



Hyderabad, January 08, 2025

<b>To,</b> <b>BSE Ltd,</b> PhirozeJeejeebhoy Towers, Dalal Street ,Mumbai – 400001 Tel:022-22721233/34 Fax: 022-22722131/1072/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 515018	<b>To,</b> <b>The National Stock Exchange of India Limited,</b> Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cmlist@nse.co.in Symbol: REGENCERAM
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Dear Sir/ Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby enclose the Notice of Postal Ballot dated **January 08, 2025** for seeking approval through e-voting for the following special resolutions:-

S. No	Particulars of Resolution	Resolution Type
1.	Re-appointment of <b>Dr. Naraiah Naidu Gudar</b> (DIN: <b>00105597</b> ) as Chairman & Whole-Time Director of the Company <b>w.e.f. February 07, 2025</b> (on completion of existing term).	Special
2.	Re-appointment of <b>Mr. Satyendra Prasad Narala</b> (DIN: <b>01410333</b> ) as Managing Director of the Company <b>w.e.f. July 30, 2025</b> (on completion of existing term).	Special

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depositories as on the "**Cut-off Date**" i.e. **Thursday, January 02, 2025**.



The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	9:00 a.m. (IST) on Thursday, January 09, 2025
Conclusion of remote e-voting	5:00 p.m. (IST) on Friday, February 07, 2025

The above information will be made available on the website of the Company at [www.regencyceramics.in](http://www.regencyceramics.in)

This is for your information and Records.

Thanking You,  
*For Regency Ceramics Limited*

**Satyendra Prasad Narala**  
**Managing Director & CFO**  
**DIN: 01410333**



To,  
**The Members of the Company.**

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("SS-2") and and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023, Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the "MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Regency Ceramics Limited (the "Company") for the business set out hereunder through Postal Ballot by remote electronic voting process ("remote e-voting").

In compliance with the MCA Circulars & SEBI Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules, as amended from time to time, and SS – 2 on General Meetings, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Thursday, January 02, 2025 ("cut-off date")** and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent of the Company/ Depositories participant.

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors in its meeting held on January 06, 2025, has appointed **Mr. Nagaraju Varukuti (Membership No. A56337), proprietor of Nagaraju and Associates, Practicing Company Secretary** as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final

In accordance with the MCA circulars, Members can vote only through the remote e-voting process. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes by electronic means through the remote e-voting process. Members are requested to read the instructions in the Notes under the section "Voting through remote e-voting facility" to cast their vote by electronic means through the remote e-voting process. The Company has appointed Central Depositories Services (India) Limited ("CDSL") to provide remote e-voting facility to all its members.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing a remote e-voting facility for all its members to vote electronically.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of remote e-voting	9:00 a.m. (IST) on Thursday, January 09, 2025
Conclusion of remote e-voting	5:00 p.m. (IST) on Friday, February 07, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **Tuesday, February 11, 2025**, and will be displayed on the Company's website at [www.regencyceramics.in](http://www.regencyceramics.in) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

The last date of remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by requisite majority

## **SPECIAL BUSINESS:**

### **ITEM NO.1**

#### **Re-appointment of Dr. Naraiah Naidu Gudar (DIN: 00105597) as the chairman & Whole-time Director, designated as an Executive Director of the Company.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **special Resolution:***

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 pursuant to the approval and recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members be and is hereby accorded to re-appoint Dr. Naraiah Naidu Gudar (DIN: 00105597) as the chairman & Whole-time Director, who is liable to retire by rotation, designated as an Executive Director, for a period of 3 (Three) years, from the expiry of his present term of office, i.e., with effect from February 07, 2025, on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Dr. Naraiah Naidu Gudar.

**“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.”

### **ITEM NO.2**

#### **Re-appointment of Mr. Satyendra Prasad Narala (DIN: 01410333) as Managing Director of the Company.**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:***

**RESOLVED THAT** in accordance with the provisions of Sections 2(51), 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

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 pursuant to the approval and recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members be and is hereby accorded to re-appoint **Mr. Satyendra Prasad Narala (DIN: 01410333)** as Managing Director, who is liable to retire by rotation, for a period of 3 (Three) years, from the expiry of his present term of office, i.e., with effect from July 30, 2025, on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Satyendra Prasad Narala.

