



39th ANNUAL REPORT

2022-23

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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.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director
4.	Mr. Ramkumar Srinivasan	Non-Executive, Independent Director
5.	Mr. Vasantha Rayudu Garapati	Additional, Non-Executive, Independent Director

KEY MANAGERIAL PERSONNEL

S. No.	Name of the Director	Designation
1.	Mr. Narala Satyendra Prasad	Chief Financial Officer
2.	Ms. Neha Bung	Company Secretary and Compliance Officer

CHIEF OPERATING OFFICER

Mr. K. Mohan Rao

VICE PRESIDENT-SALES & MARKETING

Mr. Gautam Sikdar

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

S. No.	Name	Category of Director	Designation
1.	Mr. Ramkumar Srinivasan	Non-Executive, Independent Director	Chairperson
2.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director	Member
3.	Mr. Narala Satyendra Prasad	Whole Time Director	Member

NOMINATION AND REMUNERATION COMMITTEE

S. No.	Name	Category Of Director	Designation
1.	Mr. Ramkumar Srinivasan	Non-Executive, Independent Director	Chairperson
2.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director	Member
3.	Mr. Vasantha Rayudu Garapati	Non-Executive, Independent Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

S. No.	Name	Category Of Director	Designation
1.	Mr. Ramkumar Srinivasan	Non-Executive, Independent Director	Chairperson
2.	Mr. Naraiah Naidu Gudaru	Executive Director	Member
3.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director	Member

REGISTERED OFFICE

4th Floor, Dwaraka Summit, Plot No.83,
Survey No. 43 to 46 & 48, Kavuri Hills,
Guttalabegumpet, Serilingampally Mandal,
Jubilee Hills, Shaikpet
Hyderabad – 500033,
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
Company Secretaries
Hyderabad

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited
CIN: U65993TG1986PTC006936
“AURUM”, D No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase – II, Gachibowli, Serilingampally,
Hyderabad – 500032, Ranga Reddy District, 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.regencyceramics.in

INVESTOR E-MAIL ID

support@regencyceramics.in

TELEPHONE NUMBER

040-23319903

Regency Ceramics Limited

CIN: L26914TG1983PLC004249

Registered office: 4th Floor, Dwaraka Summit, Plot No.83,
Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet,
Serilingampally Mandal, Jubilee Hills, Shaikpet,
Hyderabad – 500033, Telangana, India

Phone: 040-23319903 **E-mail Id:** support@regencyceramics.in

Website: www.regencyceramics.in

NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the Members of Regency Ceramics Limited will be held on Saturday, September 30, 2023 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 Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 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. Narala Satyendra Prasad (DIN: 01410333), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and if thought fit, to pass 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. Narala Satyendra Prasad (DIN: 01410333), 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. TO RE-DESIGNATE DR. NARAIAH NAIDU GUDARU (DIN: 00105597) AS THE EXECUTIVE CHAIRMAN OF THE COMPANY

*To consider 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Schedule V of the said Act and Regulation 2(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and special resolution passed by the Company at 37th Annual General Meeting for re-appointment of Dr. Naraiah Naidu Gudaru, based on the recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to change the designation of Dr. Naraiah Naidu Gudaru (DIN: 00105597), from the Chairman and Managing Director to the “Executive Chairman” of the Company, in the category of a Whole Time Director, not liable to retire by rotation, with effect from September 30, 2023.

“RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of his appointment remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized 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. TO RE-DESIGNATE MR. NARALA SATYENDRA PRASAD (DIN: 01410333) AS MANAGING DIRECTOR

*To consider 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 2(51), 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel)

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Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), and pursuant to the approval and recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to:

- (a) change the designation of Mr. Narala Satyendra Prasad (DIN: 01410333) from “Wholetime Director and Chief Financial Officer” to the “Managing Director and Chief Financial Officer” of the Company, liable to retire by rotation, with effect from September 30, 2023; and
- (b) increase the remuneration payable to Mr. Narala Satyendra Prasad (DIN: 01410333) from Rs.24,00,000 (Rupees Twenty Four Lacs) per annum to Rs. 48,00,000/- (Rupees Forty Eight Lakhs only) with effect from October 1, 2023, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) 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** except for the change in designation mentioned above and change in remuneration, all other terms and conditions of his appointment remain unchanged.”

“**RESOLVED FURTHER THAT** the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized 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.”

5. TO APPOINT MR. VASANTHA RAYUDU GARAPATI (DIN: 10286287) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

*To consider 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 Section 149, 150, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including

any statutory modification(s) or re-enactment thereof for the time being in force) and any other provisions as may be applicable, Mr. Vasantha Rayudu Garapati (DIN: 10286287), who was appointed by the Board of Directors as an Additional Director in the capacity of a Non-Executive Independent Director with effect from August 22, 2023, on the recommendation of Nomination and Remuneration Committee and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of the Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from August 22, 2023.”

6. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND DR. NARAIHA NAIDU GUDARU, CHAIRMAN 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Dr. Naraiah Naidu Gudaru, Chairman of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Dr. Naraiah Naidu Gudaru, for an aggregate value not exceeding Rs.20 Crores."