Financial Reporting Standards (IFRSs)

New and revised IFRSs in issue but not yet effective

At date of authorisation of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but are not yet effective and not early adopted.

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment features with negative compensation
Amendments to IAS 28	Long-term interests in Associates and Joint Ventures
Annual improvements to IFRS Standards 2015-2017 cycle	Annual improvements
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group.

New standards

(i) IFRS 9

IFRS 9 (2014) "Financial Instruments" supersedes IFRS 9 (2009), IFRS 9 (2010) and IFRS 9 (2013). The finalised version of IFRS 9 contains accounting requirements for financial instruments, replacing IAS 39 "Financial Instruments: Recognition and Measurement". The content of IFRS 9 (2014) includes:

- *Classification and measurement* – financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The standard introduces a fair value through other comprehensive income category for certain debt instruments. Financial liabilities are classified in a similar manner to that under IAS 39 however there are differences in the requirements applying to the measurement of an entity's own risk.
- *Impairment* – The standard introduces an expected credit loss model for the measurement of the impairment of financial assets so it is no longer necessary for a credit event to have occurred before a credit loss is recognised
- *Hedge accounting* – The standard introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- *Derecognition* – the requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

(ii) IFRS 15

IFRS 15 "Revenue from Contracts with Customers" provides a single, principles based five-step model to be applied to all contracts with customers. The standard includes guidance on the point in which revenue is recognised, accounting for variable consideration, costs of fulfilling and obtaining a contract and various related matters. IFRS 15 also introduces new disclosures about revenue.

There is no impact on the financial statements upon adopting IFRS 9 and IFRS 15.

3. Significant accounting policies

Basis of preparation
These consolidated financial statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations (IFRS IC) as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at the fair values at the end of the reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

The principal accounting policies adopted are set out on the following pages.

Going concern
The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in these financial statements. The financial position of the Group and the Company, their cash flows and liquidity positions are described in the business review. In addition, note 19 includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposure to credit risk and liquidity risk. The Group and the Company meet their day to day working capital requirements through its ability to raise either share capital or borrowings.

Taking in to account the comments above, the Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Therefore, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Basis of consolidation
The Group financial statements consolidate the financial statements of the Company and all its subsidiaries ("the Group"). Subsidiaries include all entities over which the Company has the power to govern financial and operating policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control commences until the date that control ceases. Intra-group balances and any unrealised gains and losses on income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

The acquisition method of accounting is used to account for business combinations. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued, and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest.

Goodwill
Goodwill on acquisition of subsidiaries represents the excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets and contingent liabilities acquired. Identifiable assets are those which can be sold separately, or which arise from legal rights regardless of whether those rights are separable. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but is tested annually, or when trigger events occur, for impairment and is carried at cost less accumulated impairment losses.

Segment reporting
An operating segment is a component of the Group that engages in business activity from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with and of the Group's other components. All operating segments' operating results, for which discrete financial information is available, are reviewed regularly by the Group's Board to make decisions about resources to be allocated to the segment and assess its performance. As a result of the acquisition during the year, the Group reports on a three-

segment basis – holding company expenses, mining exploration and development and graphite mining extraction.

Revenue recognition

Revenue is measures at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provide in the normal course of business, net of discounts, VAT and other sales-related taxes.

Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- The Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the entity; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Foreign currencies

For the purposes of the consolidated financial statements, the results and financial position of each group companies are presented in pounds sterling, which is the functional currency of the Company. At balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Income and expense items are translated at the average exchange rates for the period.

Operating profit

Operating profit is stated after charging restructuring costs and after the share of result of associates but before investment income and finance costs.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.
Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.
Current tax and deferred tax for the year
Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment
Property, plant and equipment in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.
Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and properties under construction) less their residual values over their useful. lives, using the straight-line method, on the following bases:

Plant and machinery	10%-25% per annum
Fixtures and fittings	10%-25% per annum

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or scrappage of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Internally-generated intangible assets — research and development expenditure
Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets acquired in a business combination
Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets
An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Inventories
Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Investments
Investments in subsidiaries are held at cost less any impairment.