**“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.”

By the Order of the Board  
*for* **Regency Ceramics Limited**

Sd/-

**Anji Reddy Devarapalli**  
Company Secretary  
M.No. A57611

Date: 08/01/2025

Place: Hyderabad

**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

CIN: L26914TG1983PLC004249

## NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars and SEBI Circular, if any, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form, 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”) on **Thursday, January 02, 2025 (“cut-off date”)**.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility for its Members to enable them to cast their votes on the resolutions electronically
4. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Thursday, January 02, 2025, will be considered for the purpose of voting. A person who is not a member as on cutoff date for reckoning voting rights should treat this Notice for information purposes only.
6. The E-voting will remain open for the Members for exercising their voting from Thursday, January 09, 2025 at 9.00 a.m. (IST) till Friday, February 07, 2025 at 5.00 p.m. (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
7. Further additional information, pursuant to 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed hereto.
8. Members may note that the Postal Ballot Notice will be available on the Company’s website [www.regencyceramics.in](http://www.regencyceramics.in) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. A person who

is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

9. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@regencyceramics.in](mailto:cs@regencyceramics.in) mentioning his / her / its folio number / DP ID and Client ID
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, February 07, 2025.
12. 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.
13. all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).

#### **14. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, January 09, 2025 at 9.00 a.m. (IST) till Friday, February 07, 2025 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **January 02, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has



been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory 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; [cs@regencyceramics.in](mailto:cs@regencyceramics.in) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) 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 at toll free no. 1800 21 09911

### **Explanatory Statement pursuant to Section 102 of Companies Act, 2013**

The following Explanatory Statement pursuant to Section 102 of the Act, sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### **ITEM NO. 1**

The Board of Directors of the Company, on the recommendations of Nomination and Remuneration Committee and approval of Audit Committee, at their meetings held on January 06, 2025, approved the re-appointment of Dr. Naraiah Naidu Gudar (DIN: 00105597) as Chairman & Whole-Time Director of the Company, for a period of 3 (Three) years from the expiry of his present term, i.e., with effect from February 07, 2025, on such terms and conditions including remuneration as set out briefly herein below.

The main terms and conditions for re-appointment of Dr. Naraiah Naidu, as Chairman & Whole-Time Director are as follows:

**Term:** Period of Three years w.e.f. February 07, 2025;

#### **i. Remuneration:**

Basic Salary- Rs. 1,50,000 (Rupees One lakhs fifty thousand only) per month

Benefits, Perquisites & Allowances- Rs. 50,000 (Rupees fifty thousand only) per month.

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- Ceramics Industry
- b. Date or expected date of commencement of commercial production-29<sup>th</sup> February 2024
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable
- d. Financial performance based on given indicators(In lakhs)

<b>Particulars</b>	<b>Current Year 31-03-2024</b>	<b>Previous Year 31-03-2023</b>
Revenue from Operations	215.88	<b>4.08</b>
Other Income	139.71	<b>336.39</b>
<b>Total Income</b>	<b>355.59</b>	<b>340.47</b>
<b>Total Expenditure</b>	<b>1293.26</b>	<b>641.41</b>

Prior Period Adjustment	0.00	<b>0.00</b>
Profit / (Loss) Before exceptional and extraordinary items and Tax	(937.68)	<b>(300.94)</b>
Less: Exceptional and Extraordinary Items	(43)	<b>(1263.34)</b>
<b>Profit/ (Loss) Before Taxation</b>	<b>(980.68)</b>	<b>(1564.28)</b>
Less: - Current Tax		
- Tax adjustment relating to prior years	0.00	<b>0.00</b>
- Deferred Tax		
<b>Profit / (Loss) After Tax</b>	<b>(980.68)</b>	<b>(1564.28)</b>

- e. Foreign investments or collaboration, if any:  
The Company has investments from NRI of upto 0.45% of the paid up share capital of the Company.  
There are no foreign collaborations.

II. **Information about the appointee**

S. No.	Particulars	Details
1.	Background details	Dr. Naraiah Naidu Gudar is a born leader and the visionary behind Regency Ceramics Limited. He has chartered the Company all through its 39 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.
2.	Past remuneration	Rs. 1,50,000/- per month
3.	Recognition or awards	Dr. Naraiah Naidu Gudar 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.
4.	Job profile and his suitability	<p>He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company.</p> <p>He has the overall responsibility for the operations and financial performance of the Company.</p> <p>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.</p>
5.	Remuneration proposed	Rs. 2,00,000 per month
6.	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)	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 also the size of the company, profile of the position and person.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	<p>Dr. Naraiah Naidu Gudaruru holds 52,75,183 shares in the Company.</p> <p>He is Father-in-Law of Mr. Narala Satyendra Prasad, Managing Director and CFO &amp; Father of Ms. Narala Radhika Prasad, Non-executive Director of the Company</p>

### III. **Other Information**

#### a. Reasons of loss or inadequate profits:

The Company incurred a loss of Rs. 980.68 Lakhs as the operations of the Company were at a halt and the Company is currently in the process of reviving its operations.

