REGENCY
NATURAL TILES

Hyderabad, September 07, 2026

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

Sub: Submission of Notice of the 42nd Annual General Meeting (AGM) along with the Annual Report for the FY 2025-26 as required under Reg. 34(1) of SEBI (LODR) Regulations, 2015

Ref: i) Regulation 34(1) of SEBI (LODR) Regulations, 2015

ii) Scrip Code: 532406 (BSE), NSE Symbol: REGENCERAM; ISIN: INE277C01012

Dear Sir/Madam,

We wish to inform you that the 42nd Annual General Meeting (AGM) of the Company is scheduled to be held **on Wednesday, September 30, 2026, at 11:30 A.M. (IST) through Video Conferencing (VC)/ Other AudioVisual Means (OAVM).**

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are herewith enclosing the Annual Report of the Company along with the Notice of the 42nd AGM and other Statutory Reports for the Financial Year 2025-26, which was sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs').

The above said Annual report along with the Notice of AGM is also uploaded on the website of the Company and the weblink is https://www.regencyceramics.in/data/42nd_AnnualReport.pdf

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing the facility to its Members to exercise their right to vote by electronic means on the businesses specified in the Notice convening the 42nd Annual General Meeting of the Company, through remote e-Voting as well as e-Voting during the AGM.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at https://www.evotingindia.com and **the member holding shares either in physical form or in electronic form as on cut-off date (i.e., *Wednesday*, September 23, 2026) shall only be entitled for availing the remote e-voting facility.** Please make note of the following dates for e- voting:

Date and time of commencement of remote e-voting: Sunday, September 27, 2026 at 9:00 AM.

Date and time of end of remote e-voting: Tuesday, September 29, 2026 at 5:00 P.M.

This is for your information and necessary records

Thanking You,

for **Regency Ceramics Limited**

Satyendra
Prasad
Narala

Digitally signed by Satyendra Prasad Narala
DN: c=IN, o=Personal, postalCode=500033, l=Hyderabad, st=Telangana, street=82293/82/NG/42, Plot number 42 Jubilee Hills, Shaikpet, Shaikpet Telangana India 500033, title=7086, 2.5.4.20=eae81e8bbffdfd0e664d002570328152ad921fe925dd340e0efa2500d9030edd, serialNumber=5b4ddbd7ff1407836ba1dbe0ecc931ca647066f5e54c49edef2e111b6156c5a2, email=sprasad@regencyceramics.in, cn=Satyendra Prasad Narala
Date: 2026.09.07 19:09:22 +05'30'

Narala Satyendra Prasad
Managing Director & CFO
DIN: 01410333

REGENCY
NATURAL TILES

REGENCY CERAMICS LIMITED

42nd ANNUAL REPORT
2025-26

INDEX

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER (CIN):

L26914TG1983PLC004249

BOARD OF DIRECTORS

S. No.	Name of the Director	Category of Director
1.	Mr. Narala Satyendra Prasad	Chairman & Managing Director
2.	Mrs. Vijaya Lakshmi Yalamanchili	Non-Executive, Independent Director
3.	Mr. Ramkumar Srinivasan	Non-Executive, Independent Director
4.	Mr. Vasantha Rayudu Garapati	Non-Executive, Independent Director
5.	Ms. Radhika Prasad Narala	Non-Executive Non-Independent Director
6.	Mr. Pavan Kumar Duvva	Non-Executive, Independent Director
7.	Mr. Subbiah Srinivasan Battina	Non-Executive, Independent Director

KEY MANAGERIAL PERSONNEL

S. No.	Name of the Director	Designation
1.	Mr. Narala Satyendra Prasad	Chief Financial Officer
2.	Mr. Anji Reddy Devarapalli	Company Secretary and Compliance Officer

SENIOR MANAGEMENT PERSONNEL:

Mr. K. Mohan Rao - Chief Operations Officer & Head – Sales & Marketing

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

*** Mr. Narala Satyendra Prasad appointed as member w.e.f May 30, 2026

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

FACTORY ADDRESS

Behind Bus Stand
Yanam – 533464
(Union Territory of Puducherry)

MANUFACTURING PLANT ADDRESS

Survey No. 175-177/5, Vemavaram Village
Ballikurava Mandal, Bapatla District
Andhra Pradesh-523301, India

STATUTORY AUDITOR
M/s. K S Rao & Co.
Chartered Accountants
Hyderabad

INTERNAL AUDITOR
M/s. Brahmayya & Co.,
Chartered Accountants
Hyderabad

SECRETARIAL AUDITOR
M/s. Nagaraju & Associates
Practicing Company Secretaries
Hyderabad

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited
CIN: U65993TG1986PTC006936
"AURUM", D No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase – II, Gachibowli, Serilingampally,
Hyderabad – 500032, Ranga Reddy District, Telangana, India
Ph. No. 040-23818475, 23818476, 23868023
SEBI Registration No. INR000001203
Email Id: info@vccilindia.com, Website: www.vcciplindia.com

BANKERS

State Bank of Mauritius ("SBM")

LISTED AT

BSE Limited
National Stock Exchange of India Limited

ISIN

INE277C01012

WEBSITE

www.regencyceramics.in

INVESTOR E-MAIL ID

cs@regencyceramics.in

TELEPHONE NUMBER

040-23319903

"Shareholders are requested to be part of the green initiative and avail copies of Annual Report and other intimations electronically through email and hence request to share your email ID along with Folio number to cs@regencyceramics.in"

Regency Ceramics Limited
CIN: L26914TG1983PLC004249
Registered Office: 4th Floor, Dwaraka Summit, Plot No.83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet
Serilingampally Mandal, Jubilee Hills, Shaikpet
Hyderabad – 500033, Telangana, India
Phone: 040-23319903 **E-mail Id:** cs@regencyceramics.in
Website: www.regencyceramics.in

NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the members of Regency Ceramics Limited will be held on **Wednesday, September 30, 2026 at 11.30 A.M (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of **Mr. Narala Satyendra Prasad (DIN: 01410333),** who retires by rotation and being eligible, offers herself for re-appointment, and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, (**"Act"**) and other applicable provisions, if any, **Mr. Narala Satyendra Prasad (DIN: 01410333),** who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. TO APPOINT MR. PAVAN KUMAR DUVVA (DIN: 01282226) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other provisions as may be applicable, **Mr. Pavan Kumar Duvva (DIN: 01282226),** who was appointed by the Board of Directors as an Additional Director in the capacity of a Non-Executive Independent Director with effect from August 13, 2026, on the recommendation of Nomination and Remuneration Committee and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of the Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office **for a term of 3 (Three) consecutive years commencing from August 13, 2026."**

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required".

4. **TO APPOINT MR. SUBBIAH SRINIVASAN BATTINA (DIN: 00482513) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other provisions as may be applicable, **Mr. Subbiah Srinivasan Battina (DIN: 00482513),** who was appointed by the Board of Directors as an Additional Director in the capacity of a Non-Executive Independent Director with effect from September 02, 2026, on the recommendation of Nomination and Remuneration Committee and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of the Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office **for a term of 3 (Three) consecutive years commencing from September 02, 2026."**

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required".

5. **APPROVAL OF RELATED PARTY TRANSACTION WITH MRS. RADHIKA PRASAD NARALA, PROMOTER AND NON-EXECUTIVE 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 applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for material related party transaction for borrowing / availing loans from **Mrs. Radhika Prasad Narala, Promoter and Non-executive Director of Company**, within the limits approved by the members pursuant to Section 180(1)(c) of the Act vide special resolution passed on 30th September 2023, in one or more tranches and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), **for an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only),** as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time**."**

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND MR. NARALA SATYENDRA PRASAD, MANAGING DIRECTOR AND CFO 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 applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the approval of the Audit Committee and the Board of

Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for material related party transaction for borrowing / availing loans from **Mr. Narala Satyendra Prasad, Managing Director & CFO of company**, within the limits approved by the members pursuant to Section 180(1)(c) of the Act vide special resolution passed on 30th September 2023, in one or more tranches and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), **for an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees one hundred crore only),** as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time**."**

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Hyderabad, September 02, 2026

By Order of the Board of Directors
***for* Regency Ceramics Limited**
Sd/-
Anji Reddy Devarapalli
Company Secretary
M. No. A57611

NOTES

1. Pursuant to the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2 /CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR /2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue and the registered office of the Company shall be deemed to be the venue for the AGM. Accordingly, the AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the aforesaid Circulars. The deemed venue of this Meeting shall be considered at the Registered Office of the Company situated at 4th Floor, Dwaraka Summit, Plot No.83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal Jubilee Hills, Shaikpet Hyderabad – 500033.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

3. In view of relaxation given by MCA/the SEBI, the Annual Report including Financial Statements, Auditor's report, Directors' Report and Notice of this AGM along with all the annexures and attachments thereof are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories, except those Members who request for the physical copy of the same. Members may note that the Notice and Annual Report of the Company for the financial year 2025-26 will also be available on the Company's website i.e. www.regencyceramics.in , 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 and is also available on the website of Central Depository Services Limited (agency for providing the remote e-voting facility).

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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 to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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. Pursuant to Section 113 of the Act, an 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. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@regencyceramics.in with a copy marked to helpdesk.evoting@cdslindia.com

8. 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 and e-voting are given in these notes. 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.

9. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote at the AGM.

10. Only Bonafide members of the Company whose names appear on the Register of Members on cut-off date will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.

11. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of their shareholding in the Company. The Members

are requested to submit the requisite form with their Depository Participant ('DP') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - Venture Capital & Corporate Investments Private Limited, "AURUM", D No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Serilingampally, Hyderabad – 500032, Ranga Reddy District, Telangana, India (the 'RTA').

12. Members holding shares in physical form are requested to notify/send the following in the Form ISR - 1 to the RTA of the Company:
    (i) Any change or update in their mailing address;
    (ii) Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company; Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate,etc.

