



Date: May 29, 2023

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| To, BSE Limited, Phiroze Jeejeebhoy 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 March 31, 2023 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 2022-23.

Yours faithfully,

For **REGENCY CERAMICS LIMITED**


Narala Satyendra Prasad
Wholetime Director and CFO
DIN: 01410333





**M&K Associates
Company Secretaries**

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Khairatabad, Hyderabad-500004
Phone: 9948859300, 040-23318277
E-mail : mail@mnklaws.com
Website: www.mnklaws.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF REGENCY CERAMICS
LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Regency Ceramics Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 4th Floor, Dwaraka Summit, Plot No 83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal, Hyderabad – 500033, Telangana, India. Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the Financial Year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I/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, 2023 (“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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable to the listed entity;

and circulars/ guidelines issued thereunder;

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

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



| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/ Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|--|-----------------|--|---|-------------|---|--|---------|
| 1 | Pursuant to Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. | Regulation 31(2) | Entire shareholding of the promoters and promoter group is not held in dematerialized form | - | - | Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form. | - | Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form. | The Promoters of the Company are in the process of dematerializing their shareholding. | - |



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| 2 | <p>Pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website.</p> | Regulation 23(9) | <p>Incomplete disclosure given in Disclosure of Related Party Transactions submitted for the half year ended March 31, 2022 and September 30, 2022.</p> | - | - | <p>Remuneration paid to the Company Secretary and Compliance Officer (Related Party of the Company) was not disclosed in the Disclosure of Related Party Transactions for the half year ended March 31, 2022 and September 30, 2022</p> | - | <p>Remuneration paid to the Company Secretary and Compliance Officer (Related Party of the Company) was not disclosed in the Disclosure of Related Party Transactions for the half year ended March 31, 2022 and September 30, 2022</p> | <p>The omission was purely unintentional and only due to an inadvertent clerical mistake.</p> |
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| 3 | Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/168, dated September 09, 2020, issued by Securities and Exchange Board of India-Annexure-A, point no-2 Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) as per PIT Regulations to the designated depository in the format and manner prescribed by the Depositories. | Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/168 | Incomplete information provided regarding the member of the Promoter Group of the Company, on the CDSL Issuer Centre as a part of System Driven Disclosure | Central Depository Services (India) Limited | Advisory issued to the Company via mail dated October 18, 2022, to update the details | The Company has not provided the correct PAN of Ms. P Narayanamma, member of Promoter Group of the Company on the CDSL Issuer Centre as part of System Driven Disclosure | - | The Company has not provided the correct PAN of Ms. P Narayanamma, member of Promoter Group of the Company on the CDSL Issuer Centre as part of System Driven Disclosure | The Company is coordinating with Ms. P Narayanamma, for obtaining her correct PAN details. | |
| 4 | Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is | Regulation 3(5) | Non-maintenance of Structured Digital Database for the quarter ended March, 2023 | - | - | The Company has not maintained Structured Digital Database for the quarter ended March 31, 2023 | - | The Company has not maintained Structured Digital Database for the quarter ended March 31, 2023 | The Company has complied with said regulation during the quarter ended June 30, 2022, September 30, 2022 and December 31, 2022, however, due | - |



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| <p>maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation.</p> | | | | | | | | <p>to the reasons beyond the control of the Company the company could not maintain the same during the Quarter ended March 31, 2023.</p> | |
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(a) 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/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
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| 2 | Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- | Regulation 46 | All prescribed disclosures were not provided on the | | -- | The website of the listed entity did not contain all the mandatory disclosures as provided under | - | The website of the listed entity did not contain all the mandatory | The website of the Company is updated with all the required | |

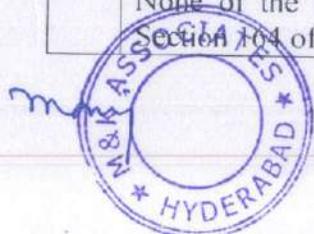


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| | The listed entity shall maintain a functional website containing the basic information about the listed entity along with such other information as provided the Regulations | | website of the Company | | | Regulation 46 | | disclosures as provided under Regulation 46 | disclosures as per the Regulation 46 |
| 3 | Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Every listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material. | Regulation 30 | 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. | National Stock Exchange of India (NSE) | Advisory letter bearing no. NSE/LIST/7114, dated January 10, 2023 issued to the Company | Venture Capital and Corporate Investments Private Limited was appointed as the Registrar and Share Transfer Agent w.e.f., 1 st April, 2021 for the FY 2021-22 and 2022-23 and the intimation of its appointment was filed by the Company with a delay of 3 days. | - | NSE issued an advisory letter to the Company to exercise due-diligence while submitting disclosures with the Exchange. NSE also advised to place the said letter before the Board of Directors in the next board meeting and to take note of the same. | The advisory letter received from NSE was placed before the Board of Directors in their board meeting held on February 10, 2023 and the Directors have taken note of the same. |

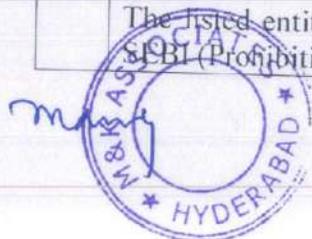


Additional affirmations by Practicing Company Secretaries in Annual Secretarial Compliance Report (“ASCR”) in terms of the BSE Notice No. 20230316-14 and NSE Circular Ref No: NSE/CML/2023/21 both dated 16th March, 2023

| Sr. No | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|--------|--|-------------------------------|-----------------------------|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p> | Yes | |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes Yes Yes | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | |



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| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | NA | The listed entity does not have any subsidiaries |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes NA | Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | No | The listed entity has not maintained the Structured Digital Database as required under Regulation 3(5) and 3(6) |



| | | | during the quarter ended March 31, 2023. |
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| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes | |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | |



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for M&K Associates
Company Secretaries

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



Peer Review Certificate Number: 2219/2022

UDIN: F009298E000405144

Hyderabad, May 29, 2023