Financial instruments
Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets
Financial assets are initially measured at fair value, net of transaction costs except for those financial assets classified as fair value through profit or loss which are initially measured at fair value. Other financial assets are classified into the following specified categories: financial assets as "at fair value through profit and loss" and "loans and receivables". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables
These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The principal financial assets of the Company are loans and receivables, which arise principally through the provision of goods and services to customers (e.g. trade receivables) but also incorporate other types of contractual monetary assets. They are included in current assets, except for maturities greater than twelve months after the balance sheet date. These are classified as non-current assets.

The Group's loans and receivables are recognised and carried at the lower of their original amount less an allowance for any doubtful amounts. An allowance is made when collection of the full amount is no longer considered possible.

The Group's loans and receivables comprise trade and other receivables and cash and cash equivalents in the Consolidated Statement of Financial Position.

Cash and cash equivalents
Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents in the consolidated cash flow statement.

Financial assets - impairment
A financial asset is assessed at each reporting date to determine whether there is any evidence that it is impaired. A financial asset is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. Individual significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognised in the consolidated income statement.

Non-financial assets - impairment
At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets, including Goodwill, to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Provision is made for any impairment and immediately expensed in the period.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Financial liabilities and equity instruments issued by the group
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issued costs.

Trade payables
Trade payables are initially measured at fair value, and are subsequently measured at amortised costs, using the effective interest rate method.

Other financial liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, as set out above, with interest expense recognised on an effective yield basis.

Share capital
Ordinary shares
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of Ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

4. Critical accounting estimates and judgements

The preparation of financial statements in conformity with adopted IFRSs requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or action, actual results ultimately may differ from those estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

a. Going concern basis of preparation
The adoption of the going concern basis by the Directors is following a review of the current position of the Company and the forecasts for the next 18 months from the date of approving these financial statements.

The Group's continuing activities in 2019 incurred a loss of £1,113,708. In addition, as at 31 March 2019 there was a cash balance of £44,681.

However, after making enquiries, the Directors have formed a judgement that there is a reasonable expectation that the Company can secure further adequate resources, to enable it to continue in operational existence for the foreseeable future. Thus, adequate arrangements will be in place to enable the settlement of their financial commitments.

For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

Whilst there are inherent uncertainties in relation to future events, and therefore no certainty over the outcome of the matters described, the Directors consider that, based upon financial projections and dependent on the success of their efforts to complete these activities, the Company will be a going concern for the next twelve months. If it is not possible for the Directors to realise their plans, over which there is significant uncertainty, the carrying value of the assets of the Company is likely to be impaired.

b. Impairment of assets
The Company is required to test, on an annual basis, whether its non-current assets have suffered any impairment. Determining whether these assets are impaired requires an estimation of the value in use of the cash-generating units to which the assets have been allocated. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate to calculate the present value. Subsequent changes to the cash generating unit allocation or to the timing of cash flows could impact on the carrying value of the respective assets.

c. Accounting for provisions
The Directors consider the nature of any outstanding legal or constructive claims on the Group to determine the accounting treatment required in accordance with note above**.**

5. Revenue from contracts with customers

The group derives revenue from the transfer of goods at a point in time in the following major product lines and geographical regions:

2019	**UK**	**Europe**	**India**	**Total**
Revenue from external customers	-	-	145,172	145,172
Timing of recognition:				
At a point in time	-	-	142,172	142,172

2018	**UK**	**Europe**	**India**	**Total**
Revenue from external customers	-	-	28,001	28,001
Timing of recognition:				
At a point in time	-	-	28,001	28,001

6. Segmental analysis

The Directors believe, under IAS 14 – "Segmental Information", the Group operated in three primary business segments in 2018, being holding company expenses, mining exploration and development and graphite mining extraction.

Segmentation by continuing businesses

Segment results

	2019	2018
	£	£
Revenue to external customers		
Holding Companies	**145,172**	28,001
Mining Exploration and Development	**-**	-
Graphite Mining Extraction	**-**	28,616
Loss before income tax		
Holding Companies	**920,150**	407,053
Mining Exploration and Development	**100,782**	97,317
Graphite Mining Extraction	**126,333**	11,642
Net assets		
Holding Company	**5,336,652**	3,897,165
Mining Exploration and Development	**(306,253)**	(122,128)
Graphite Mining Extraction	**(173,725)**	4,528

Segmentation by geographical area:

	2019	2018
	£	£
Revenue to external customers		
UK	**145,207**	28,001
Mauritius	**-**	-
Madagascar	**-**	28,616
Loss before income tax		
UK	**920,150**	313,154
Mauritius	**98,021**	93,899
Madagascar	**129,094**	108,959
Net assets		
UK	**5,158,987**	3,837,077
Mauritius	**177,664**	60,088
Madagascar	**(479,978)**	(117,599)

7. Finance costs

	2019	2018
	£	£
Interest payable	**2,827**	114

8. Operating loss

	2019	2018
	£	£
The following items have been included in arriving at operating loss		
Depreciation	**105,645**	5,089
Net foreign exchange loss	**143,506**	14,088
Auditor's remuneration has been included in arriving at operating loss as follows:		
Fees payable to the Company's auditor and their associates for the audit of the Group's annual accounts	**24,000**	20,000
Total non-audit fees	**-**	-

9. Employee information

The average monthly number of employees (including Executive Directors) was:

	2019	2018
Number of employees for the year:	120	63
	£	£
Staff costs (for the above employees)	**397,073**	192,000
Wages and salaries	**75,189**	35,400
Social security costs	**10,118**	9,646
	482,379	237,046

Directors' remuneration and transactions

	2019	2018
	£	£
Directors' remuneration		
Emoluments and fees	**316,000**	**192,000**
	£	**£**
Remuneration of the highest paid director:		
Emoluments and fees	**180,000**	**120,000**
Benefits and other fees	-	-

The highest paid director did not exercise any share options in the year.

9. Income tax expense

	2019	2018
	£	£
Current tax		
	-	-
Total current tax	-	-
Deferred tax	-	20
Charge to the income statement	(33,557)	(17,778)
	(33,557)	(17,758)

Total tax on loss	**2019**	**2018**
The tax assessed for the period is different from the standard rate of income tax, as explained below:	**£**	**£**
Loss before tax on continuing operations	**(1,215,701)**	**(546,889)**
Loss before tax multiplied by the standard rate of income tax of 19%	**(229,426)**	**(103,909)**
Adjustments to tax in respect of prior periods	-	-
Tax (credit)/charge for period	**(229,426)**	**(103,909)**

10. Earnings per share

Basic and diluted

Earnings per share is calculated by dividing the loss attributable to the equity holders of the Company by the weighted average number of Ordinary shares in issue during the period.

	2019	2018
Continuing operations:		
Loss attributable to equity holders of the Company (£)	**(1,113,708)**	**(529,131)**
Weighted average number of shares in issue	**57,772,841**	**31,470,412**
Loss per share (pence)	**1.93p**	**1.68p**

There was no dilutive effect from the options outstanding during the period.

11. Goodwill

Group	**2019**
	£
Cost	
At 1 April 2018	2,900,310
Transferred to Intangible	(2,900,310)
At 31 March 2019	**-**
Net book value	
At 1 April 2018	2,900,310
At 31 March 2019	**-**

12. Intangible Assets

Group	**2019**
Cost	**£**
At 1 April 2018	506
Transferred from Goodwill	2,900,310
Additions	1,001,418
At 31 March 2019	**3,902,234**
Accumulated amortisation	
At 1 April 2018	-
Charge for the year	-
At 31 March 2019	**-**
Net book value	
At 1 April 2018	506
At 31 March 2019	**3,902,234**

The intangible assets arise from the incorporation costs which were capitalised in Tirupati Madagascar Ventures.

13. Investments

Company	**Shares in group undertaking**
	2019
Cost	**£**
At 1 April 2018	3,000,000
Additions	539,448
At 31 March 2019	**3,539,448**
Net book value	
At 1 April 2018	3,000,000
At 31 March 2019	**3,539,448**

The Company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Subsidiaries

Tirupati Resources Mauritius
Registered: Mauritius

Nature of business: Holding and administrative entity

	%
Class of share	Holding
Ordinary shares	100

Tirupati Madagascar Ventures
Registered: Madagascar
Nature of business: Evaluation and exploration of mining operations

	%
Class of share	Holding
Ordinary shares	100

Establissements Rostaing
Registered: Madagascar
Nature of business: Graphite mining extraction

