

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

### BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORIZATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDERS SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE ISSUE OF EQUITY SHARES.)

On the basis of the Red Herring Prospectus dated August 7, 2017 filed with the Registrar of Companies, Andhra Pradesh and Telangana at Hyderabad ("RHP"), the General Information Document ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Issue upto my/our Bids for maximum number of Equity Shares at or above the Issue Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in this Issue in accordance with applicable laws. The amount payable on Bidding has been blocked with the SCSBs. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the Preliminary offering memorandum, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records and to place my/our name of the register of members of the Company. I/We note that in case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLM and their affiliate Syndicate Member (only in the Specified Locations) have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the Preliminary offering memorandum. I/We authorize the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Andhra Pradesh and Telangana at Hyderabad without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Issue.

**I/WE CONFIRM THAT:** I/We and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares confirm that (A) if outside of India, I/we have received a copy of the preliminary offering memorandum of the Company dated August 7, 2017 (the "Preliminary Offering Memorandum") and that my/our investment decision is based solely on the Preliminary Offering Memorandum, (B) the Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws, and (C) I am/we are not an affiliate of the Company or a person acting on behalf of such affiliate. I am/We are and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares (A) are outside the United States and have read and agree to the representations, warranties and agreements contained in the sections "Transfer Restrictions" and "Distribution and Solicitation Restrictions" of the Preliminary Offering Memorandum or, if in India, the RHP, (B) understand that the Equity Shares are being offered in a transaction not involving any public offering in the United States, and (C) understand that the Equity Shares have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States or any other jurisdiction and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

**FOR QIB BIDDERS:** We confirm that the Bid size/maximum Equity Shares applied for by us do not exceed the relevant regulatory approvals/limits. I/We am/are not prohibited from accessing capital markets under any order/ruling/ judgment of any regulatory, judicial or any other authority, including Securities and Exchange Board of India ("SEBI") or under the provisions of any law, regulation or statute.

Further: 1) In accordance with ASBA process provided in SEBI ICDR Regulations and as disclosed in the RHP, I/We authorize (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the application in the Issue, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSBs as specified in the Bid Cum Application Form, transfer of funds to the Public Issue Account on receipt of instruction from Registrar to the Issue, after finalization of Basis of Allotment; and (b) the Registrar to the Issue to offer instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorize the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

### INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole/ first Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form.
- The Bid means an 'Indication to make an Issue' and not as 'an Issue'.
- The first Bidder, should mention his/ her PAN allotted under the Income Tax Act, DP ID and Client ID. Except for Bids by or on behalf of the Central or State Governments and the officials appointed by the courts and by persons resident in the state of Sikkim, the Bidders or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain Demographic Details registered with Depository Participants, amongst other things, to be used for Allotment, technical rejections, on blocking ASBA Account etc. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in Allotment of Equity Shares, delay in unblocking of ASBA account, at the Bidders sole risk and neither the members of the Syndicate or the Registered Brokers or the Registrar or RTAs/ CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The Price Band, and the minimum Bid Lot will be decided by the Company and the Selling Shareholders in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in all editions of the Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper and all editions of the Neti Andhra (a widely circulated newspaper in Telugu which is the regional language of the state of Andhra Pradesh, where our Registered and Corporate Office is located) and shall be uploaded on the website of our Company and also to the Stock Exchanges for the purpose of uploading on their websites. In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLM and at the terminals of the Syndicate and by intimation to the SCSBs, RTAs, CDPs and Registered Brokers.  
**Maximum and Minimum Bid Size:** In case of resident Retail Individual Bidders, such number of Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Issue Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares such that Bid Amount exceeds ₹ 2,00,000. The maximum Bid by any Bidder should not exceed the investment limits prescribed for them by applicable laws.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. **Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** All NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms are required to authorize their SCSB to block their NRE/ FCNR ASBA Accounts, at the time of the submission of the Bid cum Application Form. The NRI Bidders can obtain the Bid cum Application Form from the Company's Registered Office or from any of the members of the Syndicate or CDPs or RTA or Registered Brokers from their Offices. Bidders to please ensure that your Bank is an SCSB and has notified an SCSB Branch in the city where Bid cum Application Form is being submitted. Bidders to please ensure that your Bank is an SCSB and has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
- Only the first Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Bank Account Holder is mandatory. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (Necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares is proposed).
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Brokers, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
- The Equity Shares have not been and will not be registered under the Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.
- You will be sent either the RHP or the Prospectus if you are in India and Preliminary Offering Memorandum and the Final Offering Memorandum (if you are outside India other than in the United States) in each case either in physical form or electronic form or both. You may not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanying them. This Common Bid Cum Application Form is being Offered to you on the basis that you (i) confirm that the representations, warranties, agreements and acknowledgements set out in (1) "Other Regulatory and Statutory Disclosures" and "Issue Procedure" sections of the RHP or (2) with respect to investors outside of India, the Preliminary Offering Memorandum, in each case are true and correct and (ii) agree to abide by (1) this Common Bid Cum Application Form and (2) the RHP or with respect to investors outside of India, the Preliminary Offering Memorandum; in each case together with the terms and conditions contained therein.

Note : Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the Book Running Lead Manager and Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"><li>In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact the Registrar to the Issue.</li><li>In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.</li><li>In case of queries related to upload of bids submitted to the Syndicate Members or RTAs or Registered Brokers or CDPs, as applicable the Bidders should contact the relevant Syndicate Member, RTA, Registered Broker or CDP, as the case may be.</li></ul>	<b>APEX FROZEN FOODS LIMITED</b> <b>Registered Office and Corporate Office:</b> 3-160, Panasapadu, Kakinada, East Godavari -533 005, Andhra Pradesh, India. <b>Contact Person:</b> S. Sarojini, Company Secretary and Compliance Officer, <b>Tel:</b> +91 884 2383902/03/04; <b>Fax:</b> +91 884 2383 905/906 <b>Email:</b> cs@apexfrozenfoods.com; <b>Website:</b> www.apexfrozenfoods.in <b>Corporate Identity Number:</b> U15490AP2012PLC080067	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059 <b>Tel:</b> +91 22- 6263 8200; <b>Fax:</b> +91 22 – 6263 8299, <b>Email:</b> ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com <b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Babu Raphael <b>SEBI Registration No:</b> INR000001385