



37TH

ANNUAL REPORT

2020-21

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CORPORATE INFORMATION

Corporate Identity Number (CIN) : L26914TG1983PLC004249

BOARD OF DIRECTORS

- | | |
|-------------------------------------|--|
| 1. Dr. Naraiah Naidu Gudar | - Chairman and Managing Director |
| 2. Mr. Narala Satyendra Prasad | - Whole Time Director (CFO) |
| 3. Mr. G. Sreenivasulu Naidu | - Non- Executive Director |
| 4. Mr. Gopala Krishna Yalamanchili | - Non-Executive & Independent Director |
| 5. Mr. Kunda Chinna Chowdappa | - Non-Executive & Independent Director |
| 6. Mrs. Vijaya Lakshmi Yalamanchili | - Non-Executive & Independent Director |

COMPANY SECRETARY

- | | |
|----------------------------|--|
| 1. Mr. Shalem Raju Vempati | - Company Secretary
(Resigned w.e.f 31 st May, 2021) |
| 2. Ms. Nishitha Agarwal | - Company Secretary
(Appointed w.e.f 01 st June, 2021) |

COMMITTEES OF THE BOARD:

A. AUDIT COMMITTEE

S.No	Name	Category Of Director	Designation
1.	Mr. Kunda Chinna Chowdappa	Non-Executive, Independent Director	Chairperson
2.	Mr. Gopala Krishna Yalamanchili	Non-Executive, Independent Director	Member
3.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director	Member

B. NOMINATION AND REMUNERATION COMMITTEE

S.No	Name	Category Of Director	Designation
1.	Mr. Kunda Chinna Chowdappa	Non-Executive, Independent Director	Chairperson
2.	Mr. Gopala Krishna Yalamanchili	Non-Executive, Independent Director	Member
3.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director	Member

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

S.No	Name	Category Of Director	Designation
1.	Mr. Kunda Chinna Chowdappa	Non-Executive, Independent Director	Chairperson
2.	Mr. Gopala Krishna Yalamanchili	Non-Executive, Independent Director	Member
3.	Mr. Naraiah Naidu Gudar	Executive Director	Member

REGISTERED OFFICE

Plot No.89/A, Aishwarya, Street No. 8,
1st Floor, Sagar Society, Road No.2,
Banjara Hills, Hyderabad - 500034, Telangana, India

FACTORY ADDRESS

Behind Bus Stand,
Yanam – 533464
(Union Territory of Puducherry)

STATUTORY AUDITOR

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

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

M/s. M&K Associates
Practicing Company Secretaries
Hyderabad

BANKERS

IndusInd Bank

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited
CIN : U65993TG1986PTC006936
H.No.12-10-167, Bharat Nagar, Hyderabad, Telangana-500018
Ph.No. 040-23818475, 23818476, 23868023
SEBI REGD NO.INR000001203
Email Id : info@vccilindia.com, Website: www.vccilindia.com

LISTED AT	:	BSE Limited; National Stock Exchange of India Limited;
ISIN	:	INE277C01012
WEBSITE	:	www.regencytiles.com
INVESTOR E-MAIL ID	:	<u>info@regencytiles.com</u>
TELEPHONE NUMBER	:	040-23319902

Regency Ceramics Limited
CIN: L26914TG1983PLC004249
Registered office: Plot No. 89/A, Aishwarya, 1st Floor, Street No.8, Sagar Society,
Road No.2, Banjara Hills, Hyderabad - 500 034, Telangana, India
Phone: 040-23319902 E-mail ID: rlcosec@gmail.com
Website: www.regencytiles.com

NOTICE OF 37th ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of Regency Ceramics Limited will be held on Thursday, September 30, 2021 at 11.00 A.M IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF MR. NARAIAH NAIDU GUDARU (DIN:00105597) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF, FOR RE-APPOINTMENT

To re-appoint Mr. Naraiah Naidu Gudaru (DIN:00105597), who retires by rotation as a Director at this Annual General Meeting and being eligible seeks re-appointment 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 Section 152 of the Companies Act, 2013, (“the Act”) and other applicable provisions, if any, Mr. Naraiah Naidu Gudaru (DIN:00105597), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. NARAIAH NAIDU GUDARU, (DIN: 00105597) AS AN EXECUTIVE 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 and 203 and other applicable provisions if any, of the Companies Act, 2013 (the “**Act**”) and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V of the said Act and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Naraiah Naidu Gudaru, (DIN: 00105597) as the Executive Chairman and Managing Director of the Company, for a period of three (3) years with effect from 08th February, 2022, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of three (3) years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the **Board**” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Mr. Naraiah Naidu Gudaru, (DIN: 00105597) Executive Chairman and Managing Director of the Company, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things that may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. RE-APPOINTMENT OF MRS. VIJAYA LAKSHMI YALAMANCHILI (DIN: 02210385) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To re-appoint Mrs. Vijaya Lakshmi Yalamanchili (DIN: 02210385), who holds office upto 13th February, 2022 and being eligible seeks re-appointment as Non-Executive Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Vijaya Lakshmi Yalamanchili (DIN: 02210385), who was appointed as an Non-Executive Independent Director of the Company and who holds office upto 13th February, 2022 and being eligible be and is hereby re-appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a second (2nd) term of five (5) consecutive years commencing from 13th February, 2022 to 12th February, 2027.”

BY ORDER OF THE BOARD
for Regency Ceramics Limited

Place: Hyderabad
Date: 06th September, 2021

Sd/-
Dr. Naraiah Naidu Gudar
Chairman and Managing Director
(DIN:00105597)

REGISTERED OFFICE

Plot No.89/A, Aishwarya, Street No. 8,
1st Floor, Sagar Society, Road No.2,
Banjara Hills, Hyderabad - 500034, Telangana, India

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special business to be transacted at the Annual General Meeting is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conferencing (“VC”) or other audio visual means (“OAVM”), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37th AGM of the Company is being convened and conducted through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the deemed venue for AGM shall be the Registered Office of the Company.
3. The Company has enabled the Members to participate at the 37th AGM through the VC / OAVM facility provided by the Company. The instructions for participation by Members are given in the subsequent paragraphs. Members may note that the VC facility provided by the Company, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first come-first-served principle.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Special Business items included in the notice are considered unavoidable and are hence forms part of this Notice.
8. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on September, 21, 2021. It shall also be available on the website www.regencytiles.com.
9. The Board of Directors of the Company (the “**Board**”) has appointed Ms. Kushbu Vijayvargi, Partner M/s. M&K Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mail@mnklaws.com with a copy marked to helpdesk.evoting@cdslindia.com.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting are given in this Notice under Note No A. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Venture Capital & Corporate Investments Private Limited (“**RTA**”) for assistance in this regard.