

CORPORATE GOVERNANCE REPORT

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**
 Quarter ending : **30TH SEPTEMBER 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 Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity
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.	Chandra Sekhar Raju Datla	AEUPD2980G	07714265	Independent Director	25.01.2017	20 months	1	1	Nil
Mr.	Lakshmi pathi Raju Mantena	ACDPM9939P	07717931	Independent Director	25.01.2017	20 months	1	Nil	1
Mr.	Venkata Subba Raju Datla	AEFPD2054J	07717952	Independent Director	25.01.2017	20 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 Lakshmi pathi Raju Mr.D Venkata Subba Raju	Chairman/Independent director Member/Independent director Member/Independent director
3. Risk Management Committee	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
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III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28.05.2018	13.08.2018	76 days

IV. Meeting of the committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13.08.2018	Yes (All members presented)	26.05.2018	78 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. The report submitted in the previous quarter has been placed before Board of Directors. There are no comments/observations/advice from Board of Directors on the submitted reports.

For Apex Frozen Foods Limited

Sd/-

K Satyanarayana Murthy
Managing Director

Date: 13.10.2018

Place: Panasapadu, Kakinada

CORPORATE GOVERNANCE REPORT**ANNEXURE III**

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**
Quarter ending : **30th SEPTEMBER 2018**

I Affirmations		
<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Apex Frozen Foods Limited

Sd/-

K Satyanarayana Murthy
Managing Director

Date: 13.10.2018

Place: Panasapadu, Kakinada