13. Members holding shares in physical form are requested to dematerialised their shareholding, as the shares of the Company are under compulsory demat trading.

14. **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 in electronic mode.

15. 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.

16. 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.

17. 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 23, 2026** through email on cs@regencyceramics.in The same will be replied by the Company suitably.

18. No Dividend on Equity Shares is recommended by the Board of Directors for the Financial Year ending March 31, 2026.

19. It is mandatory for shareholders of physical folios to update their PAN, contact details

(postal address with PIN and mobile number), bank account details and specimen signature ('KYC details') and choice of nomination (optional) with Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Pvt. Ltd for availing any service requests. The shareholders are requested to furnish their KYC details in the prescribed forms to RTA. In this regard, the Company has also sent intimations to the holders of physical securities, requesting them to update their PAN and KYC details.

20. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2025-26 will also be available on the Company's website at www.regencyceramics.in 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 cs@regencyceramics.in to receive an email response.

21. 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 SS-2, i.e., Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. The Company has received the requisite consent/ declaration 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.

22. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., September 30, 2026. Members seeking to inspect such documents can send an email to cs@regencyceramics.in.

23. 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.

24. 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.

25. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company on or before **September 23, 2026** through email on cs@regencyceramics.in. The same will be replied by the Company suitably.

26. The remote E-voting period for all items of businesses contained in this notice of AGM shall commence from **Sunday, September 27, 2026 at 9.00 A.M. (IST) and will end on Tuesday, September 29, 2026 at 5.00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

27. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at AGM is ***Wednesday, September 23, 2026***. 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 above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

28. 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.

29. 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. Members are requested to carefully read the instructions for E-voting before casting their vote.

30. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed **Mr Varikuti Nagaraju (Membership Number: ACS-56337), Nagaraju & Associates, Company Secretaries, as the Scrutinizer** to scrutinize the remote e-voting process and voting through E-voting system at the AGM in a fair and transparent manner.

31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

32. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.

33. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM 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 Explanatory Statement will also be available on the Company's website www.regencyceramics.in , websites of the Depositories 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 Notice, the Members may write to rclcosec@gmail.com.

34. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

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 <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding	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

securities in Demat mode with **CDSL Depository**	Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 or joining virtual meeting & voting during the meeting.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 e-Voting and joining virtual meetings 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.
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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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.
Dividend Bank Details **OR** 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. • 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.

(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 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.
- 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; rclcosec@gmail.com 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

   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 toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 3

Based on the recommendation of the Nomination and remuneration Committee, the Board of Director of the Company appointed Mr. Pavan Kumar Duvva (DIN: 01282226) as an Additional Director (Non-Executive Independent) of the Company with effect from 13th August 2026, pursuant to section 161 of the Companies Act, 2013.

In terms of provisions of section 161 of Companies Act, 2013 ("the Act"), Mr. Pavan Kumar Duvva (DIN: 01282226) holds office as an Additional Director (Non-Executive Independent) of the Company up to the date of the ensuing Annual General Meeting of the company. A Notice has been received from a member proposing Mr. Pavan Kumar Duvva (DIN: 01282226) as a candidate for the office of Director of the Company.

The Company has received a declaration from Mr. Pavan Kumar Duvva (DIN: 01282226) confirming that he meets the criteria of independence as prescribed under in sub-section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Pavan Kumar Duvva (DIN: 01282226)is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Pavan Kumar Duvva (DIN: 01282226), has done B.A., B.L. (Hons.) - National Academy of Legal Studies and Research (NALSAR University of Law)- Hyderabad, Graduated in 2003. He is a seasoned legal professional with over two decades of experience in corporate advisory, litigation, dispute resolution, and sector-specific regulatory work. His diverse practice spans FDI, M&A, joint ventures, real estate, construction, infrastructure, media, IT-ITES, pharmaceuticals, healthcare, and financial services.

Mr. Pavan Kumar Duvva blends strategic corporate expertise with strong courtroom experience. He advises a wide spectrum of clients, from startups and private equity funds to large corporates, offering holistic solutions that integrate legal, commercial, and compliance perspectives. He has also contributed to legal thought leadership through published articles on company law, contracts, arbitration, personal laws, and evolving commercial jurisprudence.

Considering rich experience and expertise, the Board is of the opinion that Mr. Pavan Kumar Duvva (DIN: 01282226) continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In terms of the provisions of sections 149, 150, 152, 160 and 161 of the Companies Act, 2013 read with Schedule IV to the Act and the Listing Regulations, the approval of members by way as special resolution as set out at Item No. 3 is being sought for the appointment of Mr. Pavan Kumar Duvva (DIN: 01282226) as Independent Director of the Company. Further, Mr. Pavan Kumar Duvva, being an Independent Director, shall not be liable to retire by rotation.

Additional information in respect of Mr. Pavan Kumar Duvva (DIN: 01282226), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in “Annexure- B” to this Notice.

The Board of Directors recommends the special resolution set out at Item No. 3 of the Notice for approval by the Members.

Except, Mr. Pavan Kumar Duvva (DIN: 01282226), being appointee, 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 resolution.

ITEM NO. 4

Based on the recommendation of the Nomination and remuneration Committee, the Board of Director of the Company appointed Mr. Subbiah Srinivasan Battina (DIN: 00482513) as an Additional Director (Non-Executive Independent) of the Company with effect from September 02, 2026, pursuant to section 161 of the Companies Act, 2013.

In terms of provisions of section 161 of Companies Act, 2013 (“the Act”), Mr. Subbiah Srinivasan Battina (DIN: 00482513) holds office as an Additional Director (Non-Executive Independent) of the Company up to the date of the ensuing Annual General Meeting of the company. A Notice has been received from a member proposing Mr. Subbiah Srinivasan Battina (DIN: 00482513) as a candidate for the office of Director of the Company.

The Company has received a declaration from Mr. Subbiah Srinivasan Battina (DIN: 00482513) confirming that he meets the criteria of independence as prescribed under in sub-section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Subbiah Srinivasan Battina (DIN: 00482513) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Subbiah Srinivasan Battina (DIN: 00482513), is a practicing Chartered Accountant under the name and style of M/s. Srinivasan & Co., He renders professional services as statutory and internal auditor of small medium and large-scale companies, partnership firm, proprietary firms, NGOs and Educational institutions. He renders consultancy services on financial matters, Income tax, Service tax and Sales tax issues to various types of businesses. He is also associated with a number of Charitable Institutions, an adviser and as trustee.

Considering rich experience and expertise, the Board is of the opinion that Mr. Subbiah Srinivasan Battina (DIN: 00482513) continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In terms of the provisions of sections 149, 150, 152, 160 and 161 of the Companies Act, 2013 read with Schedule IV to the Act and the Listing Regulations, the approval of members by way as special resolution as set out at Item No. 4 is being sought for the appointment of Mr. Subbiah Srinivasan Battina (DIN: 00482513) as Independent Director of the Company. Further, Mr. Subbiah Srinivasan Battina (DIN: 00482513), being an Independent Director, shall not be liable to retire by rotation.

Additional information in respect of Mr. Subbiah Srinivasan Battina (DIN: 00482513), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in "Annexure- B" to this Notice.

The Board of Directors recommends the special resolution set out at Item No. 4 of the Notice for approval by the Members.

Except, Mr. Subbiah Srinivasan Battina (DIN: 00482513), being appointee, 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 resolution.

ITEM NO. 5

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, mandate prior approval of members by way of an ordinary resolution for all material related party transactions and subsequent material modifications, as defined by the Audit Committee, even if such transactions are in the ordinary course of business and at arm's length.

A transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements.

The Company proposes to avail borrowings/loans from Mrs. Radhika Prasad Narala, Promoter and Non-Executive Director of the Company, on mutually agreed terms and conditions, as detailed in the Annexure to this Notice. The aggregate value of such transaction(s) is expected to exceed the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Accordingly, prior approval of the Members is being sought for the proposed borrowings/loans from Mrs. Radhika Prasad Narala, up to an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only), notwithstanding that such borrowings, whether availed individually or taken together with previous borrowings, may exceed the prescribed materiality threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The Audit Committee has reviewed the relevant details of the proposed transaction(s) and has granted its approval, subject to approval of the Members, noting that the transactions are in accordance with the Company's Related Party Transactions Policy and are in the best interest of the Company.

Mrs. Radhika Prasad Narala and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution, as set out in Item no. 5 of this Notice

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given annexure to this Notice.

Particulars	**Details**
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the related party- Ms. Narala Radhika Prasad Relationship- Director and the promoter of the Company holding 18.23% of paid-up capital of the Company
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Narala Satyendra Prasad, the Managing Director and CFO of the Company
Type, tenure, material terms and particulars	Type- unsecured loan. Tenure: The proposed borrowing arrangement is a continuing business transaction and shall subsist subject to mutual understanding and operational requirements of the Company. Material Terms- Interest free loan repayable on demand

Value of the transaction	The Company proposes to avail un-secured loan(s) from Ms. Radhika Prasad Narala, aggregating up to an amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only) at any point in time.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	263%
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	The Company has been incurring losses for several quarters and is facing increased working capital requirements. In order to support the Company's operational and financial needs, Ms. Radhika Prasad Narala, being a Promoter and Non-Executive Director of the Company, has extended financial assistance in the form of an unsecured and interest-free loan. Given that the borrowing carries no interest and does not involve creation of any security, the arrangement is commercially beneficial and in the best interest of the Company and its stakeholders.
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable

Members may further note that in terms of Regulation 23 of the SEBI Listing Regulations, all related parties, whether or not a party to the proposed transaction, shall abstain from voting on the resolution set out at Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval of the shareholders.

