

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: rclcosec@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. NARAI AH NAIDU GUDARU (DIN:00105597) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF, FOR RE-APPOINTMENT

To re-appoint Mr. Naraiah Naidu Gudar u (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 Gudar u (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. NARAIHA 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 Gudaru
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.

13. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's RTA.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
16. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
17. 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 of shares held in physical form, and to their respective depository participant, if held in electronic form.

Regency Ceramics Limited
37th Annual Report

18. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Further for transfer deeds lodged before the deadline of 1st April 2019, and rejected or returned due to deficiency in documents had to be re-lodged with requisite documents by 31st March 2021 (the cut-off date).
19. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2021 to 30th September, 2021 (both days inclusive).
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 15, 2021 through email on rlcosec@gmail.com. The same will be replied by the Company suitably.
23. No Dividend on equity shares is recommended by the Board of Directors for the Financial Year ended March 31, 2021.
24. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.regencytiles.com, websites of the Depositories Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at www.regencytiles.com and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. In case of any queries regarding the Annual Report, the Members may write to rlcosec@gmail.com to receive an email response.
25. Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Company has received the requisite consents/ declarations for the appointment/ re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Companies Act, 2013 and the rules made thereunder.

Regency Ceramics Limited
37th Annual Report

26. In terms of the provisions of Section 152 of the Act, Mr. Naraiah Naidu Gudar (DIN:00105597), Managing Director of the Company, retires by rotation at the Meeting. The Board of Directors of the Company recommends his re-appointment for the approval of the Members.
27. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the 37th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to rlcosec@gmail.com.
28. Instructions for e-voting and joining the AGM are provided elsewhere.

BY ORDER OF THE BOARD
for Regency Ceramics Limited

Sd/-

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

Place: Hyderabad
Date: 06th September, 2021

REGISTERED OFFICE

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

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of the Companies Act, 2013)

The following statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the ac Companying Notice:

Item No: 3

Dr. Naraiah Naidu Gudar , (DIN: 00105597)) was appointed as Chairman and Managing Director of the Company for a period of 3(three) years from 09th February, 2019 to 08th February, 2022 at the 35th Annual General Meeting of the company held on 30th September 2019.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 01st September, 2021 approved the re-appointment of Dr. Naraiah Naidu Gudar, (DIN: 00105597) as Chairman and Managing Director of the Company for a term of 3 (three) years commencing from 09th February, 2022 to 08th February, 2025 with a remuneration of Rs. 85,000 (Rupees Eighty Five Thousand) per month.

The main terms and conditions for the re-appointment of Dr. Naraiah Naidu Gudar as Executive Chairperson and Managing Director are as follows:

1. Term- 3 (Three) years
From 08th February, 2022 to 07th February, 2025
2. Remuneration

Current Salary of Rs. 85,000/- per month (Rupees Eighty-Five Thousand) per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account the Company’s performance as well, within the said maximum amount.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I. GENERAL INFORMATION:

- a) Nature of Industry: Ceramic Industry

Regency Ceramics Limited
37th Annual Report

- b) Date or expected date of commencement of commercial production: The Company commenced its commercial operations on 01st May, 1986
- c) In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable
- d) Financial performance based on given indicators:

Particulars	Current Year 31-03-2020	Previous Year 31-03-2019
Revenue from Operations	0.00	0.00
Other Income	3.59	3.84
Total Revenue	3.59	3.84
Total Expenditure	511.98	514.90
Prior Period Adjustment	0.00	0.00
Profit / (loss) Before exceptional and extraordinary items and Tax	(508.39)	(511.06)
Less: exceptional and extraordinary items	0.00	371.49
Profit/ (loss) Before Taxation		
Less: - Current Tax		
- Tax adjustment relating to prior years	0.00	0.00
- Deferred Tax		
Profit / (loss) After Tax	(508.39)	(139.57)

- e) Foreign investments or collaborations, if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

- a) Background details:

Dr. Naraiah Naidu Gudaru is a born leader and the visionary behind Regency Ceramics Limited. He has chartered the company all through its 37 years of journey. Under his leadership, the company has grown exponentially and has achieved different recognitions and received many awards. His entrepreneurial skills have led to the establishment of one of the biggest architectural and structural consultancy company in Hyderabad called as NN Associates. In 1983, he promoted Regency Ceramics Limited, a pioneer in single fast fired ceramic tiles.

