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kkd@apexfrozenfoods.com  
CIN: L15490AP2012PLC080067

Date: 06<sup>th</sup> September, 2025

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 Sirs'

**Sub: Submission of Notice of 13<sup>th</sup> Annual General Meeting & Annual Report for FY 2024-25**

**Ref: Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

We wish to inform you that the 13<sup>th</sup> Annual General Meeting ("AGM") of the APEX FROZEN FOODS LIMITED ("Company") will be held on **Monday, 29<sup>th</sup> day of September 2025 at 10.00 A.M.** through video conferencing ('VC') / other audio visual means ('OAVM'), without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013, (the 'Act') and relevant circulars as issued by Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India

In terms of the provisions of Regulation 30 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual Report of for the Financial Year 2024-25 ("Annual Report") along with the Notice of the 13<sup>th</sup> Annual General Meeting is enclosed herewith.

The Annual Report including Notice of AGM shall be uploaded on the Company's website and can be accessed at <https://apexfrozenfoods.in/investors/annual-reports/>

Further, in accordance with the aforesaid MCA Circulars and said SEBI Circular, the Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants. The Annual Report together with the Notice of the AGM is being dispatched to the Shareholders today.

Kindly take the above information on record.

Thanking you,

Yours Faithfully,  
for **Apex Frozen Foods Limited**

KARUTURI  
SUBRAHMANYA  
CHOWDARY

Digitally signed by KARUTURI  
SUBRAHMANYA CHOWDARY  
Date: 2025.09.06 18:28:01  
+05'30'

**K. Subrahmanya Chowdary**  
**Managing Director**  
**DIN 03619259**

Encl: As above

# Notice of Annual General Meeting

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of APEX FROZEN FOODS LIMITED (CIN: L15490AP2012PLC080067) will be held on **Monday, the 29<sup>th</sup> day of September, 2025** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at 10:00 A.M at the registered office of the company situated at #3-160, Panasapadu, Kakinada, East Godavari district, Andhra Pradesh- 533005, to transact the following business:

## ORDINARY BUSINESS:

1. To Consider and Adopt the Audited Financial Statements of the Company for the Financial Year 2024-25, together with the Report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2025 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby approved and adopted.”

2. To declare final dividend of Rs. 2.00/- (20%) per equity Share of Rs. 10/- each to the shareholders for the Financial Year 2024-25 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** shareholders’ approval be and is hereby accorded for declaration and payment of final dividend of ₹ 2.00/- (Rupees two only) i.e. @20% per equity share of the face value of ₹ 10 each fully paid up, of the Company, as recommended by the Board of Directors for the financial year 2024- 2025.”

3. To Re-appoint a director in place of Mrs. Karuturi Neelima Devi (DIN: 06765515), who retires from the office of director by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mrs. Karuturi Neelima Devi (DIN: 06765515), who retires by rotation and being eligible, seeks re-appointment be and is here by re-appointed as a Director of the Company.”

## SPECIAL BUSINESS:

4. **TO APPOINT A S RAMKUMAR AND ASSOCIATES, AS SECRETARIAL AUDITORS OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for appointment of M/s. A S Ramkumar & Associates., Company Secretaries (Firm Registration No. P2001AP000500) as Secretarial Auditors of the Company for carrying out Secretarial Audit and requisite certifications, in accordance with the applicable provisions of the SEBI Regulations, RBI Regulations, Companies Act, etc., for a period of five (5) consecutive years commencing from the financial year 2025-26 to hold office from the conclusion of 13<sup>th</sup> Annual General Meeting till conclusion of 18<sup>th</sup> Annual General Meeting of the Company, at a remuneration of ₹2,50,000/- per annum plus applicable taxes (excluding certification fees and out-of-pocket expenses, as applicable).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

5. **CONTINUATION OF MR. KARUTURI SATYANARAYANA MURTHY (DIN 05107525) AS EXECUTIVE CHAIRMAN OF THE COMPANY ON ATTAINING THE AGE OF SEVENTY YEARS.**

To consider and if thought fit, to pass the following resolution as **Special resolution**:

**“RESOLVED THAT** pursuant to Section 196,196(3) and all other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for the continuation of existing tenure of Mr. Karuturi Satyanarayana Murthy (DIN: 05107525) as an Executive Chairman of the Company, who has attained the age of 70 years.

**RESOLVED FURTHER THAT** that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds

and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

#### 6. TO INCREASE THE OVERALL LIMIT OF MAXIMUM MANAGERIAL REMUNERATION

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

**“RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board), approval of the Members of the Company be and is hereby accorded to increase the overall limit of maximum managerial remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company in respect of any financial year, up to 26% of the net profits of the Company from the existing limit of 16% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

**RESOLVED FURTHER THAT** the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

#### 7. TO RE-APPOINT MR. K SATYANARAYANA MURTHY (DIN 05107525), AS AN EXECUTIVE DIRECTOR (DESIGNATED AS EXECUTIVE CHAIRMAN) OF THE COMPANY & REMUNERATION PAYABLE TO HIM.

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder and Regulation 17, 17(1C), 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and

based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. K. Satyanarayana Murthy (DIN 05107525), who attained the age of 70 years, as Executive Director, designated as Executive Chairman of the Company for a further period of 5 years i.e., from 01<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2030, who shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Karuturi Satyanarayana Murthy’s reappointment post age 70 is hereby specifically approved by the shareholders through this special resolution, with the justification for continuing his tenure outlined in the Explanatory Statement.

**RESOLVED FURTHER THAT** the remuneration payable to Sri Mr. K. Satyanarayana Murthy, as an Executive Chairman with effect from 1<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2030, as approved by the Nomination and Remuneration Committee notwithstanding that such remuneration shall exceed 5% (five percent) of the net profits being the limit specified under Section 197, shall be Rs. 15,00,000/- per month from 01.12.2025 to 30.11.2026 with an annual increment of 10% for the remaining years (i.e., from 01.12.2026 to 30.11.2030).