#### b. Steps taken or proposed to be taken for improvement:



The Board of Directors are taking necessary steps to revive the operations and refurbish the Yanam Plant of the Company and is expected to start the operations in this financial year.

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

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

Dr. Naraiah Naidu Gudarū is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such regulatory authority.

Section 196(3) and Part I of Schedule V to the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as executive director unless it is approved by the members by passing a special resolution.

Dr. Naraiah Naidu Gudarū, executive director of the Company who has attained the age beyond 70 years. Hence, the resolution set out at Item No. 1 of this Postal Ballot Notice requires approval of members by way of a special resolution. Dr. Naraiah Naidu Gudarū is a born leader and the visionary behind Regency Ceramics Limited. He has chartered the Company all through its 39 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. Considering his rich and varied experience in the industry and close involvement in operations of the Company, it would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Dr. Naraiah Naidu Gudarū as chairman & Whole-time Director.

Where in any financial year during his tenure as Whole time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Dr. Naraiah Naidu Gudarū.

Dr. Naraiah Naidu Gudarū is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Dr. Naraiah Naidu Gudarū may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 1 whether the entity is a related party to the particular transaction or not.

His brief profile in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as Annexure-A to this Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members. The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in the Notice

## **ITEM NO. 2**

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, at their meetings held on January 06, 2025, approved the re-appointment of Mr. Narala Satyendra Prasad (DIN: 01410333) as the “Managing Director of the Company, for a period of 3 (Three) years from the expiry of his present term, i.e., with effect from July 30, 2025, on such terms and conditions including remuneration as set out briefly herein below.

The main terms and conditions for re-appointment of Mr. Narala Satyendra Prasad, as Managing Director are as follows:

**Term:** Period of Three years w.e.f. July 30, 2025;

### **i. Remuneration:**

Basic Salary- Rs. 2,50,000 (Rupees Two lakhs fifty thousand only) per month

Benefits, Perquisites & Allowances- Rs. 1,50,000 (Rupees One lakhs fifty thousand only) per month.

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- Ceramics Industry
- b. Date or expected date of commencement of commercial production-29th February 2023.
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable
- d. Financial performance based on given indicators(In lakhs)

Particulars	Current Year 31-03-2024	Previous Year 31-03-2023
Revenue from Operations	215.88	<b>4.08</b>
Other Income	139.71	<b>336.39</b>

<b>Total Income</b>	<b>355.59</b>	<b>340.47</b>
<b>Total Expenditure</b>	<b>1293.26</b>	<b>641.41</b>
Prior Period Adjustment	0.00	<b>0.00</b>
Profit / (Loss) Before exceptional and extraordinary items and Tax	(937.68)	<b>(300.94)</b>
Less: Exceptional and Extraordinary Items	(43)	<b>(1263.34)</b>
<b>Profit/ (Loss) Before Taxation</b>	<b>(980.68)</b>	<b>(1564.28)</b>
Less: - Current Tax		
- Tax adjustment relating to prior years	0.00	<b>0.00</b>
- Deferred Tax		
<b>Profit / (Loss) After Tax</b>	<b>(980.68)</b>	<b>(1564.28)</b>

e. Foreign investments or collaboration, if any:

The Company has investments from NRI of upto 0.45% of the paid up share capital of the Company.

There are no foreign collaborations.

## II. Information about the appointee

S. No.	Particulars	Details
1.	Background details	<p>Mr. Narala Satyendra Prasad, aged about 58 years, has an overall experience of 33 years with 30 years of managerial experience in senior positions across diverse industries.</p> <p>He completed his Bachelor's Degree in Computer Science &amp; Engineering from College of Engineering, Guindy, Anna University, Chennai and Masters in Computer Science from University of South Carolina, Columbia, USA.</p> <p>He started his career with Tata Consultancy Services, Chennai and has been an entrepreneur since 1991. He was the co-founder of iSpace Global Services (India) Pvt Ltd., a multinational Company involved in software services to the US healthcare industry.</p>
2.	Past remuneration	Rs. 4,00,000 per month
3.	Recognition or awards	He has as an overall experience of 33 years with 30 years of managerial experience in senior positions across diverse industries.

