

## BOARD OF DIRECTORS

Dr. G. N. Naidu	- Chairman and Managing Director	(DIN: 00105597)
Mr. G. Sreenivasulu Naidu	- Non- Executive Director	(DIN: 00106038)
Mr. Y. Gopala Krishna	- Non Executive & Independent Director	(DIN: 02210405)
Mr. Kunda China Chowdappa	- Non Executive & Independent Director	(DIN: 08110992)
Mrs.Y. Vijayalakshmi	- Non Executive & Independent Director	(DIN: 02210385)
Mr. N. Satyendra Prasad	- Executive Director	(DIN: 01410333)

<b>President</b>	:	Dr S.V. Ramprasad
<b>President (Finance)</b>	:	Sri E. Balakrishna Rao

Audit Committee		Stakeholders Relationship Committee	
Sri K.C. Chowdappa	- Chairman	Sri K.C. Chowdappa	- Chairman
Sri Y.Gopala Krishna	- Member	Sri Y.Gopala Krishna	- Member
Smt Y.Vijaya lakshmi	- Member	Dr G.N. Naidu	- Member

<b>Remuneration Committee</b>		<b>Independent Directors</b>
Sri K.C. Chowdappa	- Chairman	Sri K.C. Chowdappa
Sri Y.Gopala Krishna	- Member	Sri Y.Gopala Krishna
Smt Y.Vijaya lakshmi	- Member	Smt Y.Vijaya lakshmi

### Registrar and Transfer Agents

Venture Capital & Corporate Investments Pvt. Ltd.  
H.No. 12-10-167, Bharat Nagar,  
Hyderabad. Telangana - 500 018.  
Ph: 040-23818475, 23818476, 23868023  
E-mail: info@vccilindia.com,  
Webside: www.vccilindia.com

### Registered Office

6-3-1090/A/7, 3<sup>rd</sup> Floor,  
IMS House  
Somajiguda,  
Hyderabad - 500082

### Statutory Auditors

M/s K S Rao & Co.,  
Chartered Accountants  
Hyderabad

**Factory :** Yanam – 533464  
(Union Territory of Puducherry)

### Bankers

State Bank of India  
The South Indian Bank Ltd  
Corporation Bank  
State Bank of Travancore  
State Bank of Bikaner & Jaipur

### Corporate Office

89/A, Aishwarya, 1<sup>st</sup> Floor, Street  
No.8, Sagar Society, Raod No.2,  
Banjara Hills, Hyderabad – 500 034  
Ph: 040-23319902

### Internal Auditors

M/s Brahmayya & Co.,  
Chartered Accountants, Hyderabad

### Secretarial Auditors

KV Chalama Reddy  
Practicing Company Secretary  
Hyderabad

<b>Listed at</b>	:	BSE Limited and NSE Limited
<b>ISIN</b>	:	INE 277C01012
<b>WEBSITE</b>	:	www.regencytiles.com
<b>Investor E-mail ID</b>	:	info@regencytiles.com, rclcosec@gmail.com
<b>Corporate Identity No.</b>	:	L26914TG1983PLC004249

# INDEX

Contents :	Page Nos.
Notice to the Shareholders	1 - 13
Directors' Report	14 - 24
MGT 9	25 - 30
Secretarial Audit Report	31 - 33
Report on Corporate Governance	34 - 52
Management Discussion and Analysis Report	53 - 54
Certification by CEO / CFO	55
Auditors Certificate of Corporate Governance	56
Independent Auditors' Report	58 - 64
Balance Sheet	65
Statement of Profit and Loss	66
Cash Flow Statement	67
Notes Forming part of the Financial Statements	68 - 89
Proxy	92
Attendance Slip	93



## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Shareholders of Regency Ceramics Limited will be held on Monday, the September 30, 2019 at 12.00 noon at Corporate Office: Plot No.89/A, Aishwarya, 1<sup>st</sup> Floor, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034 to transact the following business:

### **Ordinary Business:**

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2019 and statement of Profit and Loss for the year ended on that date along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G. Sreenivasulu Naidu (DIN:00106038) who retires by rotation and being eligible, offers himself, for reappointment.

### **Special Business:**

#### **3. APPOINTMENT OF MR. K C CHOWDAPPA AS INDEPENDENT DIRECTOR OF THE COMPANAY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

**"RESOLVED** that pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and Rules made their under, Mr. K C Chowdappa (DIN:08110992) who was appointed as 'Additional Director' in the category of Non-Executive Independent Director in the Board of the Company on 14.08.2018 and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting would have been held, which ever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K C Chowdappa (DIN:08110992) as a candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 14th August, 2018 to 13th August, 2023."

**"RESOLVED FURTHER THAT**, the Board be and is hereby authorized to approve the terms and sto do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution."

#### **4. APPOINTMENT OF MR. Y.GOPALA KRISHNA AS INDEPENDENT DIRECTOR OF THE COMPANAY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

**"RESOLVED** that pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and Rules made their under, Mr. Y.Gopala Krishna (DIN:02210405) who was appointed as 'Additional Director' in the Board of the Company on 14.02.2019 and pursuant to the provisions of Section 161 (1) of the Companies





Act, 2013 ("the Act") read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting would have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Y. Gopala Krishna (DIN:02210405) as a candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 14th February, 2019 to 13th February, 2024."

**"RESOLVED FURTHER THAT**, the Board be and is hereby authorized to approve the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution."

**5. RE-APPOINTMENT OF DR. G N NAIDU AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Dr. G N Naidu, (DIN:00105597) Chairman and Managing Director of the Company for a period of three years with effect from 09.02.2019 to 08.02.2022 at a remuneration of Rs. 85,000 p.m. and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time."

**"RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Dr. G N Naidu, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time".

**"RESOLVED FURTHER THAT**, the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution."

**6. CONTINUATION OF DR G N NAIDU AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in



force and Articles of Association of the Company, approval of the Members of the Company be and is hereby granted for continuation of holding of office by Dr G N Naidu, Chairman and Managing director who has already attained the age of 70 years (Seventy) on the terms and conditions as mentioned in the item no.5 of this notice of Annual General Meeting.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to approve the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**7. CONTINUATION OF MR. G. SREENIVASULU NAIDU (DIN: 00106038) AS NON-EXECUTIVE DIRECTOR:**

To consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of Mr. G, Sreenivasulu Naidu, who has exceeded the age of 75 years.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**8. CONTINUATION OF MR. K C CHOWDAPPA AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

To consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for continuation of Mr. K C Chowdappa (DIN:08110992), who has exceeded the age of 75 years.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

For and on behalf of the Board  
**For Regency Ceramics Limited**

**Dr G N Naidu**

Chairman and Managing Director  
(DIN: 00105597)

Place : Hyderabad

Date : 30.05.2019





**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer books of the company will remain closed from September 21, 2019 to September 30, 2019 (both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India issued a circular for submission of PAN/Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN/Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN/Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital & Corporate Investments Private Limited).
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.





10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to [info@vccilindia.com](mailto:info@vccilindia.com), Share Transfer Agents of the Company for doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
15. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.regencytiles.com](http://www.regencytiles.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same by post at free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cosoc@regencytiles.com](mailto:cosoc@regencytiles.com).
16. Your company's securities are listed with BSE Limited, Mumbai (BSE) and The National Stock Exchange of India Limited, Mumbai (NSE). The company has not paid the annual listing fee from 2014-15 to 2019-20 to the said Stock Exchanges.
17. **Voting through Electronic Means (E-Voting Facility)**  
Pursuant to the provisions of Section 108 of the Act read with the rules thereunder and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 35<sup>th</sup> Annual General Meeting scheduled to be held on Monday, the September 30, 2019 at 12.00 noon at Corporate Office: Plot No.89/A, Aishwarya, 1<sup>st</sup> Floor, Street No. 8, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.

---



The e-voting facility will be available during the following voting period:

Commencement of e-voting: **From 27.09.2019 at 9.00 a.m.**

End of e-voting: **Up to 29.09.2019 at 5.00 p.m.**

**The cut-off date (i.e. the record date) for the purpose of e-voting is 20.09.2019.**

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 30.05.2019 for the AGM scheduled to be held on Monday, the September 30, 2019 at 12.00 noon at Corporate Office: Plot No.89/A, Aishwarya, 1<sup>st</sup> Floor, Street No. 8, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034 which is enclosed herewith and is also made available on the website of the Company [www.regencytiles.com](http://www.regencytiles.com). Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through CDSL for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the 35<sup>th</sup> Annual General Meeting of the Company dated 30<sup>th</sup> May 2019.

**The instructions for shareholders voting electronically are as under:**

- (A) The voting period begins on 27.09.2019 at 9.00 am and ends on 29.09.2019 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii) Click on Shareholders.
  - iii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv) Next enter the Image Verification as displayed and Click on Login.
  - v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vi) If you are a first time user follow the steps given below:





**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format

- ii) After entering these details appropriately, click on "SUBMIT" tab.
- iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for the relevant **Regency Ceramics Limited(EVSN-190829075)** on which you choose to vote.
- vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- xii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xiii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**OTHER INSTRUCTIONS:**

- (i) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
- (ii) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e. 20.09.2019.
- (iv) The Company has appointed KV Chalama Reddy, Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- (v) The Scrutinizer shall after the conclusion of the Voting at the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the

