

Notice of 7th Annual General Meeting

Notice is hereby given that the 7th Annual General Meeting of the members of APEX FROZEN FOODS LIMITED will be held on Thursday, 19th day of September 2019 at 4.00 P.M at Paradigm Sarovar Portico, D.No.20-1-60, Near Tirumala Theatre, Subash Road , Kakinda-533001, East Godavari District, Andhra Pradesh to transact with or without modification(s), as may be permissible, the following items of business

Ordinary Business

1. To Consider and Adopt the Audited Financial Statements of the Company for the Financial Year 2018-19, together with the Report of the Board of Directors and Auditors thereon.
2. To Declare final dividend of Rs. 2.00/- (20%) per equity Share of Rs. 10/- each to the shareholders for the Financial year 2018-19.
3. To Re-appoint a Director in place of Mrs. Karuturi Neelima Devi (DIN 06765515), who retires by rotation and being eligible, offers herself for re-appointment.
4. **Re-Appointment of Statutory Auditors of the Company**

To consider and if thought fit to pass the following resolution with or without modification as an ordinary resolution:

“RESOLVED THAT pursuant to Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force),M/s. Boda Ramam& Co., Chartered Accountants, Kakinada, (Firm Reg No. 005383S), be and are hereby pre-appointed as the Statutory Auditors of the Company, for a period of 3 years commencing from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting at a remuneration of Rs. 11,00,000/- per annum plus out of pocket expenses and taxes at the applicable rates.

Special business

5. **Re-Appointment of Mr. K. Satyanarayana Murthy(DIN 05107525) as the Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
“RESOLVED THAT pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the re-appointment of Mr.K. Satyanarayana Murthy (DIN 05107525) as Chairman cum Managing Director of the Company as approved by the Board of Directors on recommendation made by Nomination and Remuneration Committee, for a period of 3 years with effect from 01st December, 2019, at such remuneration and upon such terms and conditions as detailed below:

I. Basic Salary

Basic Salary shall be Rs. 1.68 crores (Rupees One Crore Sixty Eight Lakhs Only) per annum and the same (along with the allowances and perquisites mentioned below) may be revised on time scale basis by the Board of Directors based on the recommendation of the Remuneration Committee of the Company, considering industry trends.

II. Allowances and Perquisites

In addition to the above salary, he shall be entitled to the following allowances and perquisites. The allowances and perquisites shall be valued as per the actual expenditure incurred by the Company.

- Reimbursement of Medical Expenses actually incurred for self and his family. Leave Travel Concession for self and his family once in a year in accordance with the rules of the Company.
- No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.

The following perquisites shall not be included in the computation of the remuneration:

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a maximum of Rs. 20 Lakhs.
- Leave encashment at the end of tenure.
- In addition to the above he shall be provided free of cost, with the following, for official purpose.
- Use of Company's car and Communication facility at his residence.

III. Overall Remuneration

That the total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of remuneration committee of directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr.K. Satyanarayana Murthy and accepted by the remuneration committee.

IV. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the Government departments, as may be required in this regard."

6. Re-Appointment of Mr. K. Subrahmanya Chowdary (DIN 03619259) as the Executive director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the re-appointment of Mr.K.Subrahmanya Chowdary (DIN 03619259) as Executive Director of the Company as approved by the Board of Directors on recommendation made by Nomination and Remuneration Committee, for a period of 3 years with effect from 01st December, 2019, at such remuneration and upon such terms and conditions as detailed below:

I. Basic Salary

Basic Salary shall be Rs. 1.68 crores (Rupees One Crore Sixty Eight Lakhs Only) per annum and the same (along with the allowances and perquisites mentioned below) may be revised on time scale basis by the Board of Directors based on the recommendation of the Remuneration Committee of the Company, considering industry trends.

II. Allowances and Perquisites

In addition to the above salary, he shall be entitled to the following allowances and perquisites. The allowances and perquisites shall be valued as per the actual expenditure incurred by the Company.

