



APEX FROZEN FOODS LIMITED

(CIN: L15490AP2012PLC080067)

Reg.off: 3-160, Panasapadu, Kakinada, East Godavari District - 533005, Andhra Pradesh

Tel:0884-2383902-4 (3 lines), Fax: 0884-2383905-6

website: www.apexfrozenfoods.in Email id:cs@apexfrozenfoods.com

POSTAL BALLOT NOTICE

Dear Shareholder,

NOTICE is hereby given that the resolution as set out below is proposed to be passed by the shareholders of Apex Frozen Foods Limited ("the Company") by way of Postal Ballot/ E-voting ("e-voting"), pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act and the Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and applicable Secretarial Standards.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPOINT MRS. K NEELIMA DEVI (DIN 06765515) AS WHOLE TIME DIRECTOR DESIGNATED AS DIRECTOR (ADMIN) & APPROVE REMUNERATION PAYABLE TO HER

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special resolution:

"RESOLVED THAT pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval by the Board of Directors on recommendation made by Nomination and Remuneration Committee, consent of the members be and is hereby accorded for appointment of Mrs. Karuturi Neelima Devi (DIN 06765515) as Whole Time Director of the Company designated as Director (Admin), for a period of 3 years with effect from 01st January, 2023, liable to retire by rotation.

RESOLVED FURTHER THAT consent of the shareholders be and is here by accorded for revising the terms of remuneration payable to Mrs. Karuturi Neelima Devi, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, notwithstanding that, such remuneration shall exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mrs. KaruturiNeelima Devi, Whole Time Director with effect from 01.01.2023 shall be as under:

I. Basic Salary

PERIOD (From-To)	SALARY (FIXED COMPONENT) INR	
	Per Month	Per Annum
01.01.2023 to 31.12.2023	12,50,000	1,50,00,000
01.01.2024 to 31.12.2024	13,75,000	1,65,00,000
01.01.2025 to 31.12.2025	15,20,000	1,83,00,000

The above amount (along with the allowances and perquisites mentioned below) may be revised by the Board of Directors based on the recommendation of the Remuneration Committee of the Company, considering industry trends.

II. Allowances and Perquisites

In addition to the above salary, she shall be entitled to the following allowances and perquisites. The allowances and perquisites shall be valued as per the actual expenditure incurred by the Company.

- Reimbursement of Medical Expenses actually incurred for self and her family.
- Reimbursement of Club expenditure for a maximum of one Club.

The following perquisites shall not be included in the computation of the remuneration:

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a maximum of Rs. 20 Lakhs.
- Leave encashment at the end of tenure.
- In addition to the above she shall be provided free of cost, with the following, for official purpose.
- Use of Company's car and Mobile Phone facility.

III. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No: 1

Mrs. K. Neelima Devi was appointed as director of the company on 18.12.2013 and later appointed as Whole-time director of company on 01.12.2016 and further re-appointed as Whole time Director on 01.12.2019 for a period of 3 years and her tenure ended on 30.11.2022. Based upon a recommendation of Nomination and Remuneration Committee, Board proposes to appoint her as Whole time Director designated as Director (Admin) for a period of 3 years w e f 01.01.2023, whose office shall be liable to determination by retirement of directors by rotation at such remuneration and terms and conditions as set out in item No. 1 of the Notice of this postal ballot.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mrs. K. Neelima Devi, payment of remuneration to her, requires approval of the Members by way of special resolution.

The remuneration being offered is in line with the Company's Remuneration Policy as well as present corporate remuneration trends taking due account of her rich background, experience and time devoted. Brief profile of Mrs. K. Neelima Devi is given in the annexure to this Notice.

Duties of Mrs. K. Neelima Devi as Director (Admin) shall include:

The preliminary duty of a Director (Admin) is to ensure all activities are done effectively and efficiently so that all other operations will function well.

- To ensure all activities are done effectively and efficiently so that all other operations will function well.
- Providing administrative support to executive leadership such as board members or company executives
- Developing and enforcing organizational & Personnel policies and procedures to ensure that all employees are treated fairly and consistently
- Overseeing employee hiring/recruiting, firing, and training and allocate responsibilities to ensure that the company has a qualified workforce
- Developing and managing budgets for departments within the company
- Managing and administering health and other employee benefits, maintaining personnel records, monitoring insurance coverage and ensuring that personnel policies are up-to-date.
- Monitoring staff performance to ensure that they are performing their jobs efficiently and effectively
- Liaising with HR and other departments
- Delegating tasks to administrative staff and monitoring day to day operations
- Acting as a liaison between the employees and upper management when it comes to administrative issues
- Developing and promoting policies that ensure positive interaction between administrative staff and other personnel
- Organizing the workplace so that the workflow is streamlined

Information about the appointee:

1. **Background details:** Mrs. K. Neelima Devi, aged 38 years, is a co-promoter of the Company and having experience over 11 years of Aqua industry. She has a graduate degree in science. She has excellent grasp and thorough knowledge and experience of Administration also of general management.
2. **Job Profile and suitability Job Profile include:** Having valuable experience in performing services to the company as a whole time director of the company, she provided her constant support in making the company successful during her tenure.
3. **Past Remuneration:** The remuneration drawn by Mrs. K. Neelima Devi during last Three (3) as Whole-time director as under:

Sl.No	Financial Year	Remuneration paid (Rs. in lakhs)
1.	2021-22	125.00
2.	2020-21	93.75
3.	2019-20	125.00

4. **Recognition or Awards:** Nil.
5. **Remuneration Proposed:** As set out in the Resolution at Item No.1
6. **Comparative remuneration profile** with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of Mrs.K.Neelima Devi and the responsibilities shouldered by her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mrs. K. Neelima Devi does not have any pecuniary relationship directly or indirectly with the Company except for the position she is holding and she is related to the executive directors of the company.

In accordance with the provisions of the Act, appointment of Whole-Time Directors requires approval of the members of the Company. Further, in terms of the Regulation 17(1C) of the SEBI Listing Regulations, effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment / re appointment, whichever is earlier. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mrs. K. Neelima Devi, as a Whole time Director of the company designated as Director (Admin) as set out in Resolution at Item No.1.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her continual services on the Board would be of immense benefit to the Company and it is desirable to avail her services as Director (Admin) to strengthen the management of the Company.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Members are requested to note that in terms of Section 196 of the Companies Act, 2013, the appointment of Mrs. K. Neelima Devi as Whole time Director of the Company and remuneration payable to her requires the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative(s) is concerned or interested financially or otherwise, in the resolution except Mr. K Subrahmanya Chowdary and Mr. K Satyanarayana Murthy, being relatives, to the extent of their shareholding of the Company.

Therefore, The Board recommends the resolution set out in item No. 1 of this Notice to the Members for their consideration and approval by way of Special Resolution.

Statement pursuant to clause (b) of section ii of Part-II of Schedule V of the Companies Act, 2013 for item No. 1 of Notice:

I. General Information:

- a) Nature of Industry: Shrimp Processing, APEX FROZEN FOODS LIMITED integrated producer and exporter of shelf stable quality aquaculture products.
- b) Date of commencement of commercial production:

Sl.No	Details of Segment	Location of plant	Commencement year of commercial production
1.	Processing Plant	Kakinada, Andhra Pradesh	2004
2.	Processing Plant	G. Ragampeta, Andhra Pradesh	2020
3.	Pre-processing plant	Tallarevu, Andhra Pradesh	2016
4.	Hatchery	• Bhogapuram(North of Vizag)	2016
		• Srikakulam	2016
		• Ongole	2019
5.	Cold Storage	Kakinada	2004
		G. Ragampeta	2020

- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d) Financial performance:

(Amount in lakhs)

Sl.No	Financial Parameters	2021-22	2020-21	2019-20
1.	Turnover	91420.28	81, 848.41	82,710.54
2.	Net Profit as computed under Section 198 of Companies Act, 2013	5621.15	6,060.21	8,076.04
3.	Net profit as per Statement of Profit and Loss.	5621.15	6,060.21	6,064.17
4.	Amount of dividend paid	781.25	625.00	625.00

5.	Rate of dividend declared per equity share (on face value)	25%	20%	20%
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e) Foreign Investments or collaborations, if any:

The shareholding details of FIIs, FPIs, and NRIs as on September 30, 2022 are as under:

Sl.No	Category	No. of Equity Shares	% of Paid up capital
1.	Foreign Portfolio Investors	19,855	0.06
2.	Foreign Portfolio - Corp, Foreign Institutional Investors	0	0.00
3.	Non-resident Indians and Foreign Nationals	1,86,019	0.6
	Total	2,05,874	0.66

Other Information:

- 1. Reasons of loss or inadequate profits:** At present the financial performance of the company is good and possesses adequate profits. The Company's Earnings before Interest, Depreciation, Taxation and other Amortizations ("EBIDTA") are positive.
- 2. Steps taken or proposed to be taken for improvement:** Management continues to put in best efforts to optimally utilize capacities by foraying into new markets and also by working on developing value-added products for existing customers in the existing markets.
- 3. Expected increase in productivity and profits in measurable terms:** The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

By order of Board of Directors
For **Apex Frozen Foods Limited**

Sd/-
Karuturi Satyanarayan Murthy
Executive Chairman
DIN 05107525

Place: Panasapadu, Kakinada
Date: 21.12.2022



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Annexure-1

Disclosure as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	K Neelima Devi
Date of Birth & Age	27.08.1984 (38 Years)
Date of Appointment	18.12.2013
Qualification	Science graduate
Relationship between Directors inter-se	K Subrahmanya Chowdary, Managing Director – Husband K Satyanarayana Murthy, Executive Chairman – Father-in-law
Expertise in specific functional area	She has over 11 years of experience in the aqua industry. she is involved in the administration & business operations of the Company
Directorship in other companies	None
Committee position held in other companies	None
Remuneration Drawn For the FY 2021-22	Rs.125.00 Lakhs
Shareholding as on 30.09.2022	24,000 (0.08%)

NOTES:

1. In compliance with Section 108 and other applicable provisions of the Act, read with the applicable Rules, Listing Regulations and other law(s) as applicable, the e-voting facility is being provided to the shareholders, to cast their votes electronically. The Company has availed services of Central Depository Services (India) Limited (CDSL) for this purpose. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.
2. This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. www.Apexfrozenfoods.in and on the website of the e-voting agency viz. Central Depository Services (India) Limited at <https://evoting.cdslindia.com>

3. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, December 23, 2022** (“Cut-off date”) will be entitled to cast their vote(s).
4. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
5. The voting period begins on **Friday, December 30, 2022 at 09:00 a.m.(IST)** and ends on Saturday, **January 28, 2023 at 05:00 p.m. (IST)** (both dates inclusive) All dates and times mentioned herein, are as per Indian Standard Time.
6. Shareholders opting for e-voting are requested to read the instructions provided in **Annexure 2**.
7. Shareholders opting to exercise their vote by postal ballot are requested to carefully read the instructions given in **Annexure 3** and return the same duly completed in the attached postal ballot form through courier or any other mode of postage. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the shareholders will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given in this notice. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than Saturday, January 28, 2023 (05:00 p.m. IST) to be eligible for being considered. Any Postal Ballot Form(s) received thereafter shall be considered invalid.
8. Voting by Postal Ballot, in physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
9. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the shareholder has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
10. The Board of Directors of the Company has appointed Smt. Durga Bhavani Agarwal and/or Mr. Arun Marepally, partners of M/s. A.S. Ram Kumar & Associates, Company Secretaries, Suit No 107, 1st Floor, Down Town Mall #. 6-2-27, 27A &28, Adj to Lotus Hospital, Lakadi Ka Pul, Hyderabad-500004 as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
11. After completion of the scrutiny of the electronic votes and the postal ballot forms, the Scrutinizer will submit his report to the Chairman/ Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before Tuesday, January 31, 2023. The said results would be displayed at the Registered Office of the Company and on its website at www.apexfrozenfoods.in and simultaneously intimated to the CDSL, National Stock Exchange of India Limited and BSE Limited
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 11:00 am IST and 1:00 pm IST on all working days from the date of dispatch of this Notice till January 28, 2023.



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Annexure 2

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- (i) The e-voting period begins on **Friday, December 30, 2022 at 09:00 a.m. (IST)** and ends on **Saturday, January 28, 2023 at 05:00 p.m.(IST)** (both days inclusive). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions.

E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid circular, login method for e-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting</p>

	period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the Apex Frozen Foods Limited.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;cs@apexfrozenfoods.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.



APEX FROZEN FOODS LIMITED

(CIN: L15490AP2012PLC080067)

Reg.off: 3-160, Panasapadu, Kakinada, East Godavari District - 533005, Andhra Pradesh

Tel:0884-2383902-4 (3 lines), Fax: 0884-2383905-6

website: www.apexfrozenfoods.in Email id:cs@apexfrozenfoods.com

Annexure-2

Instructions for Voting by Physical Postal Ballot Form

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer through a sealed cover/envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The duly executed postal ballot form shall be sent by courier to the office of the scrutinizer (mentioned below) on or before Saturday, 28th January 2022.

Add: Suit No 107, 1st Floor, Down Town Mall, #.6-2-27, 27A &28 Adj to Lotus Hospital, Lakadi Ka Pul, Hyderabad-500004

3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/ recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, January 28, 2023 at 05.00 p.m. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
6. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.

7. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 2 above) along with the Postal Ballot Form as those will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
10. Postal Ballot Forms with following deficiencies will be rejected.
 - a. A form other than one issued by the company has been used.
 - b. It has not been signed by or on behalf of the Member.
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company.
 - d. It is not possible to determine without any doubt the assent or dissent of the Member.
 - e. Neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
 - g. The envelope containing the postal ballot form is received after the last date prescribed.
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - k. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

By order of Board of Directors
For **Apex Frozen Foods Limited**

Sd/-
Karuturi Satyanarayan Murthy
Executive Chairman
DIN 05107525

Place: Panasapadu, Kakinada
Date: 21.12.2022