	%
Class of share	Holding
Ordinary shares	100

14. Property, plant and equipment

Group	Plant and Machinery	Fixtures and Fittings	Assets under construction	Total
	£	£	£	£
Cost				
At 1 April 2017	-	-	-	-
Additions	166,608	8,423	191,847	366,878
At 1 April 2018	166,608	8,423	191,847	366,878
Additions	606,559	74,095	248,114	928,768
At 31 March 2019	**773,167**	**82,518**	**439,961**	**1,295,646**
Accumulated depreciation and impairment				
At 1 April 2018	-	-	-	-
Depreciation	50,055	3,971	-	54,026
At 1 April 2018	50,055	3,971	-	54,026
Depreciation	101,208	6,006	-	107,214
At 31 March 2019	**151,263**	**9,977**	**-**	**161,240**
Carrying amount				
As at 1 April 2018	116,553	4,452	191,847	312,852
As at 31 March 2019	**621,904**	**72,541**	**439,961**	**1,134,406**

14. Property, plant and equipment (continued)

Company	Assets under construction	Total
	£	£
Cost		
At 1 April 2017	-	-
Additions	-	-
At 1 April 2018	-	-
Additions	220,400	220,400
At 31 March 2019	**220,400**	**220,400**
At 1 April 2018	-	-
Depreciation	-	-
At 1 April 2018	-	-
Depreciation	-	-
At 31 March 2019	**-**	**-**
Carrying amount		
As at 1 April 2018	-	-
As at 31 March 2019	**220,400**	**220,400**

15. Trade and other receivables

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Trade debtors	13,339	67,413	13,043	28,896
Other debtors	415,544	570,352	159,715	335,454
Advances to directors for expenses	1,311	1,307	1,311	1,307
Amounts owed by group undertakings	-	-	1,921,345	761,348
Prepayments	1,030	5,466	-	-
	431,224	**644,538**	**2,095,413**	**1,127,005**

In the Directors' opinion, the carrying amounts of receivables is considered a reasonable approximation of fair value. The Group monitors on a monthly basis the receivable balance and makes impairment provisions when debt reaches a certain age. There are no significant known risks as at 31 March 2019.

16. Trade and other payables

Current:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	£	**£**	**£**	**£**
Trade payables	355,222	36,803	163,707	-
Social security and other taxes	9,344	3,842	3,842	3,842
Other payables	50,317	526,824	50,000	465,037
Amounts due from group	-	-	135,779	-
Accruals	287,100	195,711	415,383	194,071
Advances to directors for expenses	-	-	186	-
	701,983	**763,180**	**768,897**	**662,950**

In the Directors' opinion, the carrying amount of payable is considered a reasonable approximation of fair value.

Non-current:

Current:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	£	**£**	**£**	**£**
Emphyteutic lease	43,907	-	-	-
	43,907	**-**	**-**	**-**

17. Provisions

There are no provisions in the year or as at year end.

18. Share capital

	2019 Number	2019 £	2018 Number	2018 £
Allotted, called up and fully paid				
Ordinary shares of 2.5p each	**58,810,955**	**1,470,274**	**45,002,609**	**1,125,065**
Ordinary "A" Shares	**58,810,955**	**1,125,065**	**45,002,609**	**1,125,065**

Shares were issued during the year as follows:

	Number of shares issued
Shares issued from a placing on 31 May 2018	5,335,300
Shares issued from a placing on 5 June 2018	2,105,000
Shares issued from a placing on 19 July 2018	2,325,187
Shares issued from a placing on 14 September 2018	3,100,000
Shares issued from a placing on 19 February 2019	500,000
Shares issued from a placing on 24 March 2019	442,859
	13,808,346

19. Financial instruments

Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Capital risk management
- Market risk
- Credit risk
- Liquidity risk
- Currency risk

This note presents information about the Group's exposure to each of the above risks, the Group's management of capital, and the Group's objectives, policies and procedures for measuring and managing risk.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

19. Financial instruments (continued)

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders as well as sustaining the future development of the business. In order to maintain or adjust the capital structure, the Group may adjust dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of net debt, which includes loans, cash and cash equivalents, and equity attributable to equity holders of the parent, comprising issued capital and retained earnings.

