

**CORPORATE GOVERNANCE REPORT FOR HALF YEAR ENDED 30.09.2019**

**Annexure -I**

Name of Listed Entity : **APEX FROZEN FOODS LIMITED**

Quarter ending : **30<sup>th</sup> September, 2019**

**I. Composition of Board of Directors**

Title (Mr/ Ms)	Name of the director	PAN\$	DIN	Category (Chairperson /Executive/ Non-Executive / independent / Nominee)	Initial Date of appointment	Date of appointment on the current term	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	30.03.2012	01.12.2016	Nil	NA	1	0	0	0
Mr.	Satyanarayana Murthy Karuturi	ACRPK5406D	05107525	Chairman & Managing Director (Executive)	30.03.2012	01.12.2016	Nil	NA	1	0	2	0
Ms.	Neelima Devi Karuturi	CNAPK0472R	06765515	Whole time Director (Executive)	18.12.2013	01.12.2016	Nil	NA	1	0	1	0
Mr.	Chandrasekhar Raju Datla	AEUPD2980G	07714265	Independent Director	25.01.2017	25.01.2017	Nil	32 months	1	1	1	0
Mr.	Lakshmipathi Raju Mantena	ACDPM9939P	07717931	Independent Director	25.01.2017	25.01.2017	Nil	32 months	1	1	1	1
Mr.	Venkata Subba Raju Datla	AEFPD2054J	07717952	Independent Director	25.01.2017	25.01.2017	Nil	32 months	1	1	0	1

## II. Composition of committees:

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07717952	Venkata Subba Raju Datla	Non-Executive - Independent Director	Chairperson	27-01-2017	Nil
2	07717931	Lakshmipathi Raju Mantena	Non-Executive - Independent Director	Member	01-06-2019	Nil
3	03619259	Subrahmanya Chowdary Karuturi	Executive Director	Member	27-01-2017	Nil
4	07714265	Chandrasekhar Raju Datla	Non-Executive - Independent Director	Member	01-04-2019	Nil

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07714265	Chandrasekhar Raju Datla	Non-Executive - Independent Director	Chairperson	27-01-2017	Nil
2	07717952	Venkata Subba Raju Datla	Non-Executive - Independent Director	Member	27-01-2017	Nil
3	07717931	Lakshmipathi Raju Mantena	Non-Executive - Independent Director	Member	27-01-2017	Nil

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07717931	Lakshmipathi Raju Mantena	Non-Executive - Independent Director	Chairperson	08-03-2017	Nil
2	06765515	Neelima Devi Karuturi	Executive Director	Member	08-03-2017	Nil
3	03619259	Subrahmanya Chowdary Karuturi	Executive Director	Member	08-03-2017	Nil

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	06765515	Neelima Devi Karuturi	Executive Director	Chairperson	01-08-2014	Nil
2	05107525	Satyanarayana Murthy Karuturi	Executive Director	Member	01-08-2014	Nil
3	07717952	Venkata Subba Raju Datla	Non-Executive - Independent Director	Member	27-01-2017	Nil

### 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)
22-05-2019	13-08-2019	82 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*
13-08-2019 (Audit committee)	Yes (all the members of committee attended the meeting)	22-05-2019 (Audit committee)	82 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. 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: 14.10.2019

Place:Panasapadu,Kakinada

## Annexure II

### I. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	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  
Chairman & Managing Director

Date: 14.10.2019

Place: Panasapadu, Kakinada