



Regency Ceramics Limited

REF/RCL/SEC/2020

Date: 19.08.2020

1. National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla
Complex, Bandra (E),
MUMBAI - 400051
2. Corporate Relationship Department
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI- 400 001

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report - reg

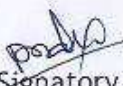
With reference to above subject, please find enclosed the Annual Secretarial Compliance Report for the Financial Year 2019-20 duly signed by a qualified Practicing Company Secretary, furnished under Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully

For **REGENCY CERAMICS LIMITED**


Authorised Signatory

Encl: A/a

CIN : L26914TG1983PLC004249

Registered Office : 89/A, Aishwarya, 1st Floor, Street No.8, Sagar Society, Road No.2, Banjara Hills,
Hyderabad – 500034. Telangana Website : regencytiles.comm

Email : rclcoscc@gmail.com; Phone : 040-23319903.



K. V. CHALAMA REDDY

B.Sc., LL.B., F.C.S.,
COMPANY SECRETARY
M.No.: F 9268, C.P.No.5451

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,
02nd Floor, HSR Summit, Banjara Hills,
Road No. 10, Hyderabad -500034
Ph: 9848014503
e-mail: kver133@gmail.com

SECRETARIAL COMPLIANCE REPORT OF REGENCY CERAMICS LIMITED

FOR THE YEAR ENDED 31.03.2020

I, K.V. Chalama Reddy, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to us and explanation provided by **Regency Ceramics Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2019;**Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;**Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;**Not Applicable**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.
- (k) CIR/CFD/CMD1/114/2019 (Resignation of statutory auditors from listed entities and their material subsidiaries) – **Not Applicable, since during the period under review there was no Appointment and Re-appointment of Auditor.**

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under wherever applicable, except in respect of matters specified below:

Sl. No	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company secretary
1.	Regulation 6 of SEBI (LODR) Regulations, 2015 – Appointment of Company Secretary	Non-Appointment of Company Secretary	The Company has not appointed Company Secretary during the

			<p>period from 01.04.2019 to 31.07.2019.</p> <p>Subsequently Ms. Neha Kankariya has been appointed as Company Secretary and Compliance officer of the Company w.e.f.01.08.2019.</p> <p>However, Ms. Neha Kankariya resigned w.e.f. 31.12.2019</p>
2.	Regulation 14 of SEBI (LODR) Regulation, 2015 - Fees and other charges to be paid to the recognized stock exchange	Non-Payment of Annual Listing Fees for Financial Year 2019-20	<p>The Company has not paid Annual Listing Fees (ALF) to the BSE India Limited and NSE for Financial Year 2019-20.</p> <p>As the Company's Financial Position of Company is in doldrums on account of no business and operations at present is being carried out and due to incident occurred on 27th January, 2012.</p>
3.	Regulation 23(9) of SEBI (LODR) Regulations, 2015 – Half Yearly disclosures on Related Party Transactions	Non-Submission of Half Yearly disclosures on Related Party	The Company has not filed Half Yearly disclosures on Related Party Transactions for

		Transactions	the Half-Year ended 31.03.2019 and 30.09.2019
4.	Regulation 24A of SEBI (LODR) Regulations, 2015 - Secretarial Compliance Report	Non-Submission of Secretarial Compliance Report	There was delay in submitting Annual Secretarial Compliance Report for Financial Year ended 31.03.2019
5.	Regulation 25 (3) of SEBI (LODR) Regulation, 2015 - Independent Directors Meeting	Independent Directors of the Company has failed to held minimum one meeting during the Financial Year.	Independent Directors of the Company has failed to held minimum one meeting during the Financial Year.
6.	Regulation 27(2) of SEBI (LODR) Regulations, 2015 - Submission of Corporate Governance Report	Non-Submission of Corporate Governance Report	The Company has not submitted the Corporate Governance Report for Quarter ended 30.06.2019.
7.	Regulation 31 (1) (2) of SEBI (LODR) Regulations, 2015 - Maintenance of 100% of promoter shareholding in dematerialized form	Non-maintenance of 100% of promoter shareholding in dematerialized form	Promoter's shareholding is dematerialized only to the extent of 87.24%.
8.	Regulation 46 of SEBI (LODR) Regulations, 2015 - Maintenance of functional website	Non-maintenance of functional website	The website of the company is under updation and its being redesigned.

