



Regency Ceramics Limited

Date: June 30, 2021

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, Bandra Kurla 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, 2021 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&K Associates, Practicing Company Secretaries, for the Financial Year 2020-21.

Yours faithfully,

for **REGENCY CERAMICS LIMITED**

Narala Satyendra Prasad
Whole Time Director & CFO
DIN: 01410333



**M&K Associates
Company Secretaries**

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

FOR THE YEAR ENDED MARCH 31, 2021

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, 2021 (“**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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (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 FY under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the FY under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the FY 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 FY 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 there under;

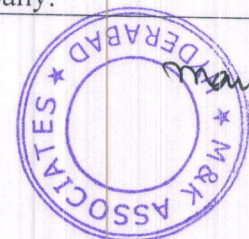
and based on the above examination, we hereby report that, during the Review Period:

- (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 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Share Transfer Agent	Compliance Certificate was signed by the Managing Director of the Company and not by the Compliance Officer	The Company did not have compliance officer during the period of signing the Certificate.
3	Regulation 24A of SEBI	The Company filed the	The Company informed



	(Listing Obligations and Disclosure Requirements) Regulations, 2015-Annual Secretarial Compliance Report	Annual Secretarial Compliance Report with a delay on August 20, 2020.	that it was an inadvertent clerical mistake.
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.	The Company informed that it was an inadvertent clerical mistake.
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.	The Company informed that it was an inadvertent clerical mistake.
6.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Disclosure of Related Party Transactions	The Company has not submitted Disclosure of Related Party Transactions for the half year ended March 31, 2020.	The Company informed that it was an inadvertent clerical mistake.
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.	The Company informed that it was an inadvertent clerical mistake.
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.	The Company informed that it was an inadvertent clerical mistake.
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.	The Company informed that it was an inadvertent clerical mistake.
10.	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.



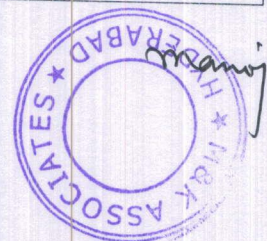
11.	Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements), 2015-Appointment of Compliance Officer	The Company did not have a Compliance Officer for the period April 1, 2020 to November 29, 2020.	Company Secretary and Compliance Officer was appointed by the Company on November 30, 2020.
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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) The following are the details of actions 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:

Sr. No.	Action taken by	Details of Violation	Details of action taken (i.e., fine, warning letter, debarment, etc)	Observations/ remarks of the Practicing Company Secretary, if any
1.	Stock Exchange (BSE and NSE)	Non-payment of Annual Listing Fees (ALF)	Suspension of Trading	ALF was paid with Interest and SOP Fines by the Company
2.	BSE	Late submission of Shareholding Pattern for the Quarter ended June, 2020	Basic Fine of Rs. 14,000/- plus GST @18% was levied on the Company	--
3.	BSE	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer for the Quarter ended September, 2020	Basic Fine of Rs. 92,000/- plus GST @18% was levied on the Company	--
4.	BSE	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer for the Quarter ended December, 2020	Basic Fine of Rs. 60,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
5.	BSE	Non-submission of the Annual Report within the period prescribed under	Basic Fine of Rs. 6,000/- plus GST @18% was levied on	--



		this regulation 34	the Company	
6.	BSE	Non-payment of Fines	Demat accounts of the Promoters were freezed	--
7.	BSE	Declaration or Statement of Impact of Audit Qualifications was not submitted	--	--
8.	NSE	Non-Compliance of Regulation 6- 01 st January, 2019	Basic Fine of Rs. 90,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
9.	NSE	Non-Compliance of Regulation 6- 01 st October, 2018	Basic Fine of Rs. 92,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
10.	NSE	Non-Compliance of Regulation 6- 01 st July, 2019	Basic Fine of Rs. 31,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
11.	NSE	Non-Compliance of Regulation 6- 01 st July, 2020	Basic Fine of Rs. 92,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
12.	NSE	Non-Compliance of Regulation 6- 01 st April, 2019	Basic Fine of Rs. 91,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
13.	NSE	Non-Compliance of Regulation 31- 31 st March, 2015	Basic Fine of Rs. 1,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
14.	NSE	Non-Compliance of Regulation 35- 31 st March, 2018	Basic Fine of Rs. 8,08,416/- plus GST @18% was levied on the Company	The fine was paid by the Company
15.	NSE	Non-Compliance of Regulation 35- 30 th September, 2014	Basic Fine of Rs. 2,81,416/- plus GST @18% was levied on the Company	The fine was paid by the Company
16.	NSE	Non-Compliance of Regulation 35- 30 th June, 2020	Basic Fine of Rs. 14,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
17.	NSE	Non-Compliance of Regulation 31- 31 st March, 2020	Basic Fine of Rs. 6,000/- plus GST @18% was levied on	The fine was paid by the Company