Details pursuant to NSE Circular No: NSE/CML/2025/12 dated March 15, 2025 and SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 are provided as under:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Mrs. Radhika Prasad Narala	-
2.	Country of incorporation of the related party	Not Applicable as related party is individual	-
3.	Nature of business of the related party	~~Business~~ ----Designer & marketing consultancy	-
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter	-
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NA	-
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mrs. Radika Prasad Narala holds 18.23% shares of Regency Ceramics Limited (60.43% with whole promoter group)	-
A(3). Financial performance of the related party			
7.	Standalone turnover of the related party for each of the last three financial years:	Not Applicable as related party is individual	-

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<tr><td>8.</td><td>Standalone net worth of the related party for each of the last three financial years:</td><td>Not Applicable as related party is individual</td><td>--</td></tr>
<tr><td>9.</td><td>Standalone net profits of the related party for each of the last three financial years:</td><td>Not Applicable as related party is individual</td><td>--</td></tr>
<tr><td colspan="4">A(4). Details of previous transactions with the related party</td></tr>
<tr><td>10.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.

Note: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>--</td><td>--</td></tr>
<tr><td></td><td colspan="2">FY 2025-2026
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>21,61,33,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table>
FY 2024-2025
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>5,00,00,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table>
FY 2023-2024
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>5,00,00,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table></td><td>--</td></tr>
<tr><td>11.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).</td><td>
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>24,05,33,000</td></tr>
</table></td><td>--</td></tr>
<tr><td>12.</td><td>Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?</td><td>Yes</td><td>NA</td></tr>
<tr><td>13.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three</td><td>No</td><td>NA</td></tr>
</table>

	financial years.		
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 1,00,00,00,000/- (One hundred crore only)	-
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No	-
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	263 %	-
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA	-
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable as related party is individual	-
B. Details for specific transactions			
B(1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions) or iv. barrowing			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing Borrowing / Loan	-
2.	Details of the proposed transaction		-
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of approval	-
4.	Indicative date /timeline for undertaking the transaction	One year from the date of approval	-
5.	Whether omnibus approval is being sought?	NA	-
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of	Rs. 1,00,00,00,000/- (One hundred crore only)	-

	transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.		
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the Managing Director of the Regency Ceramics Limited and also from Promoter Directors of the company have been provided with respect to proposed transaction	Certificates have been placed before Audit Committee and the same has been noted by Audit Committee.
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Company is presently incurring losses and has been facing constraints in accessing timely funding from conventional or confirmed external sources. The company will require funds to meet the funding requirements for its operations, working capital needs, Given the urgency and the immediate need for funds, the Company approached Ms. Radika Prasad Narala for temporary financial assistance	Audit Committee has reviewed the justification and interest of Company and public shareholders with respect to proposed transaction and Committee is in view that proposed transaction is interest of Regency ceramics Limited and its shareholders.
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	Mrs. Radhika Prasad Narala and her relatives are deemed to be interested in proposed transaction. Mrs. Radhika Prasad Narala holds 18.23% shares of company and promoter group collectively holds 60.43% shares of the company.	--
	a. Name of the director / KMP	Mrs. Radhika Prasad Narala	--
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Radhika Prasad Narala holds 18.23% shares of company and promoter group collectively	--

		holds 60.43% shares of the company.	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Mrs. Radhika Prasad Narala holds 18.23% shares of company and promoter group collectively holds 60.43% shares of the company.	--
	a. Name of the director / KMP/ partner	Mrs. Radhika Prasad Narala	--
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mrs. Radhika Prasad Narala holds 18.23% shares of company and promoter group collectively holds 60.43% shares of the company.	--
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA
12.	Other information relevant for decision making.	NA	NA
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable	NA
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable	Not applicable
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA	Not applicable
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable	Not applicable
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not applicable	

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The loan was extended on an unsecured and interest-free basis. No restrictive covenants, conversion rights, special privileges, or default-linked penal terms were attached. The arrangement was based on mutual understanding between the parties.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Nil (Interest-free).
3.	Cost of borrowing	Nil. Since the loan is interest-free and unsecured, no borrowing cost is incurred by the Company.
4.	Maturity / due date	Repayable on demand or as may be mutually agreed between the parties. No fixed maturity date has been stipulated.
5.	Repayment schedule & terms	The loan is repayable based on the Company's cash flow position and mutual understanding between the parties. No structured repayment schedule has been fixed.
6.	Whether secured or unsecured	Unsecured.
7.	If secured, the nature of security & security coverage ratio	Not Applicable, as the loan is unsecured and no charge has been created on the assets of the Company.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds were utilized towards meeting operational and working capital requirements, including procurement of raw materials, settlement of vendor dues, and ensuring continuity of business operations.

Disclosure only in case of transactions relating to borrowings by the listed entity

S.No	Particulars of the information	Information provided by the management
	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statement	
	a. Before transaction	(1.29)
	b. After transaction	(2.95)
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	(0.12)
	b. After transaction	(0.12)

ITEM NO. 6

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, mandate prior approval of members by way of an ordinary resolution for all material related party transactions and subsequent material modifications, as defined by the Audit Committee, even if such transactions are in the ordinary course of business and at arm's length.

A transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements.

The Company proposes to avail borrowings/loans from **Mr. Narala Satyendra Prasad, Managing Director of the Company,** on mutually agreed terms and conditions, as detailed in the Annexure to this Notice. The aggregate value of such transaction(s) is expected to exceed the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Accordingly, prior approval of the Members is being sought for the proposed borrowings/loans from **Mr. Narala Satyendra Prasad, up to an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only),** notwithstanding that such borrowings, whether availed individually or taken together with previous borrowings, may exceed the prescribed materiality threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The Audit Committee has reviewed the relevant details of the proposed transaction(s) and has granted its approval, subject to approval of the Members, noting that the transactions are in accordance with the Company's Related Party Transactions Policy and are in the best interest of the Company.

Mr. Narala Satyendra Prasad and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution, as set out in Item no. 6 of this Notice

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given annexure to this Notice.

Particulars	**Details**
Name of the related party and its relationship with the listed entity or its subsidiary,	Name of the related party- Mr. Narala Satyendra Prasad

including nature of its concern or interest (financial or otherwise)	Relationship- Managing Director of the Company holding 0.49 % of paid-up capital of the Company
Name of Director(s) or Key Managerial Personnel who is related, if any	Mrs. Radhika Prasad Narala, Non-Executive Director and Promoter of the Company
Type, tenure, material terms and particulars	Type- unsecured loan. Tenure: The proposed borrowing arrangement is a continuing business transaction and shall subsist subject to mutual understanding and operational requirements of the Company. Material Terms- Interest free loan repayable on demand
Value of the transaction	The Company proposes to avail un-secured loan(s) from Mr. Narala Satyendra Prasad, aggregating up to an amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only) at any point in time.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	263%
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	The Company has been incurring losses for several quarters and is facing increased working capital requirements. In order to support the Company's operational and financial needs, **Mr. Narala Satyendra Prasad, being a Promoter Group member and Managing Director of the Company**, has extended financial assistance in the form of an unsecured and interest-free loan. Given that the borrowing carries no interest and does not involve creation of any security, the arrangement is commercially beneficial and in the best interest of the Company and its stakeholders.
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable

Members may further note that in terms of Regulation 23 of the SEBI Listing Regulations, all related parties, whether or not a party to the proposed transaction, shall abstain from voting on the resolution set out at Item No. 6 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

Details pursuant to NSE Circular No: NSE/CML/2025/12 dated March 15, 2025 and SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 are provided as under:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Mr. Narala Satyendra Prasad	-
2.	Country of incorporation of the related party	Not Applicable as related party is individual	-
3.	Nature of business of the related party	Business ---- consultancy	-
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter Group	-
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NA	-
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. Narala Satyendra Prasad holds 0.49% shares of Regency Ceramics Limited and (60.43% with whole promoter group)	-
A(3). Financial performance of the related party			
7.	Standalone turnover of the related party for each of the last three financial years:	Not Applicable as related party is individual	-

<table>
<tr><td></td><td></td><td></td><td></td></tr>
<tr><td>8.</td><td>Standalone net worth of the related party for each of the last three financial years:</td><td>Not Applicable as related party is individual</td><td>--</td></tr>
<tr><td>9.</td><td>Standalone net profits of the related party for each of the last three financial years:</td><td>Not Applicable as related party is individual</td><td>--</td></tr>
<tr><td colspan="4">A(4). Details of previous transactions with the related party</td></tr>
<tr><td>10.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.

