

CORPORATE GOVERNANCE REPORT

Annexure I (to be submitted by listed entity on quarterly basis)

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**
 Quarter ending : **31ST MARCH 2019**

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 Directors 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 positions 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	26 Months	1	0	Nil
Mr.	Lakshmi pathi Raju Mantena	ACDPM9939P	07717931	Independent Director	25.01.2017	26 Months	1	1	1
Mr.	Venkata Subba Raju Datla	AEFPD2054J	07717952	Independent Director	25.01.2017	26 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. M. Lakshmi pathi Raju Mr. K.Subramanya Chowdary	Chairman/Independent director Member/Independent director Member/ Executive director
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 director Member/Executive director

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)
12-11-2018	07-02-2019	86 days
	27-03-2019	47 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*
07-02-2019 (Audit Committee)	Yes (3 members present)	12-11-2018	86 days

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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 was no comments/ observations/ advice from Board of Directors on the submitted reports.

For **Apex Frozen Foods Limited**

Sd/-

K. Satyanarayana Murthy
Managing Director

Date: 15.04.2019
Place: Panasapadu, Kakinada

Annexure II
to be submitted by listed entity at the end of the financial year
(for the whole of financial year)

For year ended 31.03.2018

I. Disclosure on website in terms of Listing Regulations

S.No	Item	Compliance status (Yes/No /NA)	Website address
1	Details of business	Yes	http://apexfrozenfoods.in/
2	Terms and conditions of appointment of independent directors	Yes	http://apexfrozenfoods.in/wp-content/uploads/2017/11/Terms-and-conditions-of-appointment-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes	http://apexfrozenfoods.in/investors/
4	Code of conduct of board of directors and senior management personnel	Yes	www.apexfrozenfoods.in/wp-content/uploads/2017/11/Apex_Code-of-conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.apexfrozenfoods.in/wp-content/uploads/2017/11/Apex_Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	www.apexfrozenfoods.in/investors/
7	Policy on dealing with related party transactions	Yes	www.apexfrozenfoods.in/wp-content/uploads/2017/11/Apex_Related-Party-Transaction-Policy.pdf
8	Policy for determining material subsidiaries	NA	NA
9	Details of familiarization programmes imparted to independent directors	Yes	www.apexfrozenfoods.in/investors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.apexfrozenfoods.in/investors/
11	email address for grievance redressal and other relevant details	Yes	www.apexfrozenfoods.in/investors/
12	Financial results	Yes	www.apexfrozenfoods.in/investors/
13	Shareholding pattern	Yes	www.apexfrozenfoods.in/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15	New name and the old name of the listed entity	NA	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)	Yes
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

Sd/-

K. Satyanarayana Murthy
Managing Director

Date: 15.04.2019
Place: Panasapadu, Kakinada