18.	NSE	Non-Compliance of Regulation 6-01 st October, 2020	the Company	Basic Fine of Rs. 60,000/- plus GST @18% was levied on the Company	The fine was paid by the Company
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(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 6 of SEBI (Listing Obligations and Disclosure Requirements), 2015- Appointment of Company Secretary	The Company has not appointed Company Secretary during the period from 01.04.2019 to 31.07.2019. Subsequently Ms. Neha Kankariya has been appointed as Company Secretary and Compliance officer of the Company w.e.f. 01.08.2019. However, Ms. Neha Kankariya resigned w.e.f 31.12.2019.	March, 2020	The Company rectified the said non-compliance by duly appointing Mr. Shalem Raju Vempati as Company Secretary and Compliance officer w.e.f. November 30, 2020.	--
2.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Fees and other charges to be paid to the recognized stock	Non-Payment of Annual Listing Fees for Financial Year 2019-20	March, 2020	As the Financial Position of the Company is in doldrums as no business and operations are being carried out due to incident occurred on 27 th	--



	exchange				January, 2012, the Company is in the process of making payment of the pending ALF dues.	
4.	Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015- Independent Directors Meeting	Independent Directors of the Company have failed to hold minimum one meeting during the Financial Year.	March, 2020	--		--
5	Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 - Submission of Corporate Governance Report	The Company has not submitted the Corporate Governance Report for Quarter ended 30.06.2019.	March, 2020		The Company has duly submitted it with a delay on August 12, 2020	--
6.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements), 2015 - Half Yearly disclosures on Related Party Transactions	Non-Submission of Half Yearly disclosures on Related Party Transactions for the half year ended March 31, 2019 and September 30, 2019	March, 2020	--		--
7.	Regulation 31 (2) of SEBI (Listing Obligations and Disclosure	Non-maintenance of 100% of promoter shareholding in dematerialised form.	March, 2020	--		--



	Requirements) Regulations, 2015- Maintenance of 100% of promoter shareholding in dematerialised form					
8.	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Maintenance of functional website	Non-maintenance of functional website.	of	March, 2020	The website of the company is being updated and redesigned.	--
9.	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Secretarial Compliance Report	Non-Submission of Annual Secretarial Compliance Report for the year ended March 31, 2019.		March, 2020	The Company has submitted the same with a delay on June 06, 2019	--
10.	SEBI Circular HO/DDHS/CIR/P/2 018/144 dated November 26, 2018 - Disclosure of Large Corporate	Delay in submission of Initial Disclosure.		March, 2020	The Company has submitted the same with a delay.	--
11.	Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company has not intimated the Closure of Trading window for Quarter ended March 31, 2019 and there was a delay in intimation for Quarter ended June 30, 2019 and December 31, 2019.		March, 2020	--	--
12.	Regulation 76 of	Delay in submission of		March,	The Company	--



	SEBI (Depositories and Participants) Regulations, 2018	Reconciliation Capital Audit Report	Share 2020	has submitted the Reconciliation Share Capital Audit Report with a delay for the quarter ended June 30, 2019	
13.	Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011	The Company has made delayed submission of disclosure under Regulation 30.	March, 2020	The company has submitted the same with a delay.	--

for M&K Associates
Company Secretaries

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



UDIN: F009298C000557560

Hyderabad, June 30, 2021