**RESOLVED FURTHER THAT** in addition to that above remuneration, he shall be entitled to allowances and perquisites including reimbursement of medical expenses actually incurred for self and family, reimbursement of expenditure for one club, as well as such other allowances, benefits and perquisites as may be applicable from time to time. For the purpose of computation of remuneration, the following benefits shall not be included, namely: contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961; insurance benefits either on maturity or termination; 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 for the tenure or lifetime; and leave encashment at the end of tenure

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

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 read with Schedule V, and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof,

## Notice of Annual General Meeting

for the time being in force), in case of inadequacy or absence of profits, the minimum remuneration will be Rs. 15,00,000/- per month from 01.12.2025 to 30.11.2026, Rs. 16,50,000/- per month from 01.12.2026 to 30.11.2027 and Rs. 18,15,000/- per month from 01.12.2027 to 30.11.2028.

**“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, or as may be otherwise considered by it, to be in the best interest of the company.”

### **8. TO RE-APPOINT MR. KARUTURI SUBRAHMANYA CHOWDARY (DIN 03619259) AS MANAGING DIRECTOR OF THE COMPANY & REMUNERATION PAYABLE TO HIM**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder and Regulation 17, 17(1C), 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Karuturi Subrahmanya Chowdary (DIN 03619259), as Managing Director of the Company for a further period of 5 years i.e., from 01<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2030, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Karuturi Subrahmanya Chowdary, as Managing Director with effect from 1<sup>st</sup> December, 2025 to 30<sup>th</sup> November, 2030, as approved by the Nomination and Remuneration Committee notwithstanding that, such remuneration shall exceed 5% (five percent) of the net profits being the limit specified under Section 197 of the Companies Act, 2013, shall be Rs. 15,00,000/- per month from 01.12.2025 to 30.11.2026 with an annual increment of 10% for the remaining years (i.e., from 01.12.2026 to 30.11.2030).

**RESOLVED FURTHER THAT** in addition to the above fixed remuneration, Mr. Karuturi Subrahmanya Chowdary may be paid commission at the rate of 2% (two percent) of the net profits of the Company for each financial year, computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in addition to that above remuneration, he shall be entitled to allowances and perquisites including reimbursement of medical expenses actually incurred for self and family, reimbursement of expenditure for one club, as well as such other allowances, benefits and perquisites as may be applicable from time to time. For the purpose of computation of remuneration, the following benefits shall not be included, namely: contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961; insurance benefits either on maturity or termination; 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 for the tenure or lifetime; and leave encashment at the end of tenure

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

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in case of inadequacy or absence of profits, the minimum remuneration will be Rs. 15,00,000/- per month from 01.12.2025 to 30.11.2026, Rs. 16,50,000/- per month from 01.12.2026 to 30.11.2027 and Rs. 18,15,000/- per month from 01.12.2027 to 30.11.2028.

**“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, or as may be otherwise considered by it, to be in the best interest of the company”.

### **9. TO RE-APPOINT MRS. NEELIMA DEVI KARUTURI (DIN 06765515) AS WHOLE TIME DIRECTOR OF THE COMPANY AND 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 provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder and Regulation 17, 17(1C), 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mrs. Neelima Devi Karuturi (DIN 06765515)), as Whole Time Director of the Company for a further period of 5 years i.e., from 01<sup>st</sup> February, 2026 to 31<sup>st</sup> January, 2031, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Neelima Devi Karuturi, as Whole Time Director with effect from 01<sup>st</sup> February, 2026 to 31<sup>st</sup> January, 2031, as approved by the Nomination and Remuneration Committee notwithstanding that, such remuneration shall exceed 5% (five percent) of the net profits being the limit specified under Section 197, shall be Rs. 14,00,000/- per month from 01.02.2026 to 31.01.2027 with an annual increment of 10% for the remaining years (i.e., from 01.02.2027 to 31.01.2031).

**RESOLVED FURTHER THAT** in addition to that above remuneration, she shall be entitled to allowances and perquisites including reimbursement of medical expenses actually incurred for self and family, reimbursement of expenditure for one club, as well as such other allowances, benefits and perquisites as may be applicable from time to time. For the purpose of computation of remuneration, the following benefits shall not be included, namely: contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961; insurance benefits either on maturity or termination; 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 for the tenure or lifetime; and leave encashment at the end of tenure

The above amount (along with the allowances and perquisites mentioned) may be revised by the

Board of Directors based on the recommendation of the Nomination & Remuneration Committee of the Company, considering industry trends.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in case of inadequacy or absence of profits, the minimum remuneration will be Rs. 14,00,000/- per month from 01.02.2026 to 31.01.2027, Rs. 15,40,000/- per month from 01.02.2027 to 31.01.2028, Rs. 16,94,000/- per month from 01.02. 2028 to 31.01.2029.

**“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, or as may be otherwise considered by it, to be in the best interest of the company”.

**10. TO RE-APPOINT MR. B RAGHAVULU NAIDU (DIN 09158333) AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), and Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), as amended from time to time, and on the recommendation of the Nomination & Remuneration Committee and of the Board of Directors, Mr. B Raghavulu Naidu (Din 09158333) who holds office as an Independent Director of the Company up to 03<sup>rd</sup> June, 2026 be and is hereby re-appointed for a second term of 5 [Five] consecutive years, commencing from June 04, 2026, until June 03, 2031 [both days inclusive], on such terms and conditions as may be approved by the Board.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary, proper and expedient to give effect to this Resolution

## Notice of Annual General Meeting

### 11. TO RE-APPOINT MR. GOVINDAREDDY KRISHNAMOORTHY (DIN 09208749) AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), and Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), as amended from time to time, and on the recommendation of the Nomination & Remuneration Committee and of the Board of Directors, Mr. Govindareddy Krishnamoorthy (DIN 09208749) who holds office as an Independent Director of the Company up to 21<sup>st</sup> June 2026, be and is hereby re-appointed for a second term of 5 [Five] consecutive years, commencing from June 22, 2026, until June 21, 2031 [both days inclusive], on such terms and conditions as may be approved by the Board.

