



Regency Ceramics Limited

Date: May19, 2022

To, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel:022-22721233/34 Fax: 022-22722131/1072/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 515018	To, The National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmlist@nse.co.in Symbol: REGENCERAM
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Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2022 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the Financial Year, Annual Secretarial Compliance Report, issued by a Practicing Company Secretary based on a check of the Compliances by such listed entity with the applicable SEBI Regulations and Circulars/guidelines issued thereunder.

Accordingly, we enclose herewith the Annual Secretarial Compliance Report of the Company issued by M/s. M&K Associates, Company Secretaries, for the Financial Year 2021-22.

Yours faithfully,

for **REGENCY CERAMICS LIMITED**

x

Naraiiah Naidu Gudar
Chairman and Managing Director
DIN: 00105597



**M&K Associates
Company Secretaries**

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF REGENCY CERAMICS
LIMITED**

FOR THE YEAR ENDED MARCH 31, 2022

¶We have examined:

- (a) all the documents and records made available to us and explanation provided by Regency Ceramics Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Review Period**

(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the Review Period**

(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the Review Period**

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

(h) Other regulations as applicable to the listed entity;

and circulars/ guidelines issued there under;

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

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

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	100% of the Promoter and Promoter Group Shareholding is not held in dematerialized form, only 87.24% of the shareholding is held in dematerialized form.	The Promoters are in the process of dematerializing their shareholding.
2.	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The website of the Company is not updated.	The website of the Company is being redesigned by the Company.



3.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of Schedule III-Appointment of Registrar and Share Transfer Agent	The intimation for appointment of Venture Capital and Corporate Investments Private Limited as the Registrar and Share Transfer Agent of the Company was filed with a delay.	The Company informed that it was an inadvertent clerical mistake.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

(c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)Regulation	Observations in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Action taken by the listed entity	Comments of the PCS on the action taken by the listed entity
1.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	100% of the Promoter and Promoter Group Shareholding is not held in dematerialized form, only 87.24% of the shareholding is held in dematerialized form.	March, 2021	The Promoters are in the process of dematerializing their shareholding.	The Company is yet to comply with the stipulated Regulation.



2.	Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015-Share Transfer Agent	Compliance Certificate was signed by the Managing Director of the Company and not by the Compliance Officer	March, 2021	Nil	Not Applicable
3.	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015-Annual Secretarial Compliance Report	The Company filed the Annual Secretarial Compliance Report with a delay on August 20, 2020.	March, 2021	Nil	Not Applicable
4	Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	Intimation of closure of trading window for the quarter ended March 31, 2020 was filed with a delay on June 04, 2020.	March, 2021	Nil	Not Applicable
5.	SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/84 - Disclosure of material impact of COVID-19 pandemic on listed entities.	The Company has not submitted the Disclosure of material impact of COVID-19 on the company.	March, 2021	Nil	Not Applicable
6.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements)	The Company has not submitted Disclosure of Related Party Transactions for the half year ended March 31, 2020.	March, 2021	Nil	Not Applicable



	Regulations, 2015- Disclosure of Related Party Transactions				
7.	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Shareholding Pattern	The Shareholding pattern for the quarter ended June 30, 2020 was submitted with a delay on July 29, 2020.	March, 2021	Nil	Not Applicable
8.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of Schedule III- Appointment of Company Secretary and Compliance Officer	A brief profile of Mr. Shalem Raju Vempati was not included in the intimation given by the Company for his appointment as Company Secretary and Compliance Officer.	March, 2021	Nil	Not Applicable
9.	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Annual Report	The copy of the Annual Report was not submitted to the stock exchange on the day of dispatch of the same to the shareholders.	March, 2021	Nil	Not Applicable
10.	Regulation 46 of SEBI (Listing	The website of the Company is not updated.	March, 2021	The website of the Company is	The Company is yet to comply with



	Obligations and Disclosure Requirements) Regulations, 2015			being redesigned by the Company.	the stipulated Regulation.
11.	Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015- Appointment of Compliance Officer	The Company did not have a Compliance Officer for the period April 1, 2020 to November 29, 2020.	March, 2021	Nil	Not Applicable

for M&K Associates
Company Secretaries

Manoj Kumar Koyalkar
Manoj Kumar Koyalkar
Membership No.: F9298
CoP No.: 10004



UDIN: F009298D000347966

Hyderabad, May 19, 2022