- Reimbursement of Medical Expenses actually incurred for self and his family. Leave Travel Concession for self and his family once in a year in accordance with the rules of the Company.
- No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- The following perquisites shall not be included in the computation of the remuneration:
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a maximum of Rs. 20 Lakhs.
- Leave encashment at the end of tenure.

In addition to the above he shall be provided free of cost, with the following, for official purpose.

- Use of Company's car and Communication facility at his residence.

III. Overall Remuneration

That the total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of remuneration committee of directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr.K.Subrahmanya Chowdary and accepted by the remuneration committee.

IV. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the Government departments, as may be required in this regard."

7. Re-Appointment of Mrs. K. Neelima Devi (DIN 06765515) as Whole time Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the re-appointment of Mrs. K. Neelima Devi (DIN 06765515) as Whole time Director of the Company as approved by the Board of Directors on recommendation made by Nomination and Remuneration Committee, for a period of 3 years with effect from 01st December, 2019, at such remuneration and upon such terms and conditions as detailed below:

I. Basic Salary

Basic Salary shall be Rs. 1.25 crores (Rupees One Crore Twenty five Lakhs Only) per annum and the same (along with the allowances and perquisites mentioned below) may be revised on time scale basis by the Board of Directors based on the recommendation of the Remuneration Committee of the Company, considering industry trends.

II. Allowances and Perquisites

In addition to the above salary, she shall be entitled to the following allowances and perquisites. The allowances and perquisites shall be valued as per the actual expenditure incurred by the Company.

- Reimbursement of Medical Expenses actually incurred for self and his family. Leave Travel Concession for self and his family once in a year in accordance with the rules of the Company.
- No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.

The following perquisites shall not be included in the computation of the remuneration:

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a maximum of Rs. 20 Lakhs.
- Leave encashment at the end of tenure.
- In addition to the above he shall be provided free of cost, with the following, for official purpose.
- Use of Company's car and Communication facility at her residence.

III. Overall Remuneration

That the total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of remuneration committee of directors. Further, within the overall remuneration, the individual components may be changed as desired by Mrs. K. Neelima Devi and accepted by the remuneration committee.

IV. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the Government departments, as may be required in this regard.”

By order of Board of Directors
For Apex Frozen Foods Limited

Place: Panasapadu, Kakinada
Date: 13.08.2018

Sd/-
K Satyanarayana Murthy
Chairman & Managing Director
DIN 05107525

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.
4. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on 16.08.2019.
5. Details in respect of Director seeking appointment / reappointment at the Annual General Meeting are given at the end of this Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 13th September, 2019 to Thursday, 19th September 2019 (both days inclusive) for annual closing and determining the entitlement of the shareholders for the payment dividend for Financial year 2018-19, if declared, at the Annual General Meeting. If dividend on Equity Shares, as recommended by the Board, is approved at the ensuing Annual General Meeting, the payment of such dividend will be made on or before .Saturday, 19th October, 2019, as under:
 - i. to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of business hours on 12th September, 2019.
 - ii. to all Members in respect of Shares held in physical form, after giving effect to valid share transfers lodged with the Company's Registrar on or before 12th September, 2019.
7. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's RTA viz. Bigshare Services Pvt.Ltd. having their address at "306, Right Wing, 3rd Floor, Amrutha Ville, Opp.Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, Telangana " by enclosing a photocopy of blank cancelled cheque of your bank account.
8. In case of joint holders attending the meeting, only such joint holder who is first in order of names will be entitled to vote.
9. M/s. Bigshare Services Pvt. Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp.Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, Telangana, the Share Transfer Agent(STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
11. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
12. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
13. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent land mark, showing directions to reach the AGM venue is annexed hereto.
14. Members desiring any information as regards the Accounts are requested to write to the company at least seven days in advance so as to enable the Management to keep the information ready at the Meeting.
15. In accordance with the provisions of Section 101 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by email to those Members who have registered their email addresses with their DP (in case of shares held

in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email ids are not registered, physical copies of the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by permitted mode. Members may also note that the Notice of the 7th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website **www.apexfrozenfoods.in**.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

17. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting, who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.

