

**CORPORATE GOVERNANCE REPORT  
FOR QUARTER ENDED 31.03.2022**

**Name of Listed Entity** : **APEX FROZEN FOODS LIMITED**  
**Quarter ending** : **30.06.2022**

**I. Composition of Board of Directors**

S.no	Title (Mr / Ms)	Name of the Director	DIN	Category of directors	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	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	No of post of Chairperson in Audit/ Stakeholder Committee held in listed
1	Mr	Satyanarayana Murthy Karuturi	05107525	Managing Director	30-03-2012	01-12-2019	-		1	0	0	0
2	Mr	Subrahmanya Chowdary Karuturi	03619259	Executive Director	30-03-2012	01-12-2019	--		1	0	2	0
3	Mrs	Neelima Devi Karuturi	06765515	Wholetime director	18-12-2013	01-12-2019	-		1	0	1	0
4	Mrs	Deepthi Talluri	08726143	Non-Executive - Independent Director	31-03-2020	28-09-2020	-	27	1	1	1	0
5	Mr	Govindareddy krishnamoorthy	09208749	Non-Executive - Independent Director	22-06-2021	22-09-2021	-	12	1	1	0	1
6	Mr	B. Raghavulu Naidu	09158333	Non-Executive - Independent Director	04-06-2021	22-09-2021	-	12	1	1	1	1

**II. Composition of committees:**

<b>Audit Committee Details</b>						
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	09208749	Govindareddy krishnamoorthy	Non-Executive - Independent Director	Chairperson	22-06-2021	-
2	09158333	B. Raghavulu Naidu	Non-Executive - Independent Director	Member	22-06-2021	-
3	03619259	Subrahmanya Chowdary Karuturi	Executive Director	Member	27-01-2017	-
4	08726143	Deepthi Talluri	Non-Executive - Independent Director	Member	01-01-2022	

<b>Nomination and remuneration committee</b>						
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	09208749	Govindareddy krishnamoorthy	Non-Executive - Independent Director	Chairperson	22-06-2021	-
2	09158333	B. Raghavulu Naidu	Non-Executive - Independent Director	Member	22-06-2021	-
3	08726143	Deepthi Talluri	Non-Executive - Independent Director	Member	31-03-2020	-

<b>Stakeholders Relationship Committee</b>						
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	09158333	B. Raghavulu Naidu	Non-Executive - Independent Director	Chairperson	22-06-2021	-
2	03619259	Subrahmanya Chowdary Karuturi	Executive Director	Member	22-06-2021	-
3	06765515	Neelima Devi Karuturi	Executive Director	Member	08-03-2017	-

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category of directors	Chairperson/Member	Date of Appointment	Date of Cessation
1	05107525	Satyanarayana Murthy Karuturi	Managing director	Chairperson	14-08-2021	-
2	03619259	Subrahmanya Chowdary Karuturi	Executive director	Member	14-08-2021	-
3	09208749	Govindareddy krishnamoorthy	Non Executive Independent director	Member	14-08-2021	-
4	09158333	B. Raghavulu Naidu	Non Executive Independent director	Member	14-08-2021	-
5	-	Mrs D. S. Madhavi	-	Member	14-08-2021	-
6	-	Mr. P. Durga Prasad	-	Member	14-08-2021	-

**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	-
2	05107525	Satyanarayana Murthy Karuturi	Executive Director	Member	01-08-2014	-
3	09158333	B. Raghavulu Naidu	Non-Executive - Independent Director	Member	23-05-2022	-
4	08726143	Deepthi Talluri	Non-Executive - Independent Director	Member	22-06-2021	23-05-2022

III. Meeting of Board of Directors						
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	
1	14-02-2022		Yes	6	3	
2	23-05-2022	97	Yes	6	3	

IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	14-02-2022				Yes	4	3
2	Audit Committee	23-05-2022	97			Yes	4	3
3	Nomination and remuneration committee	23-05-2022				Yes	3	3

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Signatory Details**

Name of signatory	K. Satyanarayana Murthy
Designation of person	Managing Director
Place	Panasapadu, Kakinada
Date	19-07-2022