



3-160, Panasapadu, Kakinada 533 005  
Andhra Pradesh, India  
off +91 884 2383902 - 4 (3 lines)  
fax +91 884 2383905 - 6  
cs@apexfrozenfoods.com  
CIN: L15490AP2012PLC080067

Date:28.02.2025

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

Dear Sir / Madam,

**Sub: Notice of Extraordinary General Meeting -reg.**

Pursuant to Regulation 30 read with Para A of Part A of schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Extraordinary General Meeting of the Company to be held on Saturday, 22<sup>nd</sup> March, 2025 at 10:00 AM (IST) through Video Conference / Other Audio-Visual Means ("VC/ OAVM").

The Notice of the EGM sent to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s) .

The aforesaid notice is also available on the website of the Company at [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) .

This is for your information and records.

Thanking you,

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

K. Subrahmanya Chowdary  
Managing Director  
DIN 03619259

Encl: As above



NOTICE OF  
EXTRA ORDINARY  
GENERAL MEETING



APEX FROZEN FOODS LIMITED  
 (CIN: L15490AP2012PLC080067)  
 Reg.off: 3-160, Panasapadu, Kakinada,  
 East Godavari District - 533005, Andhra Pradesh  
 Tel:0884-2383902-4 (3 lines), Fax: 0884-2383905-6  
 website: www.apexfrozenfoods.in  
 Email id:cs@apexfrozenfoods.com

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Member(s),

Notice is hereby given that the First (01<sup>st</sup>) Extra Ordinary General Meeting (EGM) of the members of APEX FROZEN FOODS LIMITED (CIN: L15490AP2012PLC080067) for FY 2024-25 will be held on Saturday, the 22<sup>nd</sup> day of March, 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:

### Special BUSINESS:

#### **ITEM NO. 1: RE-APPOINTMENT OF MRS. DEEPTHI TALLURI (DIN 08726143) AS INDEPENDENT DIRECTOR**

#### To consider and, if thought fit, to pass 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, Mrs. Deepthi Talluri (DIN 08726143) who holds office as an Independent Director of the Company upto 30.03.2025, be and is hereby re-appointed for a second term of 5 [Five] consecutive years, commencing from March 31, 2025, until March 30, 2030 [both days inclusive], on such terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT Mr. K Satyanarayana Murthy (DIN 05107525), Executive Chairman and/or K Subrahmanya Choudhary (DIN 03619259), Managing Director and/or K. Neelima Devi (DIN 06765515), Whole Time Director of the Company be and are hereby jointly and severally authorized to file necessary forms and documents with Registrar of Companies and to do all necessary acts, deeds and things as may be necessary to give effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

By order of Board of Directors  
 For Apex Frozen Foods Limited

Sd/-

K Satyanarayana Murthy  
 Executive Chairman  
 DIN 05107525

Place: Panasapadu, Kakinada  
 Date: 28.02.2025

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 09/2023 and 09/2024, dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 25 September, 2023 and 19 September, 2024 respectively ('MCA Circulars'), permitted the holding of EGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM facility. The Deemed Venue for the EGM shall be the Registered Office of the Company. Since this EGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for the meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
2. Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the EGM, through e-mail at cs@apexfrozenfoods.com.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Revised Secretarial Standards - 2 w.e.f. 1st April, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM
4. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instructions for attending EGM through VC/ OAVM is annexed to the **Notice as Annexure-A**
5. 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 dated April 08, 2020, April 13, 2020, May 05, 2020 , January 13, 2021, May 5, 2022, September 25, 2023 and September 19, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For the purpose, the Company has entered into an agreement with 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 EGM will be provided by CDSL. The detailed instruction for remote E-Voting and E-Voting at EGM is annexed to the Notice as **Annexure-A**. The participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business specified above is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SS-2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment is annexed to the Notice as "**Annexure-B**".
7. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
8. In conformity with the applicable regulatory requirements, the Notice of the EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National stock Exchange of India Limited i.e. NSE Limited at [www.nseindia.com](http://www.nseindia.com). The EGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) and also on the website of the Registrar and Share Transfer Agent (RTA), i.e. Big Share Services Private Limited at [www.bigshareonline.com](http://www.bigshareonline.com). Members may also note that the Notice of the EGM will also be available on the Company's website [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) for download.
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. 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.

