

APEX FROZEN FOODS LIMITED
Corporate Governance : Quarter ending : Dec-2022

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																			NA
Whether the listed entity has a Regular Chairperson																			Yes
Whether Chairperson is related to MD or CEO																			No
Sr	Title (Mr/ Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing 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	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status										
1	Mr	Satyanarayana Murthy Karuturi	05107525	Executive Director, Chairperson related to Promoter	-	-	-	-	-	NA	-	30-03-2012	01-12-2022	-	-	1	0	0	0
2	Mr	Subrahmanya Chowdary Karuturi	03619259	Executive Director, MD	-	-	-	-	-	NA	-	30-03-2012	01-12-2022	-	-	1	0	2	0
3	Mrs	Neelima Devi Karuturi	06765515	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	18-12-2013	01-12-2019	-	-	1	0	1	0
4	Mrs	Deepthi Talluri	08726413	Non-Executive - Independent Director	-	-	-	-	-	NA	-	31-03-2020	28-09-2020	-	33	1	1	1	0
5	Mr	Govindareddy krishnamoorthy	09208749	Non-Executive - Independent Director	-	-	-	-	-	NA	-	22-06-2021	22-09-2021	-	18	1	1	0	1
6	Mr	B. Raghavulu Naidu	09158333	Non-Executive - Independent Director	-	-	-	-	-	NA	-	04-06-2021	22-09-2021	-	18	1	1	1	1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory					-		
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	KARUTURI SUBRAHMANYA CHOWDARY	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	KARUTURI SUBRAHMANYA CHOWDARY	Executive Director	Member	22-06-2021	-	-
3	06765515	KARUTURI NEELIMA DEVI	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	KARUTURI SUBRAHMANYA CHOWDARY	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	KARUTURI NEELIMA DEVI	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	-	-	

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
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)	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	06-08-2022	-	-	Yes	-	5	3
2	28-10-2022	82	-	Yes	-	5	3
3	21-12-2022	53	-	Yes	-	6	3

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (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	06 Aug 2022	-	-	-	Yes	4	4	3	0
2	Audit Committee	28 Oct 2022	82	-	-	Yes	4	4	3	0
3	Audit Committee	21 Dec 2022	53	-	-	Yes	4	4	3	0
4	Nomination and remuneration committee	21 Dec 2022	-	-	-	Yes	3	3	3	0

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	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee 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 of 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 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
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	Mrs. Neelima Devi Karutui (DIN 06765515), Whole Time director tenure completed on 30.11.2022.
Sr	Subject	Compliance status
1.	Name of signatory	K. Satyanarayana Murthy
2.	Designation	Director