

CORPORATE GOVERNANCE REPORT

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**
 Quarter ending : **31st March 2018**

I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the director	PAN ^S	DIN	Category (Chairperson /Executive/ Non-Executive / independent / Nominee)&	Date of appointment on the current term/ cessation*	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Subrahmanya Chowdary Karuturi	AGTPC7731R	03619259	Executive Director	01.12.2016	NA	1	2	Nil
Mr.	Satyanarayana Murthy Karuturi	ACRPK5406D	05107525	Chairman & Managing Director (Executive)	01.12.2016	NA	1	Nil	Nil
Ms.	Neelima Devi Karuturi	CNAPK0472R	06765515	Whole time Director (Executive)	01.12.2016	NA	1	1	Nil
Mr.	Chandrasekhar Raju Datla	AEUPD2980G	07714265	Independent Director	25.01.2017	14 months	1	1	Nil
Mr.	Lakshmipathi Raju Mantena	ACDPM9939P	07717931	Independent Director	25.01.2017	14 months	1	Nil	1
Mr.	Venkata Subba Raju Datla	AEFPD2054J	07717952	Independent Director	25.01.2017	14 months	1		1



II. Composition of committees:

Name of the committee	Name of the committee member	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit committee	Mr. D Venkata Subba Raju Mr. D Chandra Sekhar Raju Mr. Karuturi Subramanya Chowdary	Chairman/Independent director Member/Independent director Member/ Executive
2. Nomination & Remuneration committee	Mr.D Chandra Sekhar Raju Mr.M Lakshmi pathi Raju Mr.D Venkata Subba Raju	Chairman/Independent director Member/Independent director Member/Independent director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Mr. M Lakshmi Pathi Raju Ms. Karuturi Neelima Devi Mr. K Subramanya Chowdary	Chairman/Independent director Member/ Executive Member/Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (01st October 2017 to 31st December 2017)	Date(s) of Meeting (if any) in the relevant quarter (1st January 2018 to 31st March 2018)	Maximum gap between any two consecutive (in number of days)
14 th November 2017	09 th February 2018	87 days



IV. Meeting of the committees

Date(s) of meeting of the committee in the relevant quarter (01 st October 2017 to 31 st December 2017)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (1 st January 2018 to 31 st March 2018)	Maximum gap between any two consecutive meetings in number of days*
14 th November 2017 (Audit committee)	Yes (Two members of committee attended the meeting)	08 th February 2018 (Audit committee)	86 days

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether shareholder approval obtained for material RPT	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.
Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For Apex Frozen Foods Limited



**K Satyanarayana Murthy
Chairman & Managing Director**

Date:05.04.2018

Place:Panasapadu,Kakinada

CORPORATE GOVERNANCE REPORT
For year ended 31.03.2018

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining material subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of "independence" and/or eligibility"	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	NA
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity doesn't have subsidiaries/joint ventures, hence, it has not required to adopt Material Subsidiary Policy and hence and the Corporate Governance requirements with respect to subsidiary of Listed Entity were not applicable

For Apex Frozen Foods Limited

K. Satyanarayana Murthy
Chairman & Managing Director



Date: 05.04.2018

Place: Panasapadu, Kakinada