Note: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>--</td><td>--</td></tr>
<tr><td></td><td colspan="2">FY 2025-2026
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>23,97,70,528</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table>
FY 2024-2025
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>12,13,20,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table>
FY 2023-2024
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>4,70,20,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table></td><td>--</td></tr>
<tr><td>11.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).</td><td>
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>Amount (INR)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>23,97,70,528</td></tr>
</table></td><td>--</td></tr>
<tr><td>12.</td><td>Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?</td><td>Yes</td><td>NA</td></tr>
<tr><td>13.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three</td><td>No</td><td>NA</td></tr>
</table>

	financial years.		
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 1,00,00,00,000/- (One hundred crore only)	-
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No	-
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	263 %	-
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA	-
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable as related party is individual	-
B. Details for specific transactions			
B(1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions) or iv. barrowing			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing Borrowing / Loan	-
2.	Details of the proposed transaction		-
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year from the date of approval	-
4.	Indicative date /timeline for undertaking the transaction	One year from the date of approval	-
5.	Whether omnibus approval is being sought?	NA	-
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of	Rs. 1,00,00,00,000/- (One hundred crore only)	-

	transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.		
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the Managing Director of the Regency Ceramics Limited and also from Promoter Directors of the company have been provided with respect to proposed transaction	Certificates have been placed before Audit Committee and the same has been noted by Audit Committee.
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Company is presently incurring losses and has been facing constraints in accessing timely funding from conventional or confirmed external sources. The company will require funds to meet the funding requirements for its operations, working capital needs, Given the urgency and the immediate need for funds, the Company approached Ms. Radika Prasad Narala for temporary financial assistance	Audit Committee has reviewed the justification and interest of Company and public shareholders with respect to proposed transaction and Committee is in view that proposed transaction is interest of Regency ceramics Limited and its shareholders.
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	Mr. Narala Satyendra Prasad and her relatives are deemed to be interested in proposed transaction. Mr. Narala Satyendra Prasad holds 0.49% shares of company and promoter group collectively holds 60.43% shares of the company.	--
	a. Name of the director / KMP	Mr. Narala Satyendra Prasad	--
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Narala Satyendra Prasad holds 0.49% shares of company and promoter group collectively	--

		holds 60.43% shares of the company.	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Mr. Satyendra Prasad Narala holds 0.49 % shares of company and promoter group collectively holds 60.43% shares of the company.	--
	a. Name of the director / KMP/ partner	Mr. Narala Satyendra Prasad	--
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Narala Satyendra Prasad holds 0.49% shares of company and promoter group collectively holds 60.43% shares of the company.	--
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA
12.	Other information relevant for decision making.	NA	NA
B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable	NA
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable	Not applicable
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA	Not applicable
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable	Not applicable
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not applicable	

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The loan was extended on an unsecured and interest-free basis. No restrictive covenants, conversion rights, special privileges, or default-linked penal terms were attached. The arrangement was based on mutual understanding between the parties.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Nil (Interest-free).
3.	Cost of borrowing	Nil. Since the loan is interest-free and unsecured, no borrowing cost is incurred by the Company.
4.	Maturity / due date	Repayable on demand or as may be mutually agreed between the parties. No fixed maturity date has been stipulated.
5.	Repayment schedule & terms	The loan is repayable based on the Company's cash flow position and mutual understanding between the parties. No structured repayment schedule has been fixed.
6.	Whether secured or unsecured	Unsecured.
7.	If secured, the nature of security & security coverage ratio	Not Applicable, as the loan is unsecured and no charge has been created on the assets of the Company.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds were utilized towards meeting operational and working capital requirements, including procurement of raw materials, settlement of vendor dues, and ensuring continuity of business operations.

Disclosure only in case of transactions relating to borrowings by the listed entity

S.No	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statement	
	a. Before transaction	(1.29)
	b. After transaction	(2.95)
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	(0.12)
	b. After transaction	(0.12)

ANNEXURE - A

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVINGDOCUMENTS / NOTICES BY ELECTRONIC MODE

To,

Venture Capital & Corporate Investments Private Limited
"AURUM", D No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase – II, Gachibowli, Serilingampally,
Hyderabad – 500032, Ranga Reddy District, Telangana,
India

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	Narala Satyendra Prasad
Director Identification Number (DIN)	01410333
Date of Birth	31/07/1966
Age (in years)	60
Nationality	Indian
Date of first Appointment	25/09/2010
Qualification	Bachelor's Degree in Computer Science & Engineering and Masters in Computer Science.
Shareholding in the Company	1,30,550
Experience and expertise in specified functional area	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.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company or Disclosure of relationships between Directors of the Company *inter-se.*	Mr. Narala Satyendra Prasad is Spouse of Ms. Narala Radhika Prasad, Non-executive Director of the Company.
Names of the listed Companies in which person holds Directorship.	Nil
Names of listed Companies in which person ceased to be a Director in past three years.	NIL
Chairmanship/ membership of Committees of listed Companies	NIL

Number of Meetings of the Board attended	6 of 6 in FY 2025-26
Terms and Conditions of Appointment / Reappointment and Remuneration along with details of remuneration sought to be paid.	As per the Information provided in Postal Ballot Notice dated 08.01.2025.
Remuneration Last Drawn	48 Lakhs for FY 2025-26
*Other Directorships, Membership/ Chairmanship of Committees of other Boards.	**Chairmanship**: Nil **Directorship**: as mentioned below: 1. Regent Agro Products Limited 2. Regency Cements and Chemicals Limited 3. **Membership of Committees**: member of Audit & NRC committee -- Regent Agro Products Limited

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

Name of the Director	**Mr. Pavan Kumar Duvva**	**Mr. Subbiah Srinivasan Battina**
DIN	01282226	00482513
Date of Birth & Age	March 07, 1980 & 46 years	May 05, 1945 & 80 years
Educational Qualifications	B.A., B.L. (Hons.) - National Academy of Legal Studies and Research (NALSAR University of Law)- Hyderabad, Graduated in 2003	B.Com. Chartered Accountant
Experience & expertise in specific functional areas	Pavan Kumar Duvva is a seasoned legal professional with over two decades of experience in corporate advisory, litigation, dispute resolution, and sector-specific regulatory work. His diverse practice spans FDI, M&A, joint ventures, real estate, construction, infrastructure,	He is a practicing Chartered Accountant under the name and style of M/s. Srinivasan & Co., He renders professional services as statutory and internal auditor of small medium and large-scale companies, partnership firm, proprietary firms, NGOs and Educational institutions. He renders consultancy services on financial matters, Income tax, Service tax and

	media, IT-ITES, pharmaceuticals, healthcare, and financial services. He is Known for his pragmatic and commercially aligned approach, Pavan blends strategic corporate expertise with strong courtroom experience. He advises a wide spectrum of clients, from startups and private equity funds to large corporates, offering holistic solutions that integrate legal, commercial, and compliance perspectives. He has also contributed to legal thought leadership through published articles on company law, contracts, arbitration, personal laws, and evolving commercial jurisprudence.	Sales tax issues to various types of businesses. He is also associated with a number of Charitable Institutions, an adviser and as trustee.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Nature of appointment (appointment / re-appointment)	Appointment as Non-Executive Independent Director, who is not liable to retire by rotation	Appointment as Non-Executive Independent Director, who is not liable to retire by rotation
Terms and Conditions of appointment / reappointment	As detailed in resolution 3 and explanatory statement	As detailed in resolution 4 and explanatory statement
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No sitting fee/ remuneration is proposed as the company incurring losses.	No sitting fee/ remuneration is proposed as the company incurring losses.
Date of first appointment on the Board	August 13, 2026	September 02, 2026

Shareholding in the company (including shareholding as a beneficial owner)	Nil	Nil
The number of Meetings of the Board attended in FY 2025-26	Not applicable	Not applicable
List of other companies in which directorship is held (excluding foreign companies)	1. Midwest Limited 2. Confederation of Medium Industries in India 3. Atri Educational Academy Private Limited 4. B kid Edutainment Private Limited 5. MIHI Meadows Private Limited	1. Covance Softsol Limited 2. Madala Holdings Limited 3. Touchstone Fincap Limited 4. Touchstone Capital Limited 5. Suraj Laboratories Private Limited 6. Formatrics IT Solutions (India) Private Limited
Membership/ Chairmanship of Committees of other Boards position held in other companies	Member of Audit Committee, Risk Management Committee & Nomination & Remuneration Committee-Midwest Limited	Member of Audit Committee, Stake holders Relationship Committee & Nomination & Remuneration Committee Madala Holdings Limited
Listed entities from which the person has resigned in the past three years	Nil	Veljan Denison Limited
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mr. Pavan Kumar Duvva is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.	Mr. Subbiah Srinivasan Battina is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

ANNEXURE – C

COMPLIANCE CERTIFICATE

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

To,
The Board of Directors,
Regency Ceramics Limited

I, ***Narala Satyendra Prasad, Managing Director & CFO*** of Regency Ceramics Limited here by certify that:

a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2026 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 our 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, if any, over Financial Reporting during the year;

   ii. Significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the Financial Statements; and

   iii. Instances of significant fraud, if any, 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.

Hyderabad, May 30, 2026.

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

Sd/-
Narala Satyendra Prasad
Managing Director & CFO
DIN: 01410333

BOARD'S REPORT

To,

The Members,

Regency Ceramics Limited,

Hyderabad.

Your Directors have pleasure in presenting the 42nd Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL SUMMARY/HIGHLIGHTS

The performance of the Company for the Financial Year ended March 31, 2026 is summarized below:

(Rupees in lakhs)

Particulars	**Current Year 31-03-2026**	**Previous Year 31-03-2025**
Revenue from Operations	3826.78	1314.70
Other Income	259.30	1262.10
Total Income	4086.08	2576.80
Total Expenditure	6619.05	3064.61
Prior Period Adjustment	0.00	0.00
Profit / (Loss) Before exceptional and extraordinary items and Tax	(2533.07)	(487.81)
Less: Exceptional and Extraordinary Items	0.00	0.00
Profit/ (Loss) Before Taxation	(2533.07)	(487.81)
Less: - Current Tax - Tax adjustment relating to prior years - Deferred Tax	(148.59)	(712.82)
Profit / (Loss) After Tax	(2384.48)	225.01

REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the financial year ended 31st March, 2026, the Company continued to be engaged in the business of manufacturing and trading of ceramic, vitrified and allied tile products. The manufacturing facilities of the Company operated satisfactorily during the year. Continuous efforts were undertaken to improve productivity, optimize resource utilization and maintain high standards of quality in manufacturing processes. The Company also focused on introducing innovative designs and products in line with changing market trends and customer preferences.

The Company recorded satisfactory operational performance during the year under review despite challenges arising from fluctuations in raw material prices, energy costs, logistics expenses and competitive market conditions. The management continued to focus on operational efficiency, cost optimization, product quality enhancement and market expansion initiatives to sustain growth and profitability. The Board remains committed to enhancing stakeholder value through sustainable growth, prudent financial management and adherence to the highest standards of corporate governance

As we present this annual report, we take pride in showcasing our revitalized operations and reinvigorated spirit, ready to seize new opportunities and create a brighter future for our stakeholders and the Company alike.

During the financial year ended March 31, 2026, the Company recorded a significant growth in its Revenue from Operations, which increased to ₹3,826.78 lakhs as compared to ₹1,314.70 lakhs in the previous financial year. The Total Income of the Company stood at ₹4,086.08 lakhs, as against ₹2,576.80 lakhs in the previous year. However, the Total Expenditure increased to ₹6,619.05 lakhs during the year from ₹3,064.61 lakhs in the previous year. Consequently, the Company incurred a Loss Before Tax of ₹2,533.07 lakhs for FY 2025-26, compared to a Loss Before Tax of ₹487.81 lakhs in FY 2024-25. After considering the tax impact, the Company reported a Loss After Tax of ₹2,384.48 lakhs for the year under review, as against a Profit After Tax of ₹225.01 lakhs in the previous financial year.

The Company has entered into an exclusive manufacturing arrangement that includes, but not limited to, leasing of facilities of Segno Ceramics Private Limited (Segno), which will enable the Company to serve its customers more efficiently and effectively by providing innovative products and better logistics in the hinterland. This agreement enhances the company’s operational goals. We believe this arrangement will significantly benefit our customers.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company, during the financial year under review.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this report.

INSURANCE SETTLEMENTS

Background:
Your company made a claim on reinstatement value basis in accordance with the Industrial All Risks policy taken from National Insurance Company Limited and submitted its claim for loss/damage to the properties of the Company in 2012. However, as per the policy terms, the Insurance Company contended that the Repairs/ Replacement of Plant & Machinery should have been completed within 12 (twelve) months from the date of incident. The insurance company therefore, denied the claim made by the Company on the basis of Reinstatement Value, finalized the claim under depreciation method / surveyors' assessment and sent the discharge vouchers for acceptance. Your Company returned the discharge vouchers under protest and invoked arbitration clause as per the policy terms.

The Company received a unanimous award from the Arbitral Tribunal in favor of the Company for an aggregate amount of Rs. 157.02/- (Rupees One hundred and fifty- seven crores and two lakhs) plus applicable interest. National Insurance Company had the right of recourse against this award as per the provisions of the Arbitration and Conciliation Act, 1996 and have filed an appeal to set aside the award under Sec 34 of the Act.

CURRENT STATUS:
Hon'ble Principal District Court, Puducherry (Presided by Principal District Judge) pronounced an order on April 06, 026 in favor of the Company, whereby the Arbitral award has been modified to Rs. 133,30,60,000/- (Rupees One Hundred Thirty- Three Crores Thirty Lakhs Sixty Thousand Only) and the remaining portion of the award has been confirmed along with proportionate costs.

National Insurance Company has filed an Arbitration Appeal in the Division Bench of the Madras High Court. Our company has also filed a cross appeal in the same Bench. The appeals have been admitted and the appeal process is on going.

LABOUR SETTLEMENTS:
The company signed a Memorandum of Settlement on 24.10.2019 under Section 12 (3) of the Industrial Disputes Act, 1947 with the Staff and Workers Union. The Company is ready to allot the developed house site as per the Memorandum of Settlement once the Yanam Master Plan is approved and the layout approval is received.

NAMES OF COMPANIES, WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR;
During the Financial Year, no Company has become or ceased to be Company's Subsidiary, Joint Venture or Associate Company

PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186

During the financial year 2025-2026, the Company has not provided any guarantees, made any investments, or provided any securities or granted any loans falling within the meaning of Section 186 of the Companies Act, 2013 and rules framed thereunder.

However, the details of investments, securities and loans, if any made earlier, are provided in the schedules to the financial statements

DEPOSITS

The Company has neither accepted nor renewed any deposits from the public during the Financial Year 2025–26 within the meaning of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, there were no deposits outstanding as on March 31, 2026, and no amount of principal or interest was due for repayment during the year under review.

Pursuant to Rule 2(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014, the Company has outstanding unsecured loans (‘Exempted Deposits” or not considered as Deposits) from Directors amounting to Rs. 103,63, 40, 391 /- as on March 31, 2026.

The requisite return **(“FORM DPT-3”)** for FY 2025-26 with respect to amount(s) not considered as deposits has been filed. The Company does not have any unclaimed deposits as of date.

TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the Financial Year ended March 31, 2026.

DIVIDEND

Due to the absence of distributable profits, the Directors of the Company have not declared any dividend for the financial year 2025-26. Further, we acknowledge the importance of dividends to our shareholders but believe that prioritizing the stabilization of our operations and the reduction of losses is pivotal at this juncture. As we navigate these circumstances, we remain resolute in our efforts to restore profitability and ensure the sustained growth of our business.

FUTURE OUTLOOK

The future prospects of the Company and industry outlook are given in the Management Discussion and analysis report.

SHARE CAPITAL

During the year under review, the Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupees Ten) each.

The Issued Capital of the Company is Rs. 26,50,85,860/- (Rupees Twenty Six Crore Fifty Lakhs Eighty Five Thousand Eight Hundred and Sixty only) divided into 2,65,08,586 (Two Crore Sixty Five Lakhs Eight Thousand Five Hundred and Eighty Six) Equity Shares of Rs.10/- (Rupees Ten) each.

The Subscribed and Paid-up Capital of the Company as on March 31, 2026 is Rs. 26,44,15,860 /- (Rupees Twenty-Six Crore Forty Four Lakhs Fifteen Thousand Eight Hundred Sixty only) divided into 2,64,41,586 (Two Crore Sixty Four Lakhs Forty One Thousand Five Hundred Eighty Six) Equity shares of Rs.10/- (Rupees Ten) each.

Issue of equity shares with differential rights,

During the period under review, the Company did not issue any equity shares with differential rights.

Issue of Sweat Equity Shares

During the period under review, the Company did not issue any sweat equity shares.

Details of Employee Stock Options

During the period under review, the Company did not issue any Employee Stock Options.

DIRECTORS AND KMP

“The changes that took place in the composition of the Board of Directors and Key Managerial Personnel of the Company during the year under review and up to the date of this Report are set out herein below:”

The Directors and Key Managerial Personnel of the Company as on March 31, 2026 were as follows:

S. No.	Name of the Director/ KMP	Designation
i.	Dr. Naraiah Naidu Gudaru**	Executive Chairman
ii.	Mr. Narala Satyendra Prasad	Managing Director and CFO
iii.	Mrs. Radhika Prasad Narala	Non-Executive Director

iv.	Mr. Ramkumar Srinivasan	Independent Director
v.	Mr. Garapati Vasantha Rayudu	Independent Director
vi.	Mrs. Vijaya Lakshmi Yalamanchili	Independent Director
vii.	Mr. Anji Reddy Devarapalli	Company Secretary and Compliance Officer

***** Dr. Naraiah Naidu Gudaru ceased as Director of the Company w.e.f April 29, 2026***

In accordance with the provisions of the Act, Mr. Narala Satyendra Prasad (DIN: 01410333) Non-Executive Director of the Company retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') are given in the Notice of this AGM, forming part of the Annual Report.

The Directors and Key Managerial Personnel of the Company as on the date of this report are as follows:

S. No.	Name of the Director/ KMP	Designation
i.	Mr. Narala Satyendra Prasad	Managing Director and CFO
ii.	Mr. Ramkumar Srinivasan	Independent Director
iii.	Mrs. Vijaya Lakshmi Yalamanchili	Independent Director
iv.	Mr. Vasantha Rayudu Garapati	Independent Director
v.	Mrs. Radhika Prasad Narala	Non-Executive Director
vi.	Mr. Pavan Kumar Duvva*	Independent Director
vii.	Mr. Subbiah Srinivasan Battina#	Independent Director
viii.	Mr. Anji Reddy Devarapalli	Company Secretary and Compliance Officer

****Mr. Duvva Pavan Kumar (DIN:01282226) was appointed as an Independent Director of the Company effective August 13, 2026 for a period of Three years.***

#Mr. Subbiah Srinivasan Battina (DIN: 00482513) was appointed as an Independent Director of the Company effective September 02, 2026 for a period of Three years.

BOARD MEETINGS;

The Board of Directors met Six (6) times during the Financial Year from 1st April 2025 to 31st March 2026. The dates on which the meetings were held are 01/05/2025, 29/05/2025, 11/08/2025, 06/09/2025, 11/11/2025, 12/02/2026.

The intervening gap between the Meetings was within the period of 120 (One Hundred and Twenty) days as prescribed under the Companies Act, 2013.

The number of meetings attended by the Directors during the Financial Year 2025-26 is as follows:

S. No.	Date of Board Meeting	No. of Directors entitled to attend	No. of Directors who attended	% of their Attendance
1.	01/05/2025	6	5	83.33
2.	29/08/2025	6	6	100
3.	11/08/2025	6	5	100
4.	06/09/2025	6	6	100
5.	11/11/2025	6	6	100
6.	12/02/2026	6	6	100

A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

All Independent Directors of the Company have enrolled their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Additionally, these Directors have successfully completed the test conducted by the Indian Institute of Corporate Affairs.

The Board of Directors have evaluated the Independent Director appointed during the year 2025-26 and opined that the integrity, expertise and experience (including proficiency) of the Independent Director is satisfactory.

COMMITTEES OF THE BOARD;

The Board of Directors has the following Committees:

a. Audit Committee
b. Nomination and Remuneration Committee
c. Stakeholders' Relationship Committee

Details of these Committees, including their composition, number of meetings held, and attendance at the meetings, are provided in the Corporate Governance section of this Report.

POLITICAL CONTRIBUTION:

Pursuant to Section 182 of the Companies Act, 2013, read with the applicable rules made thereunder, and other applicable provisions, if any, the Company confirms that it has not made any political contributions, directly or indirectly, to any political party, electoral trust, or political organization or political candidate during the financial year ended March 31, 2026.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received declarations from Mr. Vasantha Rayudu Garapati, Mrs. Vijaya Lakshmi Yalamanchili and Mr. Ramkumar Srinivasan, Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub- Section (6) of Section 149 of the Companies Act, 2013 and Regulations 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

In compliance with the requirement of Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The same is available on the website of the Company i.e., www.regencyceramics.in.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, the Individual Directors, the Chairman of the Company etc. pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder and SEBI (LODR) Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors. The parameters include attendance of Directors at Board and Committee meetings, integrity, credibility, expertise and trustworthiness of Directors, Board's monitoring of various compliances, laying down and effective implementation of various policies, level of engagement and contribution of the Directors, safeguarding the interest of all stakeholders etc. The performance evaluation of each Independent Director was carried out by the Board.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of Independent Directors, performance of the Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the Individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

As an outcome of the above exercise, it was noted that the Directors come from different backgrounds, varied administrative, financial, legal and corporate experience. They bring together a good blend of knowledge, relevant skills, experience and have provided sound advice. The Board has functioned as a cohesive body and has ensured compliance with legal, regulatory and good governance norms. It was also noted that the Committees of the Board are functioning well and satisfaction was expressed on the performance of Independent Directors and the Executive Directors of the Company.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Board has, on the recommendation of the Nomination & Remuneration Committee frameda policy for selection and appointment of Directors, Senior Management and their remuneration pursuant to Section 178(3) of the Companies Act, 2013.The details of the same forming part of the Company's Nomination and Remuneration Policy is placed on the website of the Company i.e. https://www.regencyceramics.in/policies/.

The requisite information pursuant to Section 178(4) of the Act is given in the Corporate Governance Report which forms part of the Annual Report.

NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

Your Company has laid down well-defined criteria for making payment to Non-Executive Directors of the Company. The details of the same are available at the Company's website i.e., https://www.regencyceramics.in/policies/.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your board of Directors to the best of their knowledge and ability confirm that:

a) in the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the loss of the Company for the Financial Year under review;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As no dividend was declared from the Financial Year 2004-05 no amount has been transferred to IEPF.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY DURING THE PERIOD UNDER REVIEW

During the year under review, the Company does not have any subsidiaries, joint ventures or associate companies.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Companies Act, 2013 a copy of the Annual Return for the Financial Year ended March 31, 2026 shall be placed on the website of the Company i.e., https://www.regencyceramics.in/annual-returns/. The same can be accessed post completion of 42nd Annual General Meeting scheduled to be held on September 30, 2026.

AUDITORS

A. STATUTORY AUDITOR

M/s. K S Rao & Co. Chartered Accountants, Hyderabad (Firm Registration No. 003109S) were appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, at the 38th Annual General Meeting held on September 30, 2022, to hold the office till the conclusion of 43rd Annual General Meeting of the Company.

The Statutory Auditor's Report for the Financial Year 2025-26 on the Financial Statements forms part of this Annual Report.

B. SECRETARIAL AUDITOR

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Nagaraju & Associates., Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from the FY 2025-26 till FY 2029-30,

The Secretarial Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Company Secretaries of India (ICSI) and hold valid certificate issued by the Peer Review Board of the ICSI.

The Secretarial Audit Report (MR-3) for the Financial Year 2025-26 on the Financial Statements forms part of this Annual Report.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITOR

There have been no instances of fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made are us under:

A. STATUTORY AUDITOR'S REPORT

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2026 and has noted the reservation, qualification or adverse remarks made by them. The Explanations or comments by the Board on qualifications made by the Statutory Auditor are as under:

S. No.	Audit Qualifications	Board's Reply to the qualifications made by StatutoryAuditor
1.	Reply to Audit Qualification 1	*The Company suffered extensive damage to the Buildings, Plant & Machinery and other assets situated at its factory in Yanam due to unprecedented violence that occurred on January 27, 2012. Stocks of Finished Goods, Raw Materials, Stores and Spares, stocks-in-process and other inventories were largely damaged / looted. The Company declared lock-out of the Plant from January 31, 2012.* *The Company has refurbished one of its production lines and all associated miscellaneous fixed assets. Some of the production lines installed prior to year 2000 suffered extensive damage and the OEMs expressed their inability to provide spares or repair / refurbish those equipment's. The delay in insurance settlement is the prime reason for inability of the company to bring back the equipment fit for production. Hence, out of 10 production lines, 6 lines have been scrapped and the amount received on sale of scrap has been accounted in the books of accounts. The corresponding amounts in the book value and accumulated depreciation have been reduced to that extent*
2.	Reply to Audit Qualification 2	*After series of negotiations with the workers union, Memorandum of settlement was arrived on 24.10.2019 at Puducherry under Section 12 (3) of the Industrial Disputes Act, 1947 before the Commissioner of Labour -cum- Chief Conciliation Officer, U T of Puducherry between the Company and the Regency Ceramics Staff and Workers Union. As per the MOU, the management has agreed to provide house sites at Yanam to all the displaced workers of the Company in three categories as proposed by the union.*

		In this connection, two stretches of land owned by ancillary units to the extent of about 25.35 Acres was registered on 18.10.2019 in favour of the union through settlement deeds. The conversion of agricultural land into residential plots, development of land, laying of roads, and other associated infrastructure is completed. The actual allotment of plots to the correct beneficiary is yet to be done, and necessary entries will be made in the books of accounts after the allotment.
3.	Reply to Audit Qualification 3	*The Management cannot estimate the impact as the exact quantification of these will be known only when the operations start at Yanam and these debtors and creditors are approached after commencement of operations at Yanam factory unit.*
4.	Reply to Audit Qualification 4	*The Management has taken due note of the qualification and confirms that a detailed review of the said balances shall be undertaken in FY 2026–27. Based on the outcome of such review, the irrecoverable amounts shall be written off in accordance with the applicable Accounting Standards and the Company's accounting policies. Adequate monitoring controls shall also be put in place to prevent recurrence of similar situations going forward.*
5.	Reply to Audit Qualification 5	*The Management has taken due note of the qualification and confirms that a detailed review of the said balances shall be undertaken in FY 2026–27. Based on the outcome of such review, the amounts which are no longer payable shall be written back to the Statement of Profit & Loss in accordance with the applicable Accounting Standards and the Company's accounting policies. Adequate monitoring controls shall also be put in place to ensure timely identification and settlement or write-back of such balances going forward*
6.	Reply to Audit Qualification 6	*The Management has agreed with Directors and Bodies Corporate that the interest will not be provided on the Unsecured loans. Interest to MSME suppliers will be negotiated and finalized after mutual discussions with the suppliers and same shall be placed in the Board of Directors meeting of the Company. Further, it may be*

		noted that the outstanding dues payable to MSME vendors pertain to transactions undertaken prior to the financial year 2012-13 and have remained outstanding since then.
7	Reply to Audit Qualification 7	*The Company is of opinion that the statutory authorities shall waive the interest and penalties in view of the unprecedented incident.*
8	Reply to Audit Qualification 8	*The Company maintains inventory records through a software system, and physical stock records are updated on an ongoing basis. As part of the year-end closing process, a comprehensive Stock Audit covering Raw Materials, Stores & Spares, Packing Materials, and Finished Goods was conducted during 14th May 2026 to 23rd May 2026 by M/s. Tirupathi Associates, an independent firm entrusted with this exercise.* *The valuation and reconciliation of inventories has since been completed based on the findings of the said Stock Audit, and the Management is satisfied that the inventory values as reported in the Financial Statements are fairly stated in accordance with the applicable Accounting Standards.* *The Management assures that going forward, the inventory reconciliation process shall be strengthened to ensure timely completion well before the finalization of Financial Statements.*

B. SECRETARIAL AUDIT REPORT

The Board has duly reviewed the Secretarial Auditor's Report for the year ended March 31, 2026 and has noted the qualification made by them. The Explanations or comments by the Board on qualifications made by the Secretarial Auditor are as under:

S. No.	Audit Qualifications	Board's Reply to the qualifications made by Secretarial Auditor
1.	**Reply to Audit Qualification 1**	As on 31.03.2026, 100% shareholding Held by promoters & Promoter Group are in Dematerialized Form.

INTERNAL AUDITOR

In compliance with the provisions of section 138(1) of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, M/s. Brahmayya & Co, Chartered Accountants were appointed as the Internal Auditor of the Company for the Financial Year 2025-2026.

MAINTENANCE OF COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under sub-section (1) of Section 148 of the Companies Act, 2013, are not applicable for the business activities carried out by the Company.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

The Business Responsibility and Sustainability Report as stipulated under Regulation 34 (2)(f) of the SEBI (Listing Obligations and Disclosure Requirements is not applicable to your Company and hence it does not form a part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given loans, guarantees or made any investments that are covered under Section 186 during the year under review.

RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year were in the ordinary course of the business of the Company and were on an arm's length basis. There were no materially significant related party transactions entered by the Company during the year with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company. However, disclosure in Form AOC-2 is annexed herewith as Annexure - E.

The policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors is hosted on the website of the Company and the link for the same is: https://www.regencyceramics.in/policies/

CORPORATE SOCIAL RESPONSIBILITY

The provisions w.r.t., Corporate Social Responsibility (CSR) are not applicable to the Company. Therefore, the Company has not constituted CSR committee during the Financial Year 2025-26 nor has developed and implemented a CSR Policy.

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

S. No.	Conservation of Energy	
(A)	(i) the steps taken or impact on conservation of energy	The operations of your Company are not energyintensive; however adequate measures have been taken to reduce energy consumption.
	(ii) the steps taken by the Company for utilising alternate sources of energy.	All efforts are made to use more natural lights in office premises to optimise the consumption of energy
	(iii) the capital investment on energy conservationequipment	NIL
	Technology Absorption	
(B)	(i) the efforts made towards technology absorption;	Not Applicable
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable

	(iii) in case of imported technology (imported duringthe last three years reckoned from the beginning of the Financial Year); a) the details of technology imported; b) the year of import; c) whether the technology been fully absorbed; if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	Not Applicable
	(iv) the expenditure incurred on Research and Development	Not Applicable

(C)	**Foreign Exchange Earnings and Outgo**		
	Particulars	**(in Rupees)**	
		2025-26	**2024-25**
	Foreign Exchange Outflow	12,14,091	63,34,960
	Foreign Exchange Inflow	Nil	Nil

CONSTITUTION OF COMMITTEES

AUDIT COMMITTEE:

The Audit Committee of the Company is duly constituted as per Section 177 of the Companies Act, 2013 and is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Composition and scope of Audit Committee is provided in the Corporate Governance report annexed herewith.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is duly constituted as per Section 178 of the Companies Act, 2013 and is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Composition and scope of Nomination & Remuneration Committee is provided in the Corporate Governance report annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee is duly constituted as per Section 178 of the Companies Act, 2013 and is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Composition and scope of Stakeholders Relationship Committee is provided under the Corporate Governance report annexed herewith.

RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the rules framed there under and pursuant to the applicable provision of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, the Company has established a mechanism through which all stake holders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle blower policy which has been approved by the Board of Directors of the Company has been hosted on the website of the Company viz https://www.regencyceramics.in/policies/. During the year under review the Company has not received any complaint(s) under the said policy.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS, REGULATORS AND TRIBUNALS

There are no significant and material orders passed by the regulators, courts and tribunals that would impact the going concern status of the Company and its future operations.

FAILURE TO IMPLEMENT ANY CORPORATE ACTION

There were no instances of Corporate Insolvency Resolution Process (CIRP) initiated against the Company during the period under review.

CORPORATE GOVERNANCE

Pursuant to the provisions of Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the members of the Company. A certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under the said Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Annual Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this report.

SECRETARIAL STANDARDS:

The Company has duly complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the Financial Year 2025-26 to BSE Limited as well as National Stock Exchange of India Limited where the Company's Shares are listed.

POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website (https://www.regencyceramics.in/policies/). The policies are reviewed periodically by the Board and updated based on need and new compliance requirements.

ENVIRONMENT AND HUMAN RESOURCE DEVELOPMENT

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking utmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

Your Company treats its “human resources” as one of its most important assets.

INDUSTRIAL RELATIONS

Since the Company is in the process of reviving its operations in full scale, there are very few employees in the Company and the Company maintains a cordial relationship with them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. An Internal Complaints Committee (ICC) has been established to address and resolve any complaints related to sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off, during the year 2025-26:

a. Number of complaints of sexual harassment received in the year – 0
b. Number of complaints disposed off during the year – 0
c. Number of cases pending for more than ninety days – 0

PARTICULARS OF EMPLOYEES

Details in respect of the remuneration paid to the employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time forms part of this report. The Annual Report and accounts are being sent to the shareholders excluding the aforesaid exhibits. Shareholders interested in obtaining this information may access the same from the Company’s website.

The ratio of the remuneration of each Director to the median employee’s remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in Annexure–D and forms part of this Report.

During the year none of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month as per the limits specified underthe Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961;

The Company is fully committed to upholding the rights and welfare of its employees in accordance with the applicable laws. In line with this commitment, the Company ensures strict compliance with the provisions of the Maternity Benefit Act, 1961, as amended from time to time

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website https://www.regencyceramics.in/policies/

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the period under review, there was no instance of one-time settlement with any Bank or Financial Institution.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of your

Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

SUSPENSION OF TRADING

The shares of the Company have been listed and traded on the BSE Limited and NSE. The securities of Company have not been suspended from trading on BSE Limited and NSE as on March 31, 2026.

DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT

During the period under review, there was no revision of financial statement or the Report

EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

1. Disclosure on purchase by Company or giving of loans by it for purchase of its shares : Not applicable
2. Buy back shares : Not applicable
3. Preferential Allotment of Shares : Not applicable

CEO/ CFO CERTIFICATION

The Managing Director cum CEO and CFO certification of the Financial Statements for the year 2025-2026 is annexed to this Annual Report.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the contribution made by the all concerns at all levels for the operations of the Company. Your Directors also wish to place on record their appreciation of business constituents and shareholders of the Company for their continued support for the Company.

BY ORDER OF THE BOARD
***for* Regency Ceramics Limited**

Place: Hyderabad	**Narala Radhika Prasad**	**Narala Satyendra Prasad**
Date: September 02, 2026.	**Non-Executive Director**	**Managing Director & CFO**
	DIN: 00105837	**DIN:01410333**

ANNEXURE-D

- The details of remuneration during the year 2025-2026 as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are as follows:

Name of the Director	Title	% increase of remuneration in 2025-26 as compared to 2024-25	Ratio of remuneration of each Director to MRE
Dr. Naraiah Naidu Gudaru	Executive Chairman	Not Applicable	Not Applicable
Mr. Narala Satyendra Prasad	Managing Director	Nil	20 times
Mrs. Narala Radhika Prasad	Non-Executive Director	Not Applicable	Not Applicable
Mr. Ramkumar Srinivasan	Independent Director	Not Applicable	Not Applicable
Mrs. Vijaya Lakshmi Yalamanchili	Independent Director	Not Applicable	Not Applicable
Mr. Vasantha Rayudu Garapati	Independent Director	Not Applicable	Not Applicable

MRE: Median Remuneration of Employees

- The Percentage change in Remuneration of Key Managerial Personnel (other than Executive Directors) during the Financial Year 2025-26:

Name of the KMP	Title	% increase of remuneration in 2025-26 as compared to 2024-25
Mr. Anji Reddy Devarapalli	Company Secretary	Not Applicable

Percentage increase/ decrease in the median remuneration of the employees in the FinancialYear – 31.08%

2. Total employees on the rolls of the Company as on March 31, 2026 –104 (One Hundred and Four)

3. a. Average percentile increase made in the salaries of the employees other than the managerial remuneration – No increase

   b. Its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration- Not Applicable, since there was no increase in the managerial remuneration paid during the Financial Year 2025-26.

4. Explanation on relationship between average increase in remuneration and Company performance:

   The average increase in employee remuneration effected during the Financial Year 2025-26 was Nil. The Company in general has not undertaken any increment/performance appraisal during the previous Financial Year 2025-26.

5. Affirmation that the remuneration is as per the remuneration policy of the Company.

   The Company is in Compliance with its remuneration policy.

6. Information under Section 197(12) of the Companies Act, 2013 read with the rule 5(2) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2026 –

Names of Employees Employed throughout the Financial Year and in receipt of remuneration aggregating Rs. 1,02,00,000/- (Rupees One Crore and Two Lakh) or more:-

Name of the Employee	Designation	Remuneration (in Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Age	Last employment held before joining the Company	% of equity shares held in the Company
Nil								

Names of Employees Employed throughout the Financial Year and in receipt of remunerationfor a part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- Per Month:-

Name ofthe Employ ee	Designation	Remun eration (in Rs.)	Qual i ficati on	Experienc e(years)	Date of Comm encem ent of Emplo yment	Age	Last employme nt hel dbefore joining the Company	% of equity shares held in the Compan y
Nil								

7. If employed throughout the Financial Year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company – Nil

BY ORDER OF THE BOARD
***for* Regency Ceramics Limited**
Sd/-

Place: Hyderabad
Date: September 02, 2026.

Narala Radhika Prasad
Director
DIN: 00105837

Narala Satyendra Prasad
Managing Director&CFO
DIN:01410333

ANNEXURE – E

FORM NO. AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/ arrangements/ transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions'	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the ordinary resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/ arrangements/ transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Date of approval by the Board	
6.	Amount paid as advances, if any	

BY ORDER OF THE BOARD
***for* Regency Ceramics Limited**
Sd/-

Place: Hyderabad	**Narala Radhika Prasad**	**Narala Satyendra Prasad**
Date: September 02, 2026.	**Director**	**Managing Director&CFO**
	DIN: 00105837	**DIN:01410333**

ANNEXURE-F

DECLARATION ON CODE OF CONDUCT FOR THE FINANCIAL YEAR 2025-26

(Pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Regency Ceramics Limited

I, **Narala Satyendra Prasad, Managing Director** of Regency Ceramics Limited do hereby declare and confirm that:

The Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors.

In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2026.

BY ORDER OF THE BOARD
for **Regency Ceramics Limited**

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

Place: Hyderabad
Date: May 30, 2026.

ANNEXURE - G

REPORT ON CORPORATE GOVERNANCE

In compliance with Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations') the Company sets forth the report on the Corporate Governance on the matters as mentioned in the said schedule and practices followed by the Company.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of corporate governance, transparency, integrity, accountability, and ethical business conduct. Corporate governance is integral to the Company's business philosophy and serves as the foundation for sustainable value creation for all stakeholders, including shareholders, customers, employees, business partners, regulators, and the communities in which the Company operates.

The Company's philosophy on Corporate Governance is founded on the principles of integrity, transparency, accountability, fairness, ethical conduct, and sustainable value creation. The Company recognizes that robust corporate governance practices are essential for maintaining stakeholder trust, enhancing shareholder value, ensuring regulatory compliance, and achieving long-term sustainable growth.

The governance framework of the Company is supported by a well-defined structure of Board Committees, including the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Corporate Social Responsibility Committee. These Committees play a vital role in strengthening oversight, enhancing accountability, and ensuring focused governance across key areas of the Company's operations.

Your Company is in compliance with the requirements of the provisions of Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to Corporate Governance

BOARD OF DIRECTORS

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage.

Composition of the Board

The Company is managed and controlled through a professional body of Board of Directors which comprises of an optimum combination of Executive, Non-Executive and Independent Directors. The Composition and Category of Directors as on March 31, 2026 is:

Category	No. of Directors
Promoter Directors	2
Promoter Non-Executive Director	1
Non-Executive Independent Directors	3
Total	**6**

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Attendance of each director at the Board Meetings held during the Financial Year 2025-26 and at the last Annual General Meeting.

Name of the Director	Category	Meetings held during the year	Meetings Entitled to attend	Meetings attended	Attendance at Last AGM
Dr. Naraiah Naidu Gudaru DIN: 00105597	Promoter, Executive Director	6	6	6	Present
Mr. Narala Satyendra Prasad DIN: 01410333	Promoter, Executive Director	6	6	6	Present
Mrs. Narala Radhika Prasad DIN: 00105837	Non-Executive Non-Independent Director	6	6	6	Present

Name of the Director	Category	Meetings held during the year	Meetings Entitled to attend	Meetings Attended	Attendance at Last AGM
Mrs. Vijaya Lakshmi Yalamanchili DIN: 02210385	Non-Executive Independent Director	6	6	6	Present
Mr. Vasantha Rayudu Garapati DIN: 10286287	Non-Executive Independent Director	6	6	5	Absent
Mr. Ramkumar Srinivasan DIN: 02059639	Non-Executive Independent Director	**6**	**6**	**5**	Present

Number of other Boards/Board Committees in which the Directors are either Member or Chairman as at March 31, 2026

Name of the Director	No of Directorships in other Companies (1)		No. of Committee positions in other public companies (2)		Directorships in other listed entities (Category of Directorship)
	Chairman	**Director**	**Chairman**	**Member**	
Dr. Naraiah Naidu Gudaru	---	0	---	0	Nil
Mr. Narala Satyendra Prasad	---	2	---	2	Nil
Mr. Ramkumar Srinivasan	---	1	---	2	Nil

Mrs. Vijaya Lakshmi Yalamanchili	---	3	2	---	Nil
Mr. Vasantha Rayudu Garapati		0			Nil
Ms. Narala Radhika Prasad		5			Nil

(1) Excludes directorship in the private Company, Foreign Companies and Section 8 Companies

(2) Pertains to membership/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of other Indian public companies as per Regulation 26(1)(b) of the SEBI Listing Regulations.

Number of Board Meetings held and dates on which they were held during the year 2025-26.

Quarter	No. of Meetings	Dates on which held
April – June 2025	2	01.05.2025, 29.05.2025
July – September 2025	2	11.08.2025, 06.09.2025
October – December 2025	1	11.11.2025
January – March 2026	1	12.02.2026
Total	**6**	

Disclosure of Relationships Between Directors Inter-Se

Dr. Naraiah Naidu Gudaru, Executive Chairman, Mrs. Narala Radhika Prasad, Non-executive Director and Mr. Narala Satyendra Prasad, Managing Director & CFO, are relatives. Other than them, none of the Directors are related to any other Directors.

Shares held by Non-Executive / Independent Directors as on March 31, 2026

Ms. Narala Radhika Prasad, Non-executive Director of the Company holds 48,19,586 shares of the Company as on March 31, 2026.

No Independent Directors of the Company hold any equity share of the Company as on March 31, 2026.

None of the Independent Directors of the Company is serving as an Independent Director in more than seven listed companies.

Further, no Independent Directors of the Company hold positions of Whole-Time Director / Managing Director in another listed company.

Skills/ expertise/ competence of the Board of Directors

The Board comprises of qualified members who bring the required skills, expertise and competence on the following matrix which allows the Company to carry its business efficiently.

- Governance and Board Services (1)
- Business Understanding (2)
- Risk/Legal/Regulatory Compliance (3)
- Information Technology/Accounting/ Financial Experience (4)
- Industry/ Sector Knowledge (5)
- Strategy development and implementation (6)

Name of the Director	(1)	(2)	(3)	(4)	(5)	(6)
Dr. Naraiah Naidu Gudaru	✓	✓	✓		✓	✓
Mr. Narala Satyendra Prasad	✓	✓		✓	✓	✓
Mrs. Narala Radhika Prasad	✓	✓	✓		✓	
Mr. Vasantha Rayudu Garapati	✓		✓	✓	✓	
Mr. Ramkumar Srinivasan	✓	✓			✓	
Mrs. Vijaya Lakshmi Yalamanchili	✓		✓		✓	
Pavan Kumar Duvva	✓		✓		✓	
Mr. Subbiah Srinivasan Battina	✓		✓		✓	

DISCLOSURE ON INDEPENDENT DIRECTORS

We confirm that the Independent Directors of the Company fulfill the conditions specified in these regulations and are independent of the Management.

Independent Directors' Meeting

A meeting of the Independent Directors was held on 12/02/2026 which was attended by all the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Board. The Board was briefed on the deliberations made at the Independent Directors Meeting.

Familiarization Program for Independent Directors

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors.

Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarization programme held in FY 2025-26 are also disclosed on the Company's website at https://www.regencyceramics.in/policies/.

INFORMATION SUPPLIED TO THE BOARD:

The Board has complete access to all information of the Company and is regularly provided detailed information as a part of the agenda papers or is tabled therein. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Plans to revive the business of the Company.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service.

- Review of compliance status under various laws applicable to the Company
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The Audit Committee presently comprises of Two Non-Executive Independent Directors and One Executive Director. All members of the Audit Committee have the requisite qualifications. The Chairman of the Committee attended the AGM held on September 30, 2025 to answer the shareholders queries.

Brief Description of Terms of Reference

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes

1. Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement reflects a true and fair position and that sufficient and credible information is disclosed.
2. Recommending the appointment and removal of statutory auditors and internal auditors and fixation of their audit fees and approval for payment of any other services.
3. Discussion with external auditors before the audit commences, of the nature and scopeof audit as well as post-audit discussion to ascertain any area of concern.
4. Reviewing the financial statement and draft audit report, including quarterly/half yearly financial information.
5. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
   i) Any changes in accounting policies and practices.
   ii) Major accounting entries based on excises of judgment by the management.
   iii) Qualifications in draft audit report.
   iv) Significant adjustment arises out of audit.
   v) The going concern assumption.
   vi) Compliance with Accounting Standards, Stock Exchange and legal requirement concerning financial statements.
   vii) view and approval of Related Party Transactions.

6. Reviewing the Company's Financial and Risk Management's Policies.
7. Disclosure of contingent liabilities.
8. Reviewing with management, external and internal auditors, the adequacy of Internal Control Systems.
9. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Discussion with internal auditors of any significant findings and follow-up thereon.
11. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. Reviewing compliances as regards the Company's Whistle Blower Policy.
14. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
15. Approval of any subsequent modification of transactions of the listed entity with related parties.
16. Scrutiny of inter-corporate loans and investments.
17. Valuation of undertakings or assets of the listed entity, whenever it is necessary.
18. Evaluation of internal financial controls and risk management systems
19. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
20. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

The Audit Committee shall mandatorily review the following information:

i. Management discussion and analysis of financial condition and results of operations;

ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;

iv. Internal audit reports relating to internal control weaknesses;

v. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Composition, Meetings & Attendance

During the year under review, the Committee met 5 (Five) times. The meetings were held on the following dates: 29.05.2025, 11.08.2025, 06.09.2025, 11.11.2025,12.02.2026.

Name	Designation	Category	Number ofmeetings during the year 2025-26		
			Held	Entitled to attend	Attended
Mr. Ramkumar Srinivasan	Chairman	Independent, Non-Executive	5	5	5
Mr. Narala Satyendra	Member	Executive Director	5	5	5
Ms. Vijaya Lakshmi Yalamanchili	Member	Independent, Non-Executive	5	5	5

NOMINATION AND REMUNERATION COMMITTEE

The Committee's composition is in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Chairman of the Committee attended the AGM held on 30th September, 2025 to answer the shareholders queries.

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015 are as under:

Brief Description of Terms of Reference

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
  a. To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
  b. To bring out objectivity in determining the remuneration package while striking abalance between the interest of the Company and the Shareholders.

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.
- Devising a policy on the Board of Directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings & Attendance

During the year under review, the Committee met 1 (One) time. The meetings were held on 06.09.2025.

Name	Designation	Category	Number of meetings during the year 2025-26		
			Held	Entitled to attend	Attended
Mr. Ramkumar Srinivasan	Chairman	Independent, Non-Executive	1	1	1
Mrs. Vijaya Lakshmi Yalamanchili	Member	Independent, Non-Executive	1	1	1
Mr. Vasantha Rayudu Garapati	Member	Independent, Non-Executive	1	1	1

Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high-performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The details of the same forming part of the Company's Nomination and Remuneration Policy is placed on the website of the Company i.e. https://www.regencyceramics.in/policies/.

Details of remuneration to the Directors

Directors are not paid any sitting fees for any Board / Committee meetings attended by them.

Performance Evaluation Criteria for Independent Directors

The performance evaluation criterion for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation in meetings and contribution by Directors, commitment, effective deployment of knowledge and skills, effective management of relationship with stakeholders, integrity and maintenance of confidentiality, independence of behavior and judgment.

Remuneration of Directors:

The details of remuneration paid to Executive Directors during the year ended 31st March 2026 are as under:

(Rs. in Lakhs)

Name of the Directors	**Fixed Component**		**Performance Linked Incentive**	**Total**
	Salary	**Perquisites & other Benefits**	**Commission**	
Mr. Narala Satyendra Prasad	48.00	Nil	Nil	48.00

Presently, the Company does not have a scheme for grant of stock options to any Directors. As per the contract entered into with the Executive Directors, there is a notice period of three months and there is no severance fee to be paid to the Executive Directors.

Performance Evaluation Criteria for Directors including Independent Directors

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors. The said criteria provides certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by globalpeers etc., which is in compliance with