9.	SEBI CIRCULAR HO/DDHS/CIR/P/2 018/144 DATED NOVEMBER 26, 2018 – Disclosure of Large Corporate	Delay in submission of Initial Disclosure whether Company is considered as a Large Corporate or not.	The company has made delayed submission of Initial Disclosure under the mentioned Circular
10.	Sub-Clause C Clause 4 of the Schedule B – SEBI (PIT) Regulations, 2015	Non-Intimation of the Closure of Trading Window	The Company has not intimated to the Exchange in regard to Closure of Trading window for Quarter ended 31.03.2019 and delay in intimation for Quarter ended 30.06.2019 and 31.12.2019
11.	Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	Delay in submission of Quarterly Audit Report	There was delay in submission of Reconciliation Share Capital Audit Report for Quarter ended 30.06.2019.
12.	Suspension of trading of Equity Shares of the Company in BSE and NSE	BSE and NSE has suspended trading of Equity shares of the Company due to non-payment of Annual Listing fees and violation of various SEBI regulations.	Stock exchanges has suspended the trading of Equity Shares of the Company.

13	Regulation 30 of SEBI (SAST) Regulations, 2011	Delay in submission of Disclosure under Regulation 30 of SEBI (SAST) Regulations, 2011.	The company has made delayed submission of disclosure under Regulation 30 of SEBI (SAST) Regulations, 2011.
----	--	---	---

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued wherever applicable, there under insofar as it appears from our examination of those records.
- (c) The following are the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sl. No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company secretary, if any.
1.	BSE India Limited-	The company is in the non-complaint with the various provisions of SEBI (LODR) Regulations for the Quarter ended 30.06.2019	Exchange has imposed a penalty of Rs. 12,18,940/- only, in accordance with the SEBI/HO/CFD/CMD /CIR/P/2018/77 dated May 3, 2018 (SEBI SOP Circular).	

2.	BSE India Limited Vide its letter - _____	The company is in non-compliant with the provisions of Regulation 6 (1) of SEBI (LODR) Regulations, 2015 for Quarter ended March 2019	Exchange has imposed a penalty of Rs. 1,06,200/- only, in accordance with the SEBI/HO/CFD/CMD /CIR/P/2018/77 dated May 3, 2018 (SEBI SOP Circular).
3.	BSE India Limited Vide its letter - _____	The company is in non-compliant with the provisions of Regulation 6 (1) of SEBI (LODR) Regulations, 2015 for Quarter ended June 2019	Exchange has imposed a penalty of Rs. 1,07,380/- only, in accordance with the SEBI/HO/CFD/CMD /CIR/P/2018/77 dated May 3, 2018 (SEBI SOP Circular).
4.	BSE India Limited Vide its letter - LIST/CO MP/51501	The company is in non-compliant with the provisions of Regulation 6	Exchange has imposed a penalty of Rs. 36,580/- only, in accordance with the SEBI/HO/CFD/CMD /CIR/P/2018/77 dated

	8/Reg. 61)- Mar-19/225/20 19-20	(1) of SEBI (LODR) Regulations, 2015 for Quarter ended September 2019	May 3, 2018 (SEBI SOP Circular).	
5.	BSE India Limited and NSE	Non-payment of Annual Listing fees.	The Exchange has proceed with compulsory Delisting of Securities of Company.	The Company has made representations to the exchanges on the acceptance of One-time settlement total outstanding Annual Listing Fees and the reply is awaited from the Exchanges. Annual listing fee paid on 31.07.2020

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-Appointment of Company Secretary	The Company has not appointed Company Secretary during	The Company has appointed Ms. Neha Kankariya,	The Company has Complied with the provisions of

		the year. And the NSE has imposed the penalty for Violation.	Company Secretary as Company Secretary and Compliance Officer w.e.f.01.08.2019.	Regulation 6 of SEBI (LODR) Regulations, 2015 by appointing Company Secretary. However, Ms. Neha Kankariya, Company Secretary has resigned w.e.f. 31.12.2019. And the company is yet to pay penalty imposed by the NSE.
2.	Non-Submission of Corporate Governance Report within the timeline prescribed.	Corporate Governance Report was submitted delay to the Exchange.	The Company is yet to pay penalty imposed by exchange.	The Company is yet to pay penalty imposed by exchange.
3.	Non-Submission of Investor Complaints with in the timeline prescribed.	The Company has received the notice from NSE for Non-Submission of Investor Complaints	The Company has filed in delay.	The Company has filed in delay.
4.	Non-Payment of Annual Listing	The company has received notices	The Company is yet to pay.	The Company has made

	Fees to BSE India and NSE	from both the Stock Exchanges with respect to Payment of Listing Fees.		representations to the exchanges on the acceptance of One-time settlement total outstanding Annual Listing Fees and the reply is awaited from the Exchanges. Annual listing fee paid on 31.07.2020
--	---------------------------	--	--	--

KAMBHANI
VENKATA
CHALAMA
REDDY

PLACE: HYDERABAD
DATE: 19.08.2020

K.V. CHALAMA REDDY
PRACTICING COMPANY SECRETARY
C.P. NO. 5451, M. No. F9298
UDIN: F009268B000594369