

APEX FROZEN FOODS LIMITED

CORPORATE GOVERNANCE REPORT

FOR QUARTER/HALF YEAR ENDED 30TH SEPTEMBER, 2022

I. Composition of Board of Directors																							
Whether the listed entity has a Regular Chairperson								Yes															
Whether Chairperson related to Promoter								Yes		Disqualification of Directors under section 164 of the Companies Act, 2013													
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of special resolution	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 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)
1	Mr	Satyanarayana Murthy Karuturi	ACRPK5406D	05107525	Executive Director	Chairperson related to Promoter	MD	06-03-1955	No	-	-	-	Active	NA		30-03-2012	01-12-2019	-	-	1	0	0	0
2	Mr	Subrahmanya Chowdary Karuturi	AGTPC7731R	03619259	Executive Director	Not Applicable		02-12-1979	No	-	-	-	Active	NA		30-03-2012	01-12-2019	-	-	1	0	2	0
3	Mrs	Neelima Devi Karuturi	CNAPK0472R	06765515	Executive Director	Not Applicable		27-08-1984	No	-	-	-	Active	NA		18-12-2013	01-12-2019	-	-	1	0	1	0
4	Mrs	Deepthi Talluri	AFHPT5005N	08726143	Non-Executive - Independent Director	Not Applicable		27-05-1983	No	-	-	-	Active	NA		31-03-2020	28-09-2020	-	30	1	1	1	0
5	Mr	Govindareddy krishnamoorthy	AADPK7571M	09208749	Non-Executive - Independent Director	Not Applicable		07-06-1954	No	-	-	-	Active	NA		22-06-2021	22-09-2021	-	15	1	1	0	1
6	Mr	B. Raghavulu Naidu	AAIPR1650B	09158333	Non-Executive - Independent Director	Not Applicable		14-06-1960	No	-	-	-	Active	NA		04-06-2021	22-09-2021	-	15	1	1	1	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	Remarks
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		

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	Remarks
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		

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	Remarks
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 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05107525	Satyanarayana Murthy Karuturi	Executive 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		

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	Remarks
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	09158333	B. Raghavulu Naidu	Non-Executive - Independent Director	Member	23-05-2022		

III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-05-2022				Yes	6	6	3
2		06-08-2022	74		Yes	6	5	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)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23-05-2022				Yes	4	3	3	0
2	Audit Committee	06-08-2022	74			Yes	4	3	3	0
3	Risk Management Committee	06-08-2022				Yes	4	2	2	2

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 1000 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

III. 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)	Yes	
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	

Signatory Details	
Name of signatory	K. Satyanarayana Murthy
Designation of person	Managing Director
Place	PANASAPADU, KAKINADA
Date	19-10-2022

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Signatory Details			
Name	K. Satyanarayana Murthy		
Designation	Managing Director		
Place	PANASAPADU, KAKINADA		
Date	19-10-2022		