Fair value of financial assets and liabilities

	Valuation, methodology and hierarchy	Book value 2019 £	Fair value 2019 £	Book value 2018 £	Fair value 2018 £
Financial assets					
Cash and cash equivalents	(a)	**44,681**	**44,681**	**504,122**	**504,122**
Loans and receivables, net of impairment	(a)	**431,244**	**431,244**	**644,538**	**644,538**
Total at amortised cost		**475,925**	**475,925**	**1,148,660**	**1,148,660**
Financial liabilities					
Trade and other payables	(a)	**701,983**	**701,983**	**763,180**	**763,180**
Borrowings and provisions	(a)	**43,907**	**43,907**	**-**	**-**
Total at amortised cost		**745,890**	**745,890**	**763,180**	**763,180**

Valuation, methodology and hierarchy

(a) The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables and deferred income, and Borrowings are all stated at book value. All have the same fair value due to their short-term nature.

Market risk

Market price risk arises from uncertainty about the future valuations of financial instruments held in accordance with the Group's investment objectives. These future valuations are determined by many factors but include the operational and financial performance of the underlying investee companies, as well as market perceptions of the future of the economy and its impact upon the economic environment in which these companies operate.

Credit risk

Credit risk is the risk that counterparties to financial instruments do not perform their obligations according to the terms of the contract or instrument. The Group is exposed to counterparty credit risk when dealing with its customers and certain financing activities.

The immediate credit exposure of financial instruments is represented by those financial instruments that have a net positive fair value by counterparty at 31 March 2019. The Group considers its maximum exposure to be:

	2019 £	2018 £
Financial assets		
Cash and cash equivalents	**44,681**	**504,122**
Loans and receivables, net of impairment	**431,244**	**644,538**
	475,925	**1,148,660**

All cash balances are held with an investment grade bank who is our principal banker. Although the Group has seen no direct evidence of changes to the credit risk of its counterparties, the current focus on financial liquidity in all markets has introduced increased financial volatility. The Group continues to monitor the changes to its counterparties' credit risk.

Liquidity risk

Liquidity risk is the risk the Group will encounter difficulty in meeting its obligations associated with financial liabilities as they fall due. The Board are jointly responsible for monitoring and managing liquidity and ensures that the Group has sufficient liquid resources to meet unforeseen and abnormal requirements. The current forecast suggests that the Group has sufficient liquid resources.

Available liquid resources and cash requirements are monitored using detailed cash flow and profit forecasts these are reviewed at least quarterly, or more often as required. The Directors decision to prepare these accounts on a going concern basis is based on assumptions which are discussed in the going concern note above.

The following are the contractual maturities of financial liabilities:

31 March 2019	Carrying amount £	Contractual cash flows £	6 months or less £	6 to 12 months £	1 to 2 years £	2 to 5 years £
Non–derivative financial liabilities						
Trade and other payables	**701,983**	**-**	**701,983**	**-**	**-**	**-**
Borrowings	**43,907**	**-**	**-**	**-**	**-**	**43,907**
	745,890	**-**	**701,983**	**-**	**-**	**43,907**

Cash flow management

The Group produces an annual budget which it updates quarterly with actual results and forecasts for future periods for profit and loss, financial position and cash flows. The Group uses these forecasts to report against and monitor its cash position. If the Group becomes aware of a situation in which it would exceed its current available liquid resources, it would apply mitigating actions involving reduction of its cost base. The Group would also employ working capital management techniques to manage the cash flow in periods of peak usage.

Currency risk

The Group currently has minimal exposure to foreign currency and thus does not engage in any hedging activity.

20. Operating Lease commitments

The Group leases various areas of land under non-cancellable operating lease agreements. The lease terms are between 10 and 40 years.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

Group	2019	2018
No later than 1 year	4,366	-
Later than 1 year and no later than 5 years	17,463	-
Later than 5 years	81,922	-
Total	**103,751**	

21. Related party transactions

Tirupati Carbons and Chemical Pvt Limited (TCCPL) is an entity incorporated in India. The Company is connected to TCCPL in that both Shishir Poddar and Hemant Poddar were both directors and shareholders of TCCPL during the year. At year end, a net amount was receivable of £Nil (2018 - £125,497) from TCCPL.

22. Events after the reporting period

There are no events to report subsequent to 31 March 2019.

TIRUPATI GRAPHITE

admin@tirupatigraphite.co.uk

c/o Optiva Securities Limited,
49 Berkeley Square, Mayfair, London W1J 5AZ

@TirupatiUK

www.tirupatigraphite.co.uk

Tirupati Graphite