4.	Job profile and his suitability	<p>He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company.</p> <p>He has the overall responsibility for the operations and financial performance of the Company.</p> <p>Considering his wide experience and the inputs he brings to the table, the Board considers him suitable for the current position.</p>
5.	Remuneration proposed	Rs. 4,00,000 per month
6.	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)	The remuneration is commensurate to the industry, size of the company and the profile and position of the person.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	<p>Mr. Narala Satyendra Prasad holds 1,30,550 shares in the Company.</p> <p>He is Son-in-Law of Dr. Naraiah Naidu Gudar, Chairman &amp; Whole-Time Director &amp; Spouse of Ms. Narala Radhika Prasad, Non-executive Director of the Company</p>

### III. Other Information

- a. Reasons of loss or inadequate profits:  
The Company incurred a loss of Rs. 980.68 Lakhs as the operations of the Company were at a halt and the Company is currently in the process of reviving its operations.
- b. Steps taken or proposed to be taken for improvement:  
The Board of Directors are taking necessary steps to revive the operations and refurbish the Yanam Plant of the Company and is expected to start the operations in this financial year.
- c. Expected increase in productivity and profits in measurable terms:  
The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

Mr. Narala Satyendra Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such regulatory authority.

Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Mr. Narala Satyendra Prasad

Mr. Narala Satyendra Prasad is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his re-appointment. Relatives of Mr. Narala Satyendra Prasad may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 2 whether the entity is a related party to the particular transaction or not.

His brief profile in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as Annexure-A to this Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members. The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in the Notice.

By the Order of the Board  
*for Regency Ceramics Limited*

Sd/-  
**Anji Reddy Devarapalli**  
Company Secretary  
M.No. A57611

Date: 08/01/2025

Place: Hyderabad

**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

CIN: L26914TG1983PLC004249

## ANNEXURE-A

### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT**

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	Mr. Narala Satyendra Prasad	Dr. Naraiah Naidu Gudaru
Director Identification Number	01410333	00105597
Date of Birth	31/07/1966	01/07/1941
Age	58 years	84 years
Nationality	Indian	Indian
Date of first Appointment	25/09/2010	09/02/2014
Qualifications	Bachelor's Degree in Computer Science & Engineering and Masters in Computer Science	Civil Engineering, PG (Dip.) W.R.D., M.I.E.
Shareholding in the Company	1,30,550	72,75,183
Expertise in specific functional areas	He started his career with Tata Consultancy Services, Chennai and has been an entrepreneur since 1991. He was the co-founder of I Space Global Services (India) Private Limited, a multinational Company involved in software services to the US healthcare industry.	Worked as Civil Engineer in public works department in 1964 and around 35 years of experience in the Industry.
Disclosure of relationships between directors inter se	He is Son-in-Law of Dr. Naraiah Naidu Gudaru, Chairman & Whole-Time Director & Spouse of Ms. Narala Radhika Prasad, Non-executive Director of the	He is Father-in-Law of Mr. Narala Satyendra Prasad, Managing Director and CFO & Father of Ms. Narala Radhika Prasad, Non-executive Director of the

	Company	Company
<b>Names of the listed Companies in which person holds Directorship. (excluding this company)</b>	Nil	Nil
<b>Names of listed Companies in which person ceased to be a Director in past three years.</b>	Nil	Nil
<b>Chairmanship/ membership of Committees of listed Companies (excluding this company)</b>	Nil	Nil
<b>Number of Meetings of the Board attended (so far For in FY 2024-25)</b>	5 out of 5	5 out of 5
<b>Terms and Conditions of Appointment / Reappointment and Remuneration along with details of remuneration sought to be paid.</b>	As per this Postal ballot notice	As per this Postal ballot notice
<b>Remuneration Last Drawn</b>	Rs. 4,00,000/- per Month	Rs. 1,50,000/- per Month
<b>*Other Directorships, Membership/ Chairmanship of Committees of other Boards.</b>	Holds Directorships in following companies: <ul style="list-style-type: none"> <li>• Regency cements and chemicals Limited</li> <li>• Regent Agro products limited</li> </ul>	Nil

(\* Includes names of other Public Companies in which the person holds Chairmanship, Directorship and Membership of Committees of the Board of Directors