**RESOLVED FURTHER THAT** Mr. Govindareddy Krishnamoorthy shall attain the age of 75 years on 07<sup>th</sup> June, 2029, during the proposed tenure, and pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the continuation of Mr. Govindareddy Krishnamoorthy directorship beyond 75 years of age, up to the end of the proposed second term, be and is hereby specifically approved by way of this special resolution.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary, proper and expedient to give effect to this Resolution

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

Sd/-

**K Satyanarayana Murthy**

Place: Panasapadu, Kakinada

Executive Chairman

Date: 06.09.2025

DIN 05107525

### NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 13<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 13<sup>th</sup> AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Item no. 4 to 9 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4 to 9 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item Nos. 6 to 9 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking re-appointment at this AGM, are also part of this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him-self and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, physical attendance of members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
  7. In line with MCA Circulars & SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at <http://apexfrozenfoods.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  8. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at [cs@apexfrozenfoods.com](mailto:cs@apexfrozenfoods.com) pursuant to Section 113 of the Companies Act, 2013.
  9. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
  10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
  11. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Bigshare Services Pvt. Ltd, 306, Right Wing, 3<sup>rd</sup> Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, Telangana are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
  12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
  13. The unclaimed dividend for the year 2017-18 is due for transfer to IEPF on or before 27.11.2025. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall lie against the Company in respect of any amounts which were unclaimed/unpaid for a period of 7 years from the dates they first became due for payment and no payment shall be made in respect of any such claims. The members whose dividend/ shares are transferred to IEPF Authority, can claim their dividend/ shares from the IEPF Authority. Members who have not encashed their dividend warrants within their validity period may write to big share (RTA) or the Company at its Registered Office.
- Hence, members who have not claimed the dividends till date are requested to verify their records and send their claim, if any, before the same becomes due for transfer as per the table given below:
- The following are the details of unclaimed dividends which are due to be transferred to the Fund in the coming years including current year.:

Financial year	Date of Declaration of dividend	Due date of Transfer to IEPF
2017-18	22.09.2018	27.11.2025
2018-19	19.09.2019	24.11.2026
2019-20 (interim)	14.03.2020	19.05.2027
2020-21	22.09.2021	27.11.2028
2021-22	23.07.2022	27.09.2029
2022-23	30.09.2023	05.12.2030
2023-24	27.09.2024	02.12.2031

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14. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) or [cs@apexfrozenfoods.com](mailto:cs@apexfrozenfoods.com) for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
15. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Bigshare Services Pvt. Ltd either by email to <a href="mailto:bsshyd1@bigshareonline.com">bsshyd1@bigshareonline.com</a> or by post to Bigshare Services Pvt. Ltd, 306, Right Wing, 3 <sup>rd</sup> Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

16. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
17. Only bonafide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/ OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
18. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular Ref. No. MRD/Dop/ Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
19. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
20. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
21. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE346W01013.
22. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
23. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants.
24. Members may note that the Notice and the 13<sup>th</sup> Annual Report 2024-25 will also be available at the Company's website: [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

- com respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
25. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their re-appointment.
  26. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at [cs@apexfrozenfoods.com](mailto:cs@apexfrozenfoods.com)
  27. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@apexfrozenfoods.com](mailto:cs@apexfrozenfoods.com) up to the date of the AGM.
  28. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on **29<sup>th</sup> August, 2025**.
  29. Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 23<sup>rd</sup> day of September, 2025 to Monday, 29<sup>th</sup> day of September, 2025 (both days inclusive)**.
  30. If the Dividend as recommended by the Board of Directors is approved at the AGM, the payment of such dividend shall be made within the timeline as prescribed under the Act, subject to deduction of tax at source, as under:
    - o To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as of the close of the business hours on **Friday, 19<sup>th</sup> Day of September, 2025** and
    - o To all those members holding shares in physical form on or before at the close of business hours on **Friday 19<sup>th</sup> Day of September, 2025**.
  31. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with Bigshare (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
  32. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) latest by **24<sup>th</sup> day of September, 2025**.
  33. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) latest by **24<sup>th</sup> day of September, 2025**.
  34. Resident Shareholders are requested to provide declaration that they have filed their Income Tax Return for past 2 years, if aggregate of their Tax Deducted at Source (TDS) and Tax Collected at Source (TCS) is greater than Rs. 5000/- by email to [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) latest by 24<sup>th</sup> day of September, 2025. Shareholders are requested to note that in case such declaration is not received, tax will be deducted at applicable higher rate as per Income Tax Act, 1961.
  35. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, 19<sup>th</sup> Day of September, 2025 (cut-off date)**, are entitled to vote on the resolutions set forth in this Notice.
  36. The e-voting period will commence on **Friday, the 26<sup>th</sup> Day of September 2025 (09:00 hrs) and will end on Sunday, the 28<sup>th</sup> day of September, 2025 (17:00 hrs)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
  37. The Company has appointed Smt. Durga Bhavani Agarwal and/or Mr. Arun Marepally, partners of M/s. A.S. Ramkumar & Associates, Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process of this Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

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### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on **Friday, the 26<sup>th</sup> Day of September 2025 (09:00 hrs) and will end on Sunday, the 28<sup>th</sup> day of September, 2025 (17:00 hrs)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19.09.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
- (i) 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 email Id in their Demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode:

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 period or joining virtual meeting and voting during the meeting</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.\</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 abovementioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode:

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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,

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- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.

- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) 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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & 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 21 09911

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, 25<sup>th</sup> 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 toll free no. 1800 21 09911

**General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 19<sup>th</sup> day of September, 2025.**
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will make a consolidated scrutinizer's report within 2 working days from conclusion of the meeting and submit the same to the Chairman. The results declared along with the consolidated

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scrutinizer's report shall be placed on the website of the Company [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

- iii. The voting result will be announced by the Chairman, or any other person authorized by him within two working days of the AGM.

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

Sd/-

**K Satyanarayana Murthy**

Place: Panasapadu, Kakinada  
Date: 06.09.2025

Executive Chairman  
DIN 05107525

### EXPLANATORY STATEMENT

In conformity with Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### ITEM NO: 4

#### **TO APPOINT M/S. A S RAMKUMAR & ASSOCIATES, COMPANY SECRETARIES (FIRM REGISTRATION NO P2001AP000500) AS THE SECRETARIAL AUDITORS OF THE COMPANY.**

In accordance with the provisions of the newly amended Regulation 24A of the Listing Regulations, the Company, is required to appoint a Practising Company Secretary for not more than one term of five consecutive years or a firm of Practising Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31<sup>st</sup> March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

In light of the aforesaid, the Board of Directors (upon recommendation of the Audit Committee), at their meeting held on 06.09.2025 has proposed the appointment of M/s. A S Ramkumar & Associates, Company Secretaries (Firm Registration No P2001AP000500) as Secretarial Auditors of the Company for a period of five (5) consecutive years commencing from the financial year 2025-26 to hold office from the conclusion of 13<sup>th</sup> Annual General Meeting till conclusion of 18<sup>th</sup> Annual General Meeting of the Company on such terms and conditions including remuneration as may be mutually agreed upon

between the Board of Directors and the Secretarial Auditors, from time to time.

M/s. A S Ramkumar & Associates, is a peer reviewed Firm based in Hyderabad bearing Peer Review Certificate No. 6182/2024 and a well-established firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi, established with an objective of providing a wide spectrum of quality professional services in the field of Corporate Management Consultancy. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate Governance and compliance. The firm provides wide range of quality professional services in the fields of Corporate Laws, Secretarial Audits, Legal Compliances, Corporate Governance, Corporate Social Responsibility and allied services to wide range of corporate clients.

M/s. A S Ramkumar & Associates., Company Secretaries have confirmed their eligibility for the appointment as Secretarial Auditors and has furnished requisite consents, eligibility certificates, etc. to the Company. M/s. A S Ramkumar & Associates, Company Secretaries has also confirmed that they have subjected themselves to the peer-review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate of Peer Review.

The proposed remuneration payable to M/s. A S Ramkumar & Associates, Company Secretaries for rendering audit services under Section 204 of the Companies Act and Regulation 24A of the Listing Regulations, for the financial year ending 31<sup>st</sup> March 2026, shall be Rs.2,50,000/- Per Annum plus applicable taxes (excluding certification fees and out-of-pocket expenses, as applicable). The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent, as may be mutually agreed with the Secretarial Auditors.

The Board of Directors of the Company, therefore, recommends the resolution as set out in Item No.4 for the approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution

#### ITEM NO 5:

#### **CONTINUATION OF MR. KARUTURI SATYANARAYANA MURTHY (DIN 05107525) AS EXECUTIVE CHAIRMAN OF THE COMPANY ON ATTAINING THE AGE OF SEVENTY YEARS**

Mr. Karuturi Satyanarayana Murthy (DIN 05107525), was appointed as Executive Chairman of the Company for a period of three years with effect from 01<sup>st</sup> December, 2022 whose office was liable to retire by rotation pursuant

to shareholder's resolution dated July 23, 2022. During the continuation of his tenure as Executive Chairman, he has attained the age of 70 years.

In order to be compliant with the provisions of the SEBI (Listing and Obligation Regulations and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Executive Chairman of the Company upon attaining age of 70 years in light of his vast experience and operational guidance which he has been contributing immensely in the growth of the Company since its incorporation.

Pursuant to the Provisions of section 196(3)(a) of the Companies Act, company is required to provide justification for continuing a person as Executive Director who has attained the age of 70.

Mr. Karuturi Satyanarayana Murthy's deep experience and operational leadership since the company's inception have played a critical role in its sustained growth, and his continued tenure will ensure stable leadership and governance continuity.

Hence, approval of the members is sought for the continuation of Mr. Karuturi Satyanarayana Murthy as Executive Chairman of the Company on attaining the age of 70 years. All other terms and conditions of his appointment including perquisites and benefits etc shall remain same to the extent approved by the members of the Company.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-I.

The Board recommends the passing of the Resolution at Item No.5 as a Special Resolution.

Other than Mr. K Satyanarayana Murthy, Mr. K Subrahmanya Chowdary and Mrs. K Neelima Devi, none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolutions

#### **ITEM 6. TO INCREASE THE OVERALL LIMIT OF MANAGERIAL REMUNERATION FROM 16% TO 26% OF THE NET PROFITS OF THE COMPANY**

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act

the companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

The Shareholders of the Company at the AGM held on 23.07.2022 increased the overall limit of Managerial remuneration from 11% to 16% of the net profits of the company computed as per section 198 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 06.09.2025 pursuant to the provisions of the Act as aforesaid, subject to approval of the Members of the Company, approved the proposal to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company from existing limit of 16% to 26% of the net profits of the Company computed under section 198 of the Companies Act, 2013.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution for the said item.

Mr. K Satyanarayana Murthy, K Subrahmanya Chowdary and Mrs. K Neelima Devi are interested to the extent of their shareholding.

