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cs@apexfrozenfoods.com
CIN: L15490AP2012PLC080067

Date: 30.05.2022.

To
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.
Scrip Code : 540692

To
The General Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1, G Block,
BandraKurla Complex,
Bankdra (East), Mumbai - 400 051.
Scrip Symbol : APEX

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March 2022 - Reg.

Ref: Regulation 24A of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/ CFD/CMD1/27/2019 dated February 08, 2019, we are herewith submitting the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2022, issued by M/s A.S. Ram Kumar & Associates, Company Secretaries.

Kindly take the above information on record.

Yours faithfully

For Apex Frozen Foods Limited

A handwritten signature in blue ink, appearing to read 'S. Sarojini', is written over a circular blue stamp.



S.Sarojini
Company Secretary

Encl: a/a



SECRETARIAL COMPLIANCE REPORT
of APEX FROZEN FOODS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2022

We, M/s. A.S. Ram Kumar Associates, Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided APEX FROZEN FOODS LIMITED ("the listed entity").
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity i.e www.apexfrozenfoods.in
- Any other document /filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not attracted during year under review)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not attracted during year under review)
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not attracted during year under review)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not attracted during year under review)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (not attracted during year under review)



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg. 29- Prior intimation of at least two working days in advance, excluding the date of the intimation and date of the meeting for considering declaration/ recommendation of Dividend	Company has given the intimation on 23 June 2021 for declaration/ recommendation of dividend at the meeting of the Board of directors held on 25 June 2021	Though the company intimated the exchange, the said intimation is not as per Regulation 29 as the company intimated 1 day in advance
2	Reg 17(2)- The board of directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings	The Company convened the Board meeting on 11 February 2021 and the next Board meeting was convened on 25 June 2021, thereby the maximum gap is beyond 120 days	MCA vide General Circular No. 08/2021 dated May 03, 2021 has extended the gap between two board meetings under section 173 of the Companies Act, 2013 to 180 days for the quarters, April-June 2021 & July- September 2021 instead of 120 days. SEBI vide Circular No. SEBI/HO/CFD/CMD1/P/CI R/2021/556 dated April 29, 2021 also has provided relaxation from compliance with certain provisions of SEBI (LODR) Regulations, 2015 including the extended deadline for submitting Quarterly financial results / Annual audited financial



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			<p>results till June 30, 2021 under Regulation 33(3).</p> <p>According the board and audit committee was convened as per the SEBI extension and the MCA circular although there is no specific circular from SEBI relaxing the time gap of 120 days.</p>
3	Reg. 25(10)- Directors and Officers insurance ('D and O insurance') for independent directors	The top 1000 listed entities shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors	The listed entity is yet to obtain the Directors and Officers insurance ('D and O insurance') for the independent directors

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Reg. 29- Prior intimation of the Board meeting considering declaration/ recommendation of Dividend	Fine of INR 10,000/-	The company has paid the requisite fine as directed by NSE.



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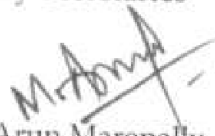
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
I	Nil	Nil	Nil	Nil

Place: Hyderabad
Date: 28.05.2022
UDIN: A053561D000419377

for A. S. Ramkumar & Associates
Company Secretaries




Arun Marepally
Partner
ACS 53561, CP.19797