18. The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

23. E-voting

The business as set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 7th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Thursday, 12th September, 2019 (cut off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Monday, 16th September,

19. The Company has appointed Mr. A.S.Ramkumar and / or Mr. Arun Marepally, partners of M/s. A.S.Ram Kumar & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

21. The Scrutinizer will collate the votes cast at the AGM votes downloaded from the e-voting system and make not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

22. The results declared along with the Scrutinizer's Report shall immediately be placed on the Company's website www.apexfrozenfoods.in and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

2019 (09:00 hrs) and will end on Wednesday, 18th September 2019 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr.A.S. Ramkumar and/or Mr.M.Arun, partners of M/s. A.S.Ram Kumar & Associates, Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

Procedure for e-voting

Instructions for members for voting electronically are as under:

(i) The voting period begins on Monday, 16th September, 2019 at 9.00 A.M. and ends on Wednesday, 18th September 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on

the cut-off date (record date) of Thursday, 12th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and click on Login.

(v) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

Pan	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant APEX FROZEN FOODS LTD on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google PlayStore.

Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for non – individual shareholders and custodians

Non-Individual shareholders (i.e. other than Individuals, HUF,NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General instructions:

i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 12th september 2019

ii. Members can opt for only one mode of voting, i.e., either by physical voting at venue or e-voting. In case Members cast

their votes through both the modes, voting done by e-voting shall prevail and votes cast through Physical voting at venue will be treated as in valid.

iii. Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mr.A.S.Ramkumar or Mr. Arun Marepally at the Registered Office of the Company so as to reach on or before the conclusion of the 7th Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@apexfrozenfoods.com by mentioning their Folio No. / DP ID and Client ID.

iv. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.

v. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

vi. The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.apexfrozenfoods.in and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

vii. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

By order of Board
For Apex Frozen Foods Limited

Sd/-
K Satyanarayana Murthy
Chairman & Managing Director
DIN 05107525

Place: Panasapadu, Kakinada
Date: 13.08.2018

Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013

Item no. 4:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made there under, the term of the present Statutory Auditors of the Company, M/s. Boda Ramam & Co., Chartered Accountants, Kakinada, (Firm Reg No. 005383S) will be expiring at the ensuing Annual General Meeting.

The Board of Directors at its meeting held on 13th August, 2019, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Boda Ramam & Co., Chartered Accountants, Kakinada, (Firm Reg No. 005383S), as the Statutory Auditors of the Company for another term of three years at a remuneration of Rs. 11,00,000/- per annum plus out of pocket expenses and taxes at the applicable rates from the conclusion of the 7th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

M/s. Boda Ramam & Co., a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 005383S. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory.

M/s. Boda Ramam & Co, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act. 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, Approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Boda Ramam & Co, Chartered Accountants as the Statutory Auditors of the Company and to authorise the Board of Directors, on the recommendation of the Audit Committee, to determine the remuneration payable to them.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

Item no. 5:

Mr. K. Satyanarayana Murthy has appointed as first director of the company on 30.03.2012, since the inception of the company. Subsequently appointed as Managing Director 01.12.2016 for a period of 3 years and his tenure will come to end by 30.11.2019. Based upon a recommendation of its Nomination and

Remuneration Committee, Board proposes to re-appointed him as Chairman cum Managing Director for a period of 3 years, whose office shall be liable to determination by retirement of directors by rotation at such remuneration and terms and condition as set out in item No. 5 of the Notice of this AGM.

The remuneration being offered is in linewith the Company's Remuneration Policy as well as present corporate remuneration trends taking due account of his rich background, experience and time devoted.