14. 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, 3rd 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

15. In case of Joint Holders attending the EGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
16. 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.
17. 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.
18. 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.

19. 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.
20. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
21. The notice of Extra-Ordinary General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on Friday, 21<sup>st</sup> Day of February, 2025.
22. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 14<sup>th</sup> March, 2025 (cut-off date), are entitled to vote on the resolution set forth in the Notice.
23. The e-voting period will commence on Wednesday, the 19th Day of March 2025 (09:00 hrs) and will end on Friday, the 21<sup>st</sup> day of March, 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.
24. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-Off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
25. 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 (remote as well as at the time of EGM) in a fair and transparent manner.
26. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.apexfrozenfoods.in](http://www.apexfrozenfoods.in) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to stock exchanges i.e. BSE Limited and NSE India Limited, where the equity shares of the Company are listed.

**Annexure A****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 Wednesday, the 19th Day of March 2025 (09:00 hrs) and will end on Friday, the 21st day of March, 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 14.03.2025 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) 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:**

- (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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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-Votin 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 Myeasi 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; New System Myeasi 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. Individual</li> </ol>
<p>Shareholders holding securities in demat mode with NSDL Depository</p>	<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. Oncethe 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 IDeASPortal” 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</li> </ol>

	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
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 <b>CDSL</b>	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 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.: 1800 1020 990 and 1800 22 44 30

**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,
    - 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:



	For Physical shareholders and other than individual shareholders holding shares in Demat
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 the 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](mailto: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.

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

1. The procedure for attending meeting & e-Voting on the day of the 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 EGM.
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 EGM 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.



9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

**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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

**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, 14<sup>th</sup> day of March, 2025.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during EGM 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 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 EGM.

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

Sd/-

K.Satyanarayana Murthy  
Executive Chairman  
DIN05107525

Place: Panasapadu, Kakinada  
Date: 28.02.2025

## 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.

The Members of the Company at the Annual General Meeting held on 28th September, 2020 had approved the appointment Mrs. Deepthi Talluri (DIN:08726143) as an Independent Director of the Company for a period of 5 consecutive years from 31<sup>st</sup> March, 2020. Accordingly, her term as an Independent Director shall end by 30<sup>th</sup> March, 2025.

Nomination & Remuneration Committee ("NRC") of the Board of Directors at its meeting held on 01<sup>st</sup> February, 2025, on the basis of her performance evaluation as summarized below, has recommended the re-appointment of Mrs. Deepthi Talluri (DIN:08726143) as an Independent Director of the Company for a second term of 5 consecutive years with effect from 31<sup>st</sup> March, 2025.

Performance evaluation summary:

Pursuant to the performance evaluation of Mrs. Deepthi Talluri (DIN:08726143) and considering the contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company.

Mrs. Deepthi Talluri, aged about 41 years, a Human Resource Professional with 19 years' experience, handled a range of HR roles and been a change agent to drive the people agenda for business. She had completed PGDM (Approved by AICTE) in Human Resource Management. She possesses a diverse and wide-ranging experience and knowledge of Human Resource Management, people and process management.

The Company has received a declaration from Mrs. Deepthi Talluri confirming that she 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').

Mrs. Deepthi Talluri has conveyed her 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 Mrs. Deepthi Talluri including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mrs. Deepthi Talluri has also confirmed that she 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.

Mrs. Deepthi Talluri 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 and as required in the context of the Company's business and the sector that it operates in. She possesses comprehensive expertise across multiple HR disciplines, making her well-equipped to serve as an Independent Director. Her proficiency extends to employee engagement, talent management, and organizational development, ensuring that HR strategies align with business objectives.

