

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 71st Annual General Meeting of the members of Chellarams Plc will be held at Chellarams Training School Hall at Plot 110/114, Oshodi – Apapa Expressway, Isolo, Lagos, Nigeria on 18th February, 2021 at 1.00p.m to transact the following businesses:

ORDINARY BUSINESS

1. To receive and consider the Audited Accounts for year ended 31st March, 2020 together with the reports of the Directors, Audit Committee and the Auditors thereon.
2. To re-elect the retiring Directors.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To elect/re-elect members of the Audit Committee.

SPECIAL BUSINESS

As an Ordinary Resolution.

5. That the Directors' fees for the financial year ending 31st March, 2020 be and as stated in paragraphs iii and iv, page 82 in the annual report.

NOTES

a. PROXY

In line with the guidelines of the Corporate Affairs Commission (CAC) on the conduct of the Annual General Meeting (AGM) of Public Companies by proxies, the Company has obtained the approval of CAC to hold the AGM with attendance by proxies. The number of attendance shall be limited to the maximum number of persons stipulated by the Federal Government of Nigeria and the Lagos State Government. The proceedings of the Annual General Meeting shall be streamed live.

b. NOMINATED PROXIES

In compliance with the above guidelines, a member entitled to attend and vote at the AGM is advised to select from the under listed proposed proxies to attend and vote in their stead:

- i. Asiwaju (Dr.) S.K. Onafowokan
- ii. Chief Suresh M. Chellaram
- iii. Mr. Aditya S. Chellaram
- iv. Alhaji Ahmed Abdulkardir
- v. Mrs. Morenike Agbe - Davies

- vi. Mr. Ezekiel M. Faniyi
- vii. Prince Yomi Ogunsowo
- viii. Mr. Peter Eyanuku
- ix. Mr. Akeem Kolade

A proxy form is attached to the Annual Report. All instruments of proxy must be deposited at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, P.M.B. 12717, Lagos or via E-mail: info@gtlregistrars.com not later than 48 hours before the time of the meeting. The Company has made arrangements to bear the cost of stamp duties on the instruments of proxy.

c. CLOSURE OF REGISTER AND TRANSFER BOOKS

Notice is hereby given that the Register of Members and Transfer Books will be closed from 25th January, 2021 through 1st February, 2021; both dates inclusive.

d. NOMINATIONS FOR THE AUDIT COMMITTEE

The Statutory Audit Committee shall comprise of three (3) Shareholders and two (2) Directors. In accordance with Section 404(3) of the Companies and Allied Matters Act, 2020 which states that: "The Audit Committee referred to in subsection (2) shall consist of five members comprising of three members and two non-executive directors, the members of the audit Committee are not entitled to remuneration, and are subject to election annually"

The Securities and Exchange Commission's Code of Corporate Governance for Public Companies stipulates that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements. We therefore request that nominations be accompanied by a copy of the nominees' curriculum vitae.

In addition, Shareholders should please note the requirement of Rule 2(c) of the Financial Reporting Council of Nigeria Rule 2016 which states that "Any person attesting, as a Chairman of Audit Committee, to annual report, financial statements, accounts, financial report, returns and other documents of a financial nature, shall be a professional member of an accounting body established by Act of National Assembly in Nigeria".

e. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Several dividend warrants and remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Members affected are advised to contact the Registrar, Greenwich Registrars and Data Solutions Limited, 274, Murtala Muhammed Way, Yaba, Lagos during normal working hours.

f. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts in order to take advantage of the E-dividend payment platform. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of the accounts to the Registrars as soon as possible.

g. WEBSITE

A copy of this notice and other information relating to the meeting can be found at <http://www.chellaramsplc.com/>

h. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions must be submitted to the Company Secretary at the registered office of the company on or before 10th February, 2021.

i. RELECTION OF DIRECTORS

In accordance with the provision of Company's and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria, 2004, the directors to retire by rotation at the Annual General Meeting are Asiwaju Solomon K. Onafowokan and Chief Suresh M. Chellaram. The two directors being eligible shall offer themselves for re-election.

Biographical details of directors for re-election are provided in the Annual Report.

j. ELECTRONIC ANNUAL REPORT:

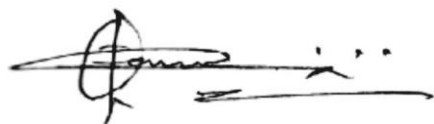
The soft copy of the 2020 Annual Report is on our website and sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2020 Annual Report should request via email to: info@gtlregistrars.com.

k. STREAMING:

The Annual General Meeting will be streamed live via the Company's website: <http://www.chellaramsplc.com/> This will enable shareholders who will not be attending the meeting physically to be part of the proceedings. The link for live streaming can be found on the Company's website.

DATED THIS 28TH DAY OF JANUARY, 2021.

BY ORDER OF THE BOARD



EHIMARE ISIRAMEN ESQ

Company Secretary

FRC/2020/002/00000022116

PLOT 110/114, OSHODI-APAPA EXPRESSWAY

ISOLO, LAGOS