#### **ITEM 7. TO RE-APPOINT MR. KARUTURI SATYANARAYANA MURTHY (DIN 05107525), AS AN EXECUTIVE DIRECTOR (DESIGNATED AS EXECUTIVE CHAIRMAN) OF THE COMPANY AND REMUNERATION PAYABLE TO HIM**

Mr. Karuturi Satyanarayana Murthy (DIN 05107525), was appointed as director of the company at its inception on 30.03.2012. He was elevated to Managing Director on 01.12.2019 for a term of three years. Further, at the AGM held on July 23, 2022, the members approved the appointment of Mr. Karuturi Satyanarayana Murthy (DIN 05107525), as Executive Chairman, liable to retire by rotation, for a period of three years effective from December 1, 2022. His current term is therefore set to expire on 30 November 2025.

The Board of Directors at its meeting held on 06.09.2025, based on the recommendation of Nomination and Remuneration Committee and subject to shareholders' approval, approved re-appointment of Mr. Karuturi Satyanarayana Murthy (DIN 05107525), as an Executive Director (designated as an "Executive Chairman") of the Company for a further period of five years from December 1, 2025 to November 30, 2030, who shall be liable to retire by rotation, on the terms and conditions including his remuneration as set out in the resolution.

He is not disqualified from being appointed as Directors 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 Mr. K. Satyanarayana Murthy as Whole time Director of the Company and the Company has received requisite consent/declarations for appointment of Mr. Karuturi Satyanarayana Murthy as an Executive Director as required under the Act and rules made thereunder.

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Pursuant to the Provisions of the Companies Act and SEBI LODR (as applicable), company is required to provide justification for continuing a person as Executive Director who has attained the age of 70.

Mr. Karuturi Satyanarayana Murthy's deep experience and operational leadership since the company's inception have played a critical role in its sustained growth, and his continued tenure will ensure stable leadership and governance continuity.

### Information about the appointee:

#### a) Background details:

Mr. K. Satyanarayana Murthy, aged 70 years, is a co-promoter of the Company and brings over 30 years of hands-on experience in the aqua industry. His strategic leadership has been key to the Company's growth. In his capacity as Executive Chairman, he is entrusted with managing the Company's daily operations, executing strategy as mandated by the Board, and dedicating his full attention and efforts to the Company's interests. Brief profile of Mr. K. Satyanarayana Murthy is given in the annexure to this Notice.

#### b) Past Remuneration: The remuneration drawn by Sri Mr. K. Satyanarayana Murthy during last Three (3) years as under:

Sl. No	Financial Year	Remuneration paid (Rs. In lakhs)
1.	2022-23	172.00
2.	2023-24	186.00
3.	2024-25	122.54

#### c) Recognition or Awards: Mr. K. Satyanarayana Murthy, joined the organisation at its inception as Managing Director of the company. His role has been essential in earning trust, building reputation, and achieving consistent progress.

#### d) Job Profile and suitability Job Profile include: He is entrusted with the management of the whole of the affairs of the Company being Executive Chairman of the company. He shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company

#### e) Remuneration Proposed: As set out in the Resolution at Item No.7.

#### f) 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 Mr. K. Satyanarayana Murthy and the

responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.

#### g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. K. Satyanarayana Murthy does not have any pecuniary relationship directly or indirectly with the Company except for the position he is holding and he is related to the executive directors of the company.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, considers his continued service to be vital for the Company's sustained performance and strategic progress.

As per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per Reg. 17(6)(e) remuneration payable in excess of prescribed limits under SEBI (LODR) Regulations, 2015 to Executive Directors who are Promoters or members of Promoter Group shall be, subject to approval of shareholders by Special Resolution. Accordingly, approval of the members is sought for passing a Special Resolution for re- appointment of Mr. K. Satyanarayana Murthy as Executive Director as set out in Resolution at Item No. 7.

Further information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure I to this Notice.

The Board recommends the passing of the Resolution at Item No. 7 as a Special Resolution.

Other than Mr. K Subrahmanya Chowdary and Mrs. K Neelima Devi, none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolutions.

### ITEM 8. TO RE-APPOINT MR. KARUTURI SUBRAHMANYA CHOWDARY (DIN 03619259), AS MANAGING DIRECTOR OF THE COMPANY AND REMUNERATION PAYABLE TO HIM

Mr. Karuturi Subrahmanya Chowdary has been associated with the Company since its formation, joining as a Director on 30 March 2012. At the AGM held on 23 July 2022, the Members approved his appointment as Managing Director—liable to retire by rotation—for three years starting 1 December 2022. His current term is scheduled to end on 30 November 2025.

At the Board meeting held on 06.09.2025, and on the recommendation of the Nomination & Remuneration Committee, the Board has proposed to re-appoint Mr. Karuturi Subrahmanya Chowdary as Managing Director for another term of 5 years, commencing from 01 December 2025, subject to the Members' approval. The detailed terms, including his remuneration, are set out in Item No. 8 of this AGM Notice.

### Information about the appointee:

#### a) Background details:

Mr. Karuturi Subrahmanya Chowdary, aged 45 years, is a co-promoter holding a Bachelor's degree in Commerce. With over 24 years in the aqua sector, he brings deep expertise in both technical and managerial areas. He has successfully led new product launches, overseen capacity expansion, and played a pivotal role in steering the Company to become one of the largest Shrimp Feed manufacturer. A full profile is available in the annexure to this Notice.

#### b) Past Remuneration: The remuneration drawn by Mr. K Subrahmanya Chowdary during last Three (3) years as Managing Director as under:

Sl. No	Financial Year	Remuneration paid (Rs. In lakhs)
1.	2022-23	168.00
2.	2023-24	173.60
3.	2024-25	122.54

#### c) Recognition or Awards: Mr. K Subrahmanya Chowdary's unwavering dedication since the Company's inception and consistent efforts have significantly contributed to its growth and reputation.

#### d) Job Profile and suitability Job Profile include: As Managing Director, he will lead daily operations and provide strategic direction at the Board level—guiding expansion, diversification, and overall business strategy. His long-standing association gives him a unique understanding of the Company's vision and needs.

