

**CORPORATE GOVERNANCE REPORT**

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**  
 Quarter ending : **30<sup>th</sup> June 2018**

**I. Composition of Board of Directors**

<b>Title (Mr/ Ms)</b>	<b>Name of the director</b>	<b>PAN<sup>S</sup></b>	<b>DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive / independent / Nominee)&amp;</b>	<b>Date of appointment on the current term/ cessation*</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
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	17 months	1	1	Nil
Mr.	Lakshmipathi Raju Mantena	ACDPM9939P	07717931	Independent Director	25.01.2017	17 months	1	Nil	1
Mr.	Venkata Subba Raju Datla	AEFPD2054J	07717952	Independent Director	25.01.2017	17 months	1	Nil	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 Lakshmipathi 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 (1 <sup>st</sup> January 2018 to 31 <sup>st</sup> March 2018)	Date(s) of Meeting (if any) in the relevant quarter (1 <sup>st</sup> April,2018 to 30 <sup>th</sup> June 2018)	Maximum gap between any two consecutive (in number of days)
09 <sup>th</sup> February 2018	28 <sup>th</sup> May 2018	108 days

#### IV. Meeting of the committees

Date(s) of meeting of the committee in the relevant quarter (1 <sup>st</sup> April,2018 to 30 <sup>th</sup> June 2018)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (1 <sup>st</sup> January 2018 to 31 <sup>st</sup> March 2018)	Maximum gap between any two consecutive meetings in number of days*
26th May, 2018 (Audit committee)	Yes (Two members of committee attended the meeting)	08th February 2018 (Audit committee)	107 days

#### V. Related Party Transactions

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

#### 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**

**Sd/-**

**K. Satyanarayana Murthy  
Chairman & Managing Director**

**Date:05.07.2018**

**Place:Panasapadu,Kakinada**