With her extensive experience in global operations and organizational culture development, she brings valuable insights into corporate governance, workforce strategy, and business transformation, making her an ideal candidate for the role of an Independent Director. She has a strong track record of forming strategic partnerships with C-suite leadership, driving change management initiatives, and leading M&A

integrations. Passionate about building high-performing teams, she inspires the next generation of HR business partners while enhancing global operations and fostering organizational culture.

The Board of Directors, at its Meeting held on 01<sup>st</sup> February, 2025, based on the recommendation of the NRC, was of the opinion that given the knowledge, background, experience and significant contribution made by Mrs. Deepthi Talluri it would be in the best interest of the Company to re-appoint Mrs. Deepthi Tallurias an Independent Director of the Company as her 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, Mrs. Deepthi Talluri 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 Mrs. Deepthi Tallurias an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 31<sup>st</sup> March, 2025 to 30<sup>th</sup> March, 2030.

Accordingly, it is proposed to re-appoint Mrs. Deepthi Talluri 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 Mrs. Deepthi Talluri 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, 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.

## 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 Director proposed to be re-appointed through EGM are given below:

Name of the Director	Deepthi Talluri
Date of Birth & Age	27.05.1983 (41 years)
Original Date of Appointment	31.03.2020
Qualifications	PGDM in Human Resource Management
Name of listed entities from which the person has resigned in the past three years	None
Directorship in other Companies	None
Chairmanship / Membership of Committees in other Companies*	Nil
Number of Equity Shares held in the Company	Nil
Number of Equity Shares held in the Company for any other person on a beneficial basis	None
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	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 31 <sup>st</sup> March, 2025
Remuneration last drawn (in FY 2023-24), if applicable	Sitting fee Rs. 2.05 Lakhs
Remuneration proposed to be paid	Sitting fees and commission 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
Justification for choosing the appointee for appointment as Independent Director	<p>Mrs. Deepthi Talluri is a seasoned Human Resource Professional with 19 years of experience in strategic HR management. She has successfully led diverse HR functions, driving organizational transformation and aligning people strategies with business objectives. Holding a PGDM in Human Resource Management (AICTE-approved), she brings extensive expertise in talent management, organizational development, and process optimization.</p> <p>Her deep understanding of people and process management, coupled with her ability to act as a change agent, makes her well-positioned to contribute as an Independent Director. With her vast experience, she will provide valuable insights into governance, workforce</p>

	<p>strategy, and leadership development, ensuring the company fosters a strong people-centric culture while achieving its business goals. Skills and capabilities required for the role and the manner in which the proposed person meets such requirements Mrs. Deepthi Talluri, with over 19 years of proven HR experience across IT and Engineering industries on a global scale, is highly qualified to fulfill these requirements. She specializes in driving HR strategy through thought leadership and empowerment, ensuring alignment between human capital and business objectives.</p> <p>Her exceptional program management skills, including overseeing global HCM tool implementations, equip her with a deep understanding of HR technology transformation, operational efficiencies, and workforce optimization. Her expertise in people and process management positions her as a valuable asset in fostering a strong organizational culture, leadership development, and governance excellence.</p> <p>With her diverse industry exposure and strategic HR insights, she is well-suited to provide independent guidance and contribute effectively to the company's growth and people-centric initiatives.</p>
<p><b>Brief Resume</b></p>	<p>Mrs. Deepthi Talluri, aged about 41 years, a Human Resource Professional with 19 years' experience, handled a range of HR roles and been a change agent to drive the people agenda for business. She had completed PGDM (Approved by AICTE) in Human Resource Management.</p>
<p><b>Nature of expertise in specific functional areas</b></p>	<p>Her expertise spans a wide range of HR disciplines, from employee engagement and development to organizational development and talent management. Her areas of expertise include leadership consultation, labor and employee relations, process automation, and continuous improvement.</p>