Brief profile of Mr. K. Satyanarayana Murthy is given in the annexure to this Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II(B), Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing further specified information is set out hereunder:

I. Information about the appointee:

(1) Background details: Mr. K. Satyanarayana Murthy, aged 64 years, is a co-promoter and Managing Director of the Company and having over 23 Years of experience in Aqua Industry. He is an under graduate.

He has pivotal role in the overall performance of the company by defining and executing business strategy, strengthening governance practices and providing overall leadership to the company.

(2) Past remuneration: Rs. 168.00 lakhs for the FY 2018-19.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

He is entrusted with the management of the whole of the affairs of the Company being the Managing Director of the company. Within the above parameters, he performs such duties as are or may be entrusted to him by the Board or its Committees from time to time.

(5) Remuneration proposed: As set out in Item No.5 of the Notice of the Annual General Meeting.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Remuneration is in line with that drawn by his peers in Industry.

(7) Pecuniary relationship directly or indirectly with the Company: Nil

(8) Relationship with the managerial personnel, if any: Mr. K

Subrahmanya Chowdary, executive director and Mrs. K Neelima Devi, whole time director are relatives of appointee.

He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Members are requested to note that in terms of Section 196 of the Companies Act, 2013, the appointment of Mr.K. Satyanarayana Murthy as Managing Director of the Company and remuneration payable to him requires the approval of the shareholders of the Company.

Except Mr. K Satyanarayana Murthy being an appointee and Mr. K Subrahmanya Chowdary and Mrs. K Neelima Devi, being relatives of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

ITEM NO. 6

Mr. K. Subrahmanya Chowdary has appointed as first director of the company on 30.03.2012, since the inception of the company and subsequently appointed as Executive Director 01.12.2016 for a period of 3 years and his tenure will come to end by 30.11.2019. Based upon a recommendation of its Nomination and Remuneration Committee, Board proposes to re-appointed him as Executive Director for a period of 3 years, whose office shall be liable to determination by retirement of directors by rotation at such remuneration and terms and condition as set out in item No. 6 of the Notice of this AGM.

The remuneration being offered is in linewith the Company's Remuneration Policy as well as present corporate remuneration trends taking due account of his rich background, experience and time devoted.

Brief profile of Mr. K Subrahmanya Chowdary is given in the annexure to this Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II(B), Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing further specified information is set out hereunder:

II. Information about the appointee:

(1) Background details:

Mr. K Subrahmanya Chowdary, aged 39 years, is a co-promoter and Whole time Director of the Company and having over 15 years of aqua industry. He has a bachelor degree in commerce. He has excellent grasp and thorough knowledge and experience of not only Aqua Industry but also of general management. His knowledge of various aspects relating to the Company's affairs

financially or otherwise, in the resolution except and to the extent they are member of the Company.

The Board recommends the resolution set out at Item No. 5 of this Notice to the Members for their consideration and approval by way of Special Resolution.

and long business experience.

(2) Past remuneration: Rs. 168.00 lakhsfor the FY 2018-19.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

He is entrusted with the management of the whole of the affairs of the Company being the Executive Director of the company. Within the above parameters, he performs such duties as are or may be entrusted to him by the Board or its Committees from time to time.

(5) Remuneration proposed: As set out in Item No.6 of the Notice of the Annual General Meeting.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Remuneration is in line with that drawn by his peers in Industry.

(7) Pecuniary relationship directly or indirectly with the Company: Nil

(8) Relationship with the managerial personnel, if any: Mr.K Satyanarayana Murthy, Managing director and Mrs. K Neelima Devi, whole time director are relatives of appointee.

He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Members are requested to note that in terms of Section 196 of the Companies Act, 2013, the appointment of Mr. K. Subrahmanya Chowdary as Executive director (Whole time Director) of the Company and remuneration payable to him requires the approval of the shareholders of the Company.

The Board recommends the resolution set out at Item No. 6 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Except Mr. K. Subrahmanya Chowdary, being an appointee and Mr.K Satyanarayana Murthy and Mrs. K Neelima Devi, being relatives of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are member of the Company.

