



**SECRETARIAL COMPLIANCE REPORT OF REGENY CERAMICS LIMITED FOR THE
FINANCIAL YEAR ENDED 31ST MARCH, 2024.**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **REGENY 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. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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 hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

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 report,

For the financial year ended 31st March, 2024 ("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 thereunder, 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 to the listed entity for the audit period.*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- f(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable to the listed entity for the audit period.*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

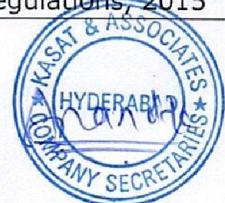
- I. (a)** The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Particulars	Observations; If any
Compliance Requirement(Regulations / circulars /guidelines including specific clause)	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/ Circular No.	Regulation 31(2) of SEBI (LODR) Regulations, 2015
Deviations	Entire shareholding of the promoter group is not held in dematerialized form
Action Taken by	-
Type of Action	-
Details of Violation	Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form.
Management Response	The Promoters of the Company are in the process of dematerializing their shareholding.
Remarks	NIL

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

1.

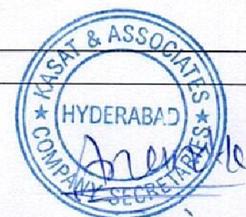
Particulars	Observations; If any
Compliance Requirement(Regulations / circulars /guidelines including specific clause)	Pursuant to Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- The listed entity shall ensure that hundred percent of shareholding of promoter(s) 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/ Circular No.	Regulation 31(2) of SEBI (LODR) Regulations, 2015



Deviations	Entire shareholding of the promoter group is not held in dematerialized form
Action Taken by	-
Type of Action	-
Details of Violation	Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form.
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form.
Management Response	The Promoters of the Company are in the process of dematerializing their shareholding.
Remarks	NIL

2.

Particulars	Observations; If any
Compliance Requirement(Regulations / circulars /guidelines including specific clause)	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
Regulation/ Circular No.	Regulation 23(9) of SEBI (LODR) Regulations, 2015
Deviations	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
Action Taken by	-
Type of Action	-
Details of Violation	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
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	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
Management Response	The omission was purely unintentional and only due to an inadvertent clerical mistake.
Remarks	NIL

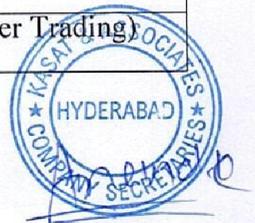


3.

Particulars	Observations; If any
Compliance Requirement (Regulations / circulars /guidelines including specific clause)	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.
Regulation/ Circular No.	Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/168
Deviations	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
Action Taken by	Central Depository Services (India) Limited
Type of Action	Advisory issued to the Company via mail dated October 18, 2022, to update the details
Details of Violation	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
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	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
Management Response	The Company is coordinating with Ms. P Narayanamma, for obtaining her correct PAN details.
Remarks	NIL

4.

Particulars	Observations; If any
Compliance Requirement(Regulations / circulars /guidelines including specific clause)	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 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.
Regulation/ Circular No.	Regulation 3(5) SEBI (Prohibition of Insider Trading) Regulations, 2015



Deviations	Non-maintenance of Structured Digital Database for the quarter ended March, 2023
Action Taken by	-
Type of Action	-
Details of Violation	The Company has not maintained Structured Digital Database for the quarter ended March 31, 2023
Fine Amount	Nil
Observations/Remarks of the Practicing Company Secretary	The Company has not maintained Structured Digital Database for the quarter ended March 31, 2023
Management Response	The Company has complied with said regulation during the quarter ended June 30, 2022, September 30, 2022 and December 31, 2022, however, due to the reasons beyond the control of the Company the company could not maintain the same during the Quarter ended March 31, 2023.
Remarks	NIL

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor NOT APPLICABLE		
2.	Other conditions relating to resignation of statutory auditor NOT APPLICABLE		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019	NA	NIL

III. we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NIL



2.	Adoption and timely updation of the Policies: <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 have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	YES YES	NIL NIL
3.	Maintenance and disclosures on Website: <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	NIL NIL NIL
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA NA	NA NA
6.	Preservation of Documents: 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	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	NIL NIL
9.	Disclosure of events or information: 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	NIL



10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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	NIL
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NIL

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.

Date:- 24.05.2024

Place :- Hyderabad

For Kasat & Associates
Company Secretaries

Anand Kumar C. Kasat

M. No. 11175

C.P No 17420

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Peer Review No 2941/2023