



38th ANNUAL REPORT 2021-22

INDEX

S. No.	Particulars	Page No.
1.	Corporate Information	3
2.	Notice of 38 th Annual General Meeting to the Members	7
3.	Form for Registration of Email address for receiving documents Notices by Electronic Mode [Annexure A]	22
4.	Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting [Annexure B]	23
5.	Details of Statutory Auditor seeking Re-appointment [Annexure - C]	25
6.	Compliance Certificate [Annexure - D]	26
7.	Boards' Report	28
8.	Remuneration Paid to Key Managerial Personnel [Annexure-E]	49
9.	Form AOC-2 [Annexure - F]	51
10.	Declaration on Code of Conduct for the year 2021-22[Annexure - G]	52
11.	Report on Corporate Governance [Annexure-H]	53
12.	Certificate On Corporate Governance [Annexure - I]	76
13.	Secretarial Audit Report [Annexure –J&I]	77
14.	Certificate from Company Secretary in Practice [Annexure - L]	82
15.	Management Discussion and Analysis Report [Annexure - M]	83
16.	Auditor's Report	87
17.	Balance Sheet for the Financial Year ended 31.03.2022	98
18.	Statement of Profit and Loss for the Financial Year ended 31.03.2022	99
19.	Cash Flow Statement for the Financial Year ended 31.03.2022	100
20.	Statement of Changes in Equity Financial Year ended 31.03.2022	101
21.	Notes Forming Part of Financial Statements for the Financial Year ended 31.03.2022	102

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER (CIN):

L26914TG1983PLC004249

BOARD OF DIRECTORS

S. No.	Name of the Director	Category of Director
1.	Dr. Naraiah Naidu Gudarū	Chairman and Managing Director
2.	Mr. Narala Satyendra Prasad	Whole Time Director
3.	Mr. Sreenivasulu Naidu	Non-Executive Non-Independent Director
4.	Mr. Gopala Krishna Yalamanchili	Independent Director
5.	Mrs. Vijaya Lakshmi Yalamanchili	Independent Director
6.	Mr. Ramkumar Srinivasan	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Narala Satyendra Prasad

COMPANY SECRETARY

1. Mr. Narasimham Mangavally - Company Secretary

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Regency Ceramics Limited
38th Annual Report

REGISTERED OFFICE

Plot No.89/A, Aishwarya, 1st Floor
Street No 8, 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

REGISTRAR & SHARE TRANSFER AGENTS

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

LISTED AT

BSE Limited

National Stock Exchange of India Limited

ISIN

INE277C01012

WEBSITE

www.regencytiles.com

INVESTOR E-MAIL ID

info@regencytiles.com

TELEPHONE NUMBER

040-23319902

Regency Ceramics Limited
38th Annual Report

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 38th ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of Regency Ceramics Limited will be held on Friday, September 30, 2022 at 10.30 A.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To re-appoint Mr. Sreenivasulu Naidu (DIN: 00106038), 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, (“Act”) and other applicable provisions, if any, Mr. Sreenivasulu Naidu (DIN: 00106038), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Regency Ceramics Limited
38th Annual Report

3. To re-appoint M/s. K S Rao & Co., Chartered Accountants, Hyderabad (Firm Registration No. 003109S) as Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/S. K S Rao & Co, Chartered Accountants, having registration No. 003109S be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in the year 2027 on such remuneration and reimbursement of out of pocket expenses as may be mutually agreed between the Auditor and the Board of Directors of the Company.”

BY ORDER OF THE BOARD
for Regency Ceramics Limited

Place: Hyderabad
Date: September 05, 2022

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

REGISTERED OFFICE

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

NOTES

1. 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. 02/2021 dated January 13, 2021, General Circular No.19/2021 dated December 8, 2021 and General Circular no. 02/2022 dated May 05, 2022 (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 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62dated May 13, 2022 (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 38th 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.
2. The Company has enabled the Members to participate at the 38th 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.
3. 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.

Regency Ceramics Limited
38th Annual Report

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. 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 02, 2022. It shall also be available on the website of the Company i.e., www.regencytiles.com.
7. The Board of Directors of the Company (the “**Board**”) has appointed Ms. Kushbu Vijayvargi, Partner at M/s. M&K Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, 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.
9. 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 of para 26. 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.
10. 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