Broad particulars of the terms of Appointment of and remuneration payable to Mr K Subrahmanya Chowdary are as under:

ITEM NO. 7

Mrs. K. Neelima Devi has appointed as director of the company on 18.12.2013. Subsequently appointed as Whole time director 01.12.2016 for a period of 3 years and her tenure will come to end by 30.11.2019. Based upon a recommendation of its Nomination and Remuneration Committee, Board proposes to appointed her as Whole time Director for a period of 3 years, whose office shall be liable to determination by retirement of directors by rotation at such remuneration and terms and condition as set out in item No. 7 of the Notice of this AGM.

The remuneration being offered is in line with the Company's Remuneration Policy as well as present corporate remuneration trends taking due account of her rich background, experience and time devoted.

Brief profile of Mrs. K. Neelima Devi is given in the annexure to this Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II(B), Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing further specified information is set out hereunder:

III. Information about the appointee:

(1) Background details:

Mrs. K. Neelima Devi, aged 35 years, is a co-promoter of the Company and having experience over 8 years of Aqua industry. She has a graduate degree in science. She has excellent grasp and thorough knowledge and experience of Administration also of general management.

(2) Past remuneration: Rs. 125 lakhs for the FY 2018-19.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

She is entrusted with the management of the whole of the affairs of the Company being the Executive Director of the company. Within the above parameters, he performs such duties as are or may be entrusted to him by the Board or its Committees from time to time.

(5) Remuneration proposed: As set out in Item No.6 of the Notice of the Annual General Meeting.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Remuneration is in line with that drawn by her peers in Industry.

(7) Pecuniary relationship directly or indirectly with the Company: nil

(8) Relationship with the managerial personnel, if any: Mr. K Subrahmanya Chowdary, executive director and Mr. K Satyanarayana Murthy, Managing director are relatives of appointee

She is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Members are requested to note that in terms of Section 196 of the Companies Act, 2013, the appointment of Mrs. K. Neelima Devi as Whole time Director of the Company and remuneration payable to her requires the approval of the shareholders of the Company.

The Board recommends the resolution set out at Item No. 7 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Except Mrs. K Neelima Devi, being an appointee, Mr. K Subrahmanya Chowdary and Mr. K Satyanarayana Murthy, being relatives of appointee, None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are member of the Company.

Statement pursuant to clause (b) of section ii of Part-II of Schedule v of the Companies Act, 2013 for item No's 5 to 7 of Notice :

(I) General Information:

1. Nature of Industry

M/s. APEX FROZEN FOODS LIMITED integrated producer and exporter of shelf stable quality aquaculture products. The Company was incorporated on 30.03.2012 and is based in Andhra Pradesh, India.

2. Date of Commencement of Commercial Production

The commercial operations of the Company started during the year 2012

3. Financial Performance of the Company

Particulars	2018-19	2017-18	2016-17
Income from Operations (Gross)	87,471.05	99,863.40	69869.5
Profit / (Loss) before Tax	9,367.15	11,255.33	3743.64
Profit / (Loss) after Tax	6,079.60	7,910.05	2512.68

4. Export Performance and net foreign exchange earnings: 74655.89

5. Foreign Investments or Collaborations, if any : nil

(II) Other Information:

1. Reasons of Loss or Inadequate Profits:

At present the financial performance of the company is good and possesses adequate profits The Company's Earnings Before Interest, Depreciation, Taxation and other Amortizations ("EBIDTA") are positive.

2. Steps taken or proposed to be taken for improvement:

Management continues to put in our best efforts to optimally utilize our capacities by foraying into new markets and also by working on developing value-added products for our existing customers in the existing markets.

Management believes that value-added focused product portfolio of company and upcoming capacity for ready to eat products would help in the enhancing the company's performance.

3. Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Details of directors seeking Re-Appointment at the forthcoming annual general meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings]

Name of the Director	K Satyanarayana Murthy	K Subrahmanya Chowdary	K Neelima Devi
Date of Birth & Age	06.03.1955 (64 Years)	02.12.1979 (39 Years)	27.08.1984 (35 Years)
Date of Appointment	30.03.2012	30.03.2012	18.12.2013
Qualifications	PUC	B.Com	B.Sc
Relationship between Directors inter-se	K S Chowdary – Son K Neelima devi – daughter in law	K S Murthy – Father, K Neelima devi –wife	K S Chowdary – Husband K S Murthy – uncle (Father of husband)
Expertise in specific functional area	He has experience of 23 years in aquaculture industry. He is responsible for making strategic decisions and decisions relating to business development and overall administration of the operations of our Company	He has an experience of 15 years in aquaculture industry. He has played a significant role in the development of our business. He is involved in the business operations and marketing activities of our Company	She has over 8 years of experience in the aqua industry. she is involved in the administration & business operations of our Company
Directorship in other listed companies	Nil	Nil	Nil
Remuneration Drawn For the FY 2018-19	Rs.168.00 Lakhs	Rs.168.00 Lakhs	Rs.125.00 Lakhs
Share holding as on 31.03.2019	89,18,779 (28.54%)	96,33,942 (30.83%)	24,000 (0.08%)

Route map for AGM Venue



Venue and land Mark:

Paradigm Sarovar Portico, D.No.20-1-60, Near Tirumala Theatre, Subash Road, Kakinada-533001, East Godavari District



Apex Frozen Foods limited

**Registered office: 3-160, Panasapadu, Kakinada, East Godavari District - 533005, Andhra Pradesh
(CIN: L15490AP2012PLC080067)**

Attendance Slip

(Please present this slip at the meeting venue)

I/We hereby record my/our presence at the 7th Annual General Meeting of the Company Thursday, 19th day of September, 2019 at 4.00 P.M. at Paradigm Sarovar Portico, D.No.20-1-60, Near Tirumala Theatre, Subash Road, Kakinada-533001, East Godavari District, and any adjournment thereof.

Signature of the Shareholder(s)/Proxy's: _____

Shareholders/Proxy's Full Name (In Block Letters): _____

Folio No. /Client ID: _____ No. of Shares Held: _____

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip/Proxy from as the case may be meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.
3. A Proxy need not be a member of the company.
4. In case of joint holders, the vote of the senior who tends a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

**Form_MGT-11
Proxy Form**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies
(Management and Administration) Rules, 2014)

CIN : L15490AP2012PLC080067
 Name of the company : APEX FROZEN FOODS LIMITED
 Registered office : 3-160, Panasapadu, Kakinada-533005,
 East Godavari District-533005, Andhra Pradesh.

Name of the member (s)
 Registered address
 E-mail Id
 Folio No/ Client Id
 DP ID

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name
 Address
 E-mail Id
 Signature

or failing him

2. Name
 Address
 E-mail Id
 Signature

or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the company, to be held on Thursday, 19th day of September, 2019 at 4.00 P.M. at Paradigm Sarovar Portico, D.No.20-1-60, Near Tirumala Theatre, Subash Road, Kakinada-533001, East Godavari District, any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolution
1	To Receive, Consider and Adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss, Notes to Accounts and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon
2	To Declare final dividend of Rs. 2.00/- (20%) per equity Share of Rs. 10/- each to the shareholders for the Financial year 2018-19
3	To Appoint a Director in place of Mrs. Karuturi Neelima Devi (DIN 06765515), who retires by rotation and being eligible, offers herself for re-appointment.
4	Re-Appointment of Statutory Auditors of the Company
5	Re-Appointment of Mr. K Satyanarayana Murthy (DIN 05107525) as the Managing Director
6	Re-Appointment of Mr. K. Subrahmanya Chowdary (DIN 03619259) as the Executive director
7	Re-Appointment of Mrs. K Neelima Devi (DIN 06765515) as Whole time Director

Signed this ____ day of September 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs.1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.