#### e) Remuneration Proposed: As set out in the Resolution at Item No.8.

#### f) Comparative remuneration profile In comparison with peers in the aqua sector and similar-sized organizations, the proposed package is competitive and reasonable for a managerial role of this importance.

#### g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. K Subrahmanya Chowdary does not have any pecuniary relationship directly or indirectly with the Company except for the position he is holding and he is related to the executive directors of the company.

The Company has received requisite consent/declarations for re-appointment of Mr. Karuturi Subrahmanya Chowdary as Managing Director as required under the Act and rules made thereunder. Further information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure I to this Notice

As per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per Reg. 17(6)(e) remuneration payable in excess of prescribed limits under SEBI (LODR) Regulations, 2015 to Executive Directors who are Promoters or members of Promoter Group shall be, subject to approval of shareholders by Special Resolution. Accordingly, approval of the members is sought for passing a Special Resolution for his re- appointment of as set out in Resolution at Item No. 8

In view of his deep industry knowledge, proven leadership, and commitment, the Board is confident that Mr. Karuturi Subrahmanya Chowdary is the ideal person to lead the Company forward. Accordingly, it recommends that the Members approve his re-appointment as Managing Director through special resolution.

Other than Mr. K Satyanarayana Murthy and Mrs. K Neelima Devi, none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

### ITEM 9. TO RE-APPOINT MRS. NEELIMA DEVI KARUTURI (DIN 06765515) AS WHOLE TIME DIRECTOR AND REMUNERATION PAYABLE TO HER

Mrs. Neelima Devi Karuturi initially joined the Company as a Director on 18 December 2013. She was appointed as Whole Time Director (Director Admin) effective 1 December 2019 for a three year term, which concluded on 30 November 2022. The Members approved her re appointment as Whole Time Director vide special resolution passed dated 28<sup>th</sup> January, 2023 for a further period of three years, effective 1 February 2023, which will expire on 31<sup>st</sup> January, 2026.

At the Board meeting held on 06.09.2025, and on the recommendation of the Nomination & Remuneration Committee, the Board has proposed to re-appoint Mrs. Neelima Devi Karuturi as Whole Time Director for a new term of five years, from 1 February 2026, subject to shareholders' approval. Her office will be liable to retirement by rotation, and the detailed remuneration and terms are set out in Item No. 9 of this AGM Notice.

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## Information about the appointee:

### a) Background details:

Mrs. Karuturi, aged 41 years, is a co-promoter with a Bachelor's degree in Science and has over 13 years of experience in the aqua industry, with proven expertise in administration and corporate social responsibility (CSR). She has played a pivotal role in driving the Company's administrative systems and CSR initiatives, contributing significantly to organizational culture and stakeholder engagement.

**b) Recognition or Awards:** Mrs. Karuturi's consistent commitment in key administrative areas and CSR activities, has been critical in delivering sustainable and responsible growth.

**c) Job Profile and suitability Job Profile include:** As Whole-Time Director (Director-Admin), her responsibilities include overseeing human resources, administrative functions, and CSR programs, while supporting strategic Board-level decision-making. She has provided constant support to management and been integral in strengthening governance frameworks and day-to-day operations.

**d) Past Remuneration:** The remuneration drawn by Mrs. K. Neelima Devi during last Three (3) years as Whole-time director as under:

Sl. No	Financial Year	Remuneration paid (Rs. In lakhs)
1.	2022-23	108.33
2.	2023-24	152.50
3.	2024-25	122.54

**e) Remuneration Proposed:** As set out in the Resolution at Item No.9

**f) 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.

**g) 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.

As per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per

Reg. 17(6)(e) remuneration payable in excess of prescribed limits under SEBI (LODR) Regulations, 2015 to Executive Directors who are Promoters or members of Promoter Group shall be, subject to approval of shareholders by Special Resolution. Accordingly, approval of the members is sought for passing a Special Resolution for her re- appointment of as set out in Resolution at Item No. 9.

The Board believes that Mrs. Karuturi Neelima Devi's continued engagement—particularly in administration and CSR—will be invaluable in furthering the Company's goals. Accordingly, it recommends that Members approve her re-appointment by passing special resolution.

The Company has received requisite consent/ declarations for appointment of Mrs. Neelima Devi Karuturi as Whole Time Director as required under the Act and rules made thereunder.

Further information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure I to this Notice.

Other than Mr. Karuturi Subrahmanya Chowdary and Mr. Karuturi Satyanarayana Murthy, none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

**Statement pursuant to clause (b) of section ii of Part-II of Schedule V of the Companies Act, 2013 for item No's 7 to 9 of Notice:**

## I. General Information:

a) **Nature of Industry: Shrimp Processing, M/s. 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	2023-24	2022-23	2021-22
1.	Turnover	80,410.32	107030.13	92616.27
2.	Net Profit as computed under Section 198 of Companies Act, 2013	1,797.86	4,978.98	5621.15
3.	Net profit as per Statement of Profit and Loss.	1,955.73	5062.65	5621.15
4.	Amount of dividend paid	625.00	781.25	781.25
5.	Rate of dividend declared per equity share (on face value)	20%	25%	25%

e) **Foreign Investments or collaborations, if any:**

The shareholding details of FIIs, FPIs, NRIs as on March 31, 2025 are as under:

Sl. No	Category	No. of Equity Shares	% of Paid up capital
1.	Foreign Portfolio Investors	1027380	3.29
2.	Foreign Portfolio –Corp, Foreign Institutional Investors	0	0.00
3.	Total	12,65,112	4.05
	<b>Total</b>	<b>12,65,112</b>	<b>4.05</b>

