



Chellarams Plc

Serving Nigeria Since 1923

RC 639

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Isolo, Lagos, Nigeria.

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www.chellaramsplc.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 74th Annual General Meeting of the members of Chellarams Plc will be held virtually on 7th December, 2023 at 1.00 p.m to transact the following businesses:

ORDINARY BUSINESS

1. To receive and consider the Audited Accounts for year ended 31st March, 2023 together with the reports of the Directors, Audit Committee and the Auditors thereon.
2. To re-elect the retiring Directors.
3. To appoint PKF Professional Services as the External Auditors of the Company.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of Managers
6. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

As an Ordinary Resolution.

7. That the Directors' fees for the financial year ended 31st March, 2023 be approved as stated in paragraphs iii and iv, page 74 in the Annual Report.

NOTES

a. PROXY

A member of a company entitled to attend and vote at the general meeting is entitled to appoint a proxy in his/her/its stead. A proxy need not be a member of the Company. Consequently, a member of the Company entitled to attend and vote may select from the under – listed proposed proxies:

- i. Asiwaju (Dr.) S.K. Onafowokan – Chairman/Non-Executive Director
- ii. Chief Suresh M. Chellaram – Managing Director
- iii. Mr. Aditya S. Chellaram - Chief Executive Officer
- iv. Mr. Ezekiel M. Faniyi – Shareholders Representative
- v. Prince Yomi Ogunsowo – Shareholders Representative
- vi. Mr. Peter Eyanuku – Shareholders Representative

In order for the appointment of a proxy to be valid, a duly completed and executed Proxy Form 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.

BOARD OF DIRECTORS: Asiwaju S. K. Onafowokan, OON (Chairman); Chief S. M. Chellaram (Managing)
Alhaji A. A. Abdulkadir; Mrs. A. M. Agbe-Davies; A. S. Chellaram

A proxy Form is attached to the Annual Report and may be downloaded from the Company's website at www.chellarams.plc.com or the Registrar's website at info@gtlregistrars.com

Stamping of Proxy Forms: The Company has made arrangements at its cost for the stamping of duly completed and signed Proxy Forms that are submitted to the Company's Registrars within the stipulated time.

b. MEETING LINK

Pursuant to the provisions of S.240(2) the Companies and Allied Matters Act (2020) and the Business Facilitation (Miscellaneous Provisions) Act which enables Public Companies conduct their Meetings electronically, this year's Annual General Meeting shall be held virtually and a link to enable virtual participation by shareholders will be sent to shareholders by email and would be available on the Company's website at www.chellaramsplc.com.

c. CLOSURE OF REGISTER AND TRANSFER BOOKS

Notice is hereby given that the Register of Members and Transfer Books will be closed from 22nd November, 2023 through 30th November, 2023; both dates inclusive.

d. NOMINATIONS FOR THE AUDIT COMMITTEE

S.404(3) of the Companies and Allied Matters Act 2020 stipulates that the Statutory Audit Committee shall comprise of three (3) Shareholders and two (2) Directors and by Section 404(6), a nomination (in writing) by any member or shareholder for appointment to the Audit Committee should reach the Company Secretary at least 21 days before the Annual General Meeting.

Section 404(5) of the Companies and Allied Matters Act 2020 requires that all members of the Audit Committee shall be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We therefore request that nominations must be accompanied by a copy of the nominee's Curriculum Vitae

e. UNCLAIMED DIVIDEND

Some dividends have remained unclaimed and outstanding. Shareholders affected are advised to contact the Registrar, Greenwich Registrars and Data Solutions Limited, 274, Murtala Muhammed Way, Yaba, Lagos during normal working hours for resolution.

f. E-DIVIDEND MANDATE AND SHAREHOLDER UPDATE

Shareholders are kindly requested to update their records and advise the Registrars of their updated details. A detachable application form for e-dividend is attached to the Annual Report for convenience of shareholders and may also be requested from the registrars at their website info@gtlregistrars.com.

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 5th December, 2023.

i. RE-ELECTION OF DIRECTORS

In accordance with the provision of Company's and Allied Matters Act, 2020, the directors to retire by rotation at the Annual General Meeting are Asiwaju Solomon Kayode Onafowokan, OON and Alhaji Ahmed Adamu Abdulkadir. The two directors being eligible shall offer themselves for re-election. Their profiles are included in the Annual Report and may also be viewed on the Company's website.

Special Notice, is hereby given in respect of Asiwaju Solomon Kayode Onafowokan, OON who is over 70 years but eligible for re-election pursuant to Section 282 of CAMA, 2020

j. ELECTRONIC ANNUAL REPORT:

The soft copy of the 2023 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 2023 Annual Report should request via email to: info@gtlregistrars.com.

k. LIVE STREAMING:

The Annual General Meeting will be streamed live via the Company's website: <http://www.chellaramsplc.com/>. The link for live streaming can be found on the Company's website.

DATED THIS 31ST DAY OF OCTOBER, 2023.

BY ORDER OF THE BOARD



EHIMARE ISIRAMEN ESQ

Company Secretary

FRC/2020/002/00000022116

PLOT 110/114, OSHODI-APAPA EXPRESSWAY

ISOLO, LAGOS