- b) Past remuneration: Rs 85,000/- per month (Rupees Eighty Five Thousand)

c) Recognition or awards:

Dr. Naraiah Naidu Gudaruru was the recipient of the Pride of India Gold Medal in 1991 for his distinguished and outstanding services.

Burkes University (UK) has conferred on him the honorary degree of Doctorate of Philosophy in Business Management in 2003. He is also the recipient of the Bharat Ratna Sir Mokshagundam Visvesvaraya Award for his outstanding contribution in the field of engineering in 2006.

d) Remuneration proposed: Rs. 85,000/- per month (Rupees Eighty-Five Thousand) per month

e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Dr. Naraiah Naidu Gudaruru has vast experience in Management. He has rich experience of handling various areas of business and is well known in retail industry. He has begun a lot of new initiatives in the Company since he joined as Managing Director.

Considering the general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India

f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Dr. Naraiah Naidu Gudaruru holds 72,75,183 (Seventy Two Lakhs Seventy Five Thousand One Hundred Eighty Three) shares in the Company.

Mr. Narala Satyendra Prasad is a relative of Dr. Naraiah Naidu Gudaruru.

III. OTHER INFORMATION:

a) Reasons of loss or inadequate profits:

On a consolidated basis, the Company made a loss of Rs. 112.03 lakhs as the business operations of the Company are currently put to a halt.

b) Steps taken or proposed to be taken for improvement:

Necessary efforts are being made to restart the operations which may take time depending upon the various circumstances involving approvals from statutory authorities.

c) Expected increase in productivity and profits in measurable terms:

The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

The terms and conditions set out for re-appointment of Mr. Naraiah Naidu Gudar, (DIN: 00105597) as the Executive Chairman and Managing Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors (“the **Board**” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Executive Chairman and Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Executive Chairman and Managing Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

None of the Directors, Key Managerial Personnel of the Company or their relatives are Interested or concerned in the said resolution except Dr. Naraiah Naidu Gudar being the appointee and Mr. Narala Satyendra Prasad, Whole Time Director and CFO of the Company, being his relative.

The Board of Directors recommends the resolution set out at item No.3 of the Notice for your approval.

Item No. 4

Brief Profile:

Mrs. Vijaya Lakshmi Yalamanchili is a science graduate with a B.Sc qualification from Sri Venkateswara University in the year 1981.

Thereafter, she started a dealership firm in the name of Rainbow Agencies in Hyderabad and started a business in the purchase and sale of Ceramic Tiles in the then state of Andhra Pradesh. She is actively involved in the development of designs, series and models required for ceramic tiles and introduced few designs of international standard in the upper segment for high end customers.

Mrs. Vijaya Lakshmi Yalamanchili (DIN: 02210385), was appointed as an Non-Executive Independent Director on the Board of the Company pursuant to the provisions of section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder. She holds office as an Independent Director of the Company upto 13th February, 2022.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mrs. Vijaya Lakshmi Yalamanchili (DIN: 02210385) as Non-Executive

Regency Ceramics Limited
37th Annual Report

Independent Director for a second (2nd) term of five (5) consecutive years commencing from 13th February, 2022 up to 12th February, 2027.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mrs. Vijaya Lakshmi Yalamanchili during her tenure, the continued association of Mrs. Vijaya Lakshmi Yalamanchili would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Vijaya Lakshmi Yalamanchili as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years on the Board of the Company.