### Other Information:

- Reasons of loss or inadequate profits:** The net revenue for FY'25 stood at ₹814 crores, compared to ₹804 crores in FY'24. While revenues registered a marginal uptick, profitability was mainly impacted by higher average procurement costs of raw shrimp due to elevated farmgate prices. As the Company's operations are dependent on various external factors such as international market conditions, demand–supply fluctuations, tariffs and trade policies and climatic/environmental factors and these factors, being beyond the control of the management, may adversely affect the margins and result in loss or inadequacy of profits.
- Steps taken or proposed to be taken for improvement:** The Company is actively exploring new markets to diversify its presence and reduce reliance on any single geography. The approval of our second facility at G. Ragampeta for the EU market is a key development, enabling us to deliver our full product range, including the value-added portfolio.
- Expected increase in productivity and profits in measurable terms:** Shrimp sales to key markets such as the European Union continued to demonstrate strong performance, with sales to the EU registering a year-on-year growth of 41% in FY'25. As a result, the EU's contribution to the overall sales mix rose to 39% in FY'25 from 26% in the previous year, thereby enhancing the diversification of the sales portfolio. Going forward, the Company remains focused on increasing the share of value-added products, given their higher realizations.

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4. The Company as on date is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

### **ITEM NO.10 TO RE-APPOINT MR. B RAGHAVULU NAIDU (DIN 09158333) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS**

Mr. B. Raghavulu Naidu (DIN: 09158333) was appointed as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 04 June, 2021 up to 03<sup>rd</sup> June, 2026. His tenure of the first term of five consecutive years as non-executive independent Director of the company will complete on 3<sup>rd</sup> June, 2026

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and Regulations 17(1A), 17(1C) and 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), read with Schedule IV to the Act, and based on the recommendation of the Nomination & Remuneration Committee, the Board has proposed the re-appointment of Mr. B. Raghavulu Naidu (DIN: 09158333) as an Independent Director for a second term of five consecutive years commencing from 04<sup>th</sup> June, 2026, not liable to retire by rotation.

#### **Performance evaluation summary:**

Pursuant to the performance evaluation of Mr. Raghavulu Naidu and his extensive legal and governance credentials, independence of mind, and substantial contribution to prior board deliberations, his continuance as an Independent Director would be beneficial to the Company.

Mr. B. Raghavulu Naidu, aged about 65 years, is a Practicing Advocate with 36 years of legal experience, including practice before the Hon'ble High Court of Madras (1987–1991), and extensive in house legal tenure with SBI from 1994 to 2020—supporting over 200 branches as legal counsel and later as Assistant General Manager (Law) for Tamil Nadu (covering 1,200 branches)—brings deep legal expertise critical to the Board's governance, regulatory compliance, risk management, contract review and litigation oversight. His objective legal insight strengthens independent decision making, helps safeguard shareholder and stakeholder interests, and promotes compliance with statutory requirements.

The Board is confident that his deep legal expertise will greatly enhance the Board's capacity to oversee regulatory compliance, contracts, dispute resolution, governance practices, and legal risk mitigation

The Company has received a declaration from B. Raghavulu Naidu confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Mr. B. Raghavulu Naidu has conveyed his consent to act as an Independent Director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Mr. B. Raghavulu Naidu including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. B. Raghavulu Naidu has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. B. Raghavulu Naidu fulfils the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company.

The Board of Directors, at its Meeting held on 06.09.2025, based on the recommendation of the NRC, was of the opinion that given the knowledge, background, experience and significant contribution made by Mr. Raghavulu Naidu, it would be in the best interest of the Company to re-appoint him as an Independent Director of the Company as his continued association would be beneficial to the Company in providing relevant skill-set focus to the composition of the Board. In the opinion of the Board, Mr. Raghavulu Naidu fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) and is available for inspection.

In view of the same, the Board of Directors has recommended the re-appointment of Mr. Raghavulu Naidu as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 04<sup>th</sup> June, 2026 to 03<sup>rd</sup> June, 2031.

Accordingly, it is proposed to re-appoint Mr. Raghavulu Naidu as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Raghavulu Naidu as an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2,

other requisite information is annexed hereto **Annexure B**, and forms a part of this Notice.

Your Directors recommend the Resolution for approval by the Members by way of a Special Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

**ITEM 11. TO RE-APPOINT MR. GOVINDAREDDY KRISHNAMOORTHY (DIN 09208749) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS**

Mr. Govindareddy Krishnamoorthy (DIN: 09208749), was appointed as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 22<sup>nd</sup> June, 2021 up to 21<sup>st</sup> June, 2026. His tenure of the first term of five consecutive years as non-executive independent Director of the company will complete on 21<sup>st</sup> June, 2026

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and Regulations 17(1A), 17(10), 17(11) and 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), read with Schedule IV to the Act and the Nomination & Remuneration Committee's recommendation, the Board has proposed the re appointment of Mr. Govindareddy Krishnamoorthy (DIN: 09208749), as an Independent Director for a second term of five consecutive years commencing from 22<sup>nd</sup> June, 2026, not liable to retire by rotation.

**Performance Evaluation**

Mr. Govindareddy Krishnamoorthy, a practicing Chartered Accountant with over 40 years of post-qualification experience, brings deep financial acumen, risk management expertise, and oversight capabilities essential to the role of an Independent Director. His deep financial expertise ensures strong oversight of accounting and auditing, internal controls, and risk management—core responsibilities of the audit committee. His long career also means he can provide objective, independent judgment on strategy, governance, and executive performance—a vital role of independent directors in enhancing transparency, accountability, and stakeholder protection. His ethical grounding, backed by ICAI's professional standards, further enhances the board's credibility, transparency and compliance with statutory governance requirements under the Companies Act, 2013.

The Board would like to inform the members that Mr. Govindareddy Krishnamoorthy will cross the age of 75 years during the proposed term. As per Regulation 17(1A) of the SEBI LODR Regulations, the continuation of an Independent Director who has attained the age of 75

years requires approval by way of a special resolution, and the Explanatory Statement annexed to the AGM notice must furnish justification for his re appointment beyond that age limit

In view of the above and considering Mr. Govindareddy Krishnamoorthy's exceptional financial acumen, governance experience, and effective contribution to the Board's functioning during his prior term, the Board recommends his re appointment as an Independent Director for a second term of five years, subject to the approval of members at the ensuing AGM. His seasoned and independent perspective will contribute to strengthening disclosure quality, risk management and governance practices.

The Company has received a declaration from Mr. Govindareddy Krishnamoorthy confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Mr. Govindareddy Krishnamoorthy has conveyed his consent to act as an Independent Director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Mr. Govindareddy Krishnamoorthy including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. Govindareddy Krishnamoorthy has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Govindareddy Krishnamoorthy fulfils the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) and is available for inspection.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto as **Annexure B**, and forms a part of this Notice.11.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in this resolution.

The Board commends the resolution as set out in Item No. 11 of the Notice for approval by special resolution of the members.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings]

<b>Name of the Director</b>	<b>Karuturi Satyanarayana Murthy</b>	<b>Karuturi Subrahmanya Chowdary</b>	<b>Neelima Devi Karuturi</b>
Date of Birth & Age	06.03.1955 (70 Years)	02.12.1979 (45 Years)	27.08.1984 (41 Years)
Date of Appointment	30.03.2012	30.03.2012	18.12.2013
Qualifications	PUC	B.Com	B.Sc
Relationship between Directors inter-se	Karuturi Subrahmanya Chowdary-Son Karuturi Neelima Devi-Daughter-in-law	Karuturi Satyanarayana Murty –Father Karuturi Neelima devi – Wife	Karuturi Subrahmanya Chowdary-Husband Karuturi Satyanarayana Murty –Father-in-Law
Expertise in specific functional area	He has experience of 30 years in aquaculture industry. integral part of the company's past and present success. He is responsible for making strategic decisions and decisions relating to business development and overall administration of the operations of our Company	He has an experience of 24 years in aquaculture industry. He has played a significant role in the development of our business. He is involved in the business operations and marketing activities of Company	She has over 13 years of experience in the aqua industry. Involved in the administration and CSR Activities of Company, actively communicates with employees, overseeing the company's day-to day activities, improving organisational performance, supervising department heads
Directorship in other listed companies	Nil	Nil	Nil
Committee position held in other companies	Nil	Nil	Nil
Remuneration Drawn For the FY 2024-25	122.54	122.54	122.54
Shareholding as on 31.03.2025	89,18,779 (28.54%)	96,43,828 (30.86%)	24,000 (0.08%)

## Annexure-B

**Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Independent Directors proposed to be re-appointed through AGM are given below:**

<b>Name of the Director</b>	<b>B Raghavulu Naidu</b>	<b>Govindareddy Krishnamoorthy</b>
Date of Birth & Age	14.06.1960 (65 years)	07.06.1954 (71 years)
Original Date of Appointment	04.06.2021	22.06.2021
Qualifications	Law Graduate , B.A. , B.L.	Chartered Accountant (CA), ICAI
Name of listed entities from which the person has resigned in the past three years	None	None
Directorship in other Companies	None	None
Chairmanship / Membership of Committees in other Companies*	Nil	None
Number of Equity Shares held in the Company	Nil	Nil
Number of Equity Shares held in the Company for any other person on a beneficial basis	None	None
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None	None
Terms and conditions of appointment	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from 04 <sup>th</sup> June, 2026	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from 22 <sup>nd</sup> June, 2026
Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 201	Sitting fees in accordance with the provisions of the Companies Act, 201
Number of Meetings of the Board attended during the year 2024-25	4 of 4	4 of 4
Justification for choosing the appointee for appointment as Independent Director	His legal acumen greatly enhances the Board's ability to manage contracts, compliance, regulatory and litigation risks with an independent and objective standpoint	brings deep financial and audit expertise from over four decades in practice, offering invaluable oversight on financial reporting, internal controls, risk and audit processes. His independent and ethical perspective strengthens Board governance, enhances audit committee effectiveness, and safeguards stakeholder interests in line with SEBI and Company Act norms
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	An Independent Director must provide objective guidance on compliance, legal frameworks, contracts and governance. He has extensive courtroom experience before the Madras High Court and leadership roles in SBI's legal department, advising across hundreds of branches. His sharp legal acumen and unbiased judgment strengthen the Board's oversight of regulatory, litigation and contractual risks	Brings deep expertise in financial reporting, audit, internal controls and risk mitigation, backed by four decades as a practicing Chartered Accountant. His independence and ethical grounding greatly support effective audit committee functioning and financial governance
Brief Resume	Mr. Raghavulu Naidu, aged about 65 years, Holds a B.A. (Bachelor of Arts) and B.L. (Bachelor of Law), under the Bar Council of India. His educational foundation equips him with strong legal reasoning, regulatory knowledge and advocacy skills, aligning perfectly with the expectations for Independent Director roles requiring legal expertise and governance insight. Experienced Advocate with practice before the Madras High Court (1987–1991), followed by senior legal roles at SBI—providing legal support to over 200 branches (1994–2007) and later law leadership covering 1,200 branches in Tamil Nadu as Assistant General Manager (Law) till 2020.	Mr. Govindareddy Krishnamoorthy, aged about 71 years, Fellow Chartered Accountant, wit 40 years of experience in auditing across public and Private companies, banks, and taxation. Deep knowledge of financial reporting, tax compliance, internal controls, and risk management. Extensive exposure to audit methodologies and board-level oversight processes. Guiding audit and risk committees with independent judgment on financial integrity.
Nature of expertise in specific functional areas	offers expert legal insight, having represented at the Madras High Court and managed legal compliance, litigation and contract issues across SBI's branches in Tamil Nadu. His knowledge helps the Board assess legal risk, ensure regulatory compliance and oversee governance frameworks independently	deep financial and audit expertise, highly skilled at interpreting financial statements, evaluating internal controls, and overseeing risk and governance frameworks