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kkd@apexfrozenfoods.com  
CIN: L15490AP2012PLC080067

Date: 25<sup>th</sup> May, 2019.

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,  
Bandra (East), Mumbai - 400 051.  
Scrip Symbol : APEX

Dear Sir's,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended  
31<sup>st</sup> March 2019- Reg.**

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

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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 submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2019, issued by M/s A.S. Ram Kumar & Associates, Company Secretaries.

Kindly take the above information on record.

Thanking you,

For APEX FROZEN FOODS LIMITED

A handwritten signature in black ink, appearing to read 'S. Sarojini', is written over a horizontal line.

S.Sarojini  
Company Secretary & Compliance officer

Encl: a/a



**SECRETARIAL COMPLIANCE REPORT**  
**of APEX FROZEN FOODS LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

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

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

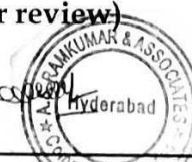
For the year ended 31<sup>st</sup> March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not attracted during year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not attracted during year under review)**

A. S. Ram Kumar



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not attracted during year under review)**
- (g) 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	Regulation 41(2) Of Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018: Submission of Monitoring agency Report.	Non Submission of Monitoring agency Report for the quarter ended on 30.06.2018, 30.09.2018, 31.12.2018.	The company has not yet submitted Monitoring agency Report for the quarter ended 30.06.2018, 30.09.2018, 31.12.2018.
2	Regulation 32 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015: Statement of deviation(s) or variation(s).	Delay in submission of Statement of deviation(s) or variation(s)	Statement of deviation(s) or variation(s) for quarter ended 31.03.2018 was filed on 10.07.2018

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

A. S. Reddy (C.O. 2000/2001)



- (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	Nil	Nil	Nil	Nil

- (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
1	NA	NA	NA	NA

Place: Hyderabad  
Date: 25.05.2019

for **A. S. Ramkumar & Associates**  
**Company Secretaries**

*A. S. Ramkumar*  
**A. S. Ramkumar**  
**Partner**  
**FCS 8149, CP.9228**