Mrs. Vijaya Lakshmi Yalamanchili, is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Mrs. Vijaya Lakshmi Yalamanchili that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and also as prescribed under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Vijaya Lakshmi Yalamanchili fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and Regulation as mentioned above.

Requisite notice under Section 160 of the Act proposing the re-appointment of Mrs. Vijaya Lakshmi Yalamanchili has been received by the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mrs. Vijaya Lakshmi Yalamanchili being the appointee and Mr. Gopala Krishna Yalamanchili, Non-Executive & Independent Director of the Company, being her relative.

The Board of Directors recommends the resolution set out at item No.4 of the Notice for your approval.

BY ORDER OF THE BOARD
for Regency Ceramics Limited

Sd/-

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

Place: Hyderabad
Date: 06th September, 2021

A. VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting / Poll.
4. Any person, who becomes members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password for Remote e-voting by sending email to CDSL intimating DP ID and Client ID / Folio No. at www.evotingindia.com.
5. The AGM Notice is also disseminated on the website of NSDL & CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.
 - a) The remote e-voting facility will be available during the following period:

Commencement of remote e- voting:	9:00 a.m. IST on Monday, September 27, 2021
End of remote e- voting:	5:00 p.m. IST on Wednesday, September 29, 2021

- b) During this period, Members holding shares either in physical form or in dematerialized form, as on **September 21, 2021 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- c) The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- d) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.regencytiles.com and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- e) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2021.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE PROVIDED ELSEWHERE.

A. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

- 1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 2. The shareholders should log on to the e-voting website www.evotingindia.com.
- 3. Click on "Shareholders" module.
- 4. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

or;

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. • 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.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(DOB)	
-------	--

8. After entering these details appropriately, click on “SUBMIT” tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

E. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rlcosec@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to info@vccilindia.com; or rlcosec@gmail.com ;

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE - A

**FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING
DOCUMENTS / NOTICES BY ELECTRONIC MODE**

To
Venture Capitals & Corporate Investments Private Limited
H.No.12-10-167, Bharat Nagar, Hyderabad,
Telangana-500018

Company: Regency Ceramics Limited

I agree to receive all documents / notices including the Annual Report of the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

PAN No. : _____

E-mail Address : _____

Date:

Place:

(Signature of Member)

ANNEXURE - B

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Dr. Naraiah Naidu Gudar	Mrs. Vijaya Lakshmi Yalamanchili
Director Identification Number	00105597	02210385
Date of Birth	01.07.1941	24.10.1962
Nationality	Indian	Indian
Date of first Appointment	09/02/2014	14/02/2017
Qualifications	Civil Engineering PG (Dip.) W.R.D., M.I.E.	B.Sc
Shareholding in the Company	72,75,183	0
Expertise in specific functional areas	Worked as civil engineer in public works department in 1964 and around 35 years of experience in the Industry.	Marketing and Research
Disclosure of relationships between directors inter se	Mr. Narala Satyendra Prasad, Whole Time Director and CFO of the Company, is his close relative	--
*Chairmanships/ Directorships of other Companies (excluding Foreign	3	4

Regency Ceramics Limited
37th Annual Report

Companies and Section 8 Companies)		
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; and Shareholders/ Investors Grievance Committee)	0	1

*Directorships and Committee memberships in Regency Ceramics Limited and its Committees are not included in the aforesaid disclosure. Also, alternate Directorship, Directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

ANNEXURE – C
COMPLIANCE CERTIFICATE

(Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Board of Directors,
Regency Ceramics Limited

Dear members of the Board,

We, Naraiah Naidu Gudar, Chairman and Managing Director and Narala Satyendra Prasad, Whole Time Director (CFO) of Regency Ceramics Limited certify that:

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To their best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee
 - i. Significant changes in internal control over Financial Reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and

- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

BY ORDER OF THE BOARD
for Regency Ceramics Limited

Sd/-
Narala Satyendra Prasad
Whole time Director & CFO
(DIN: 01410333)

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

Place: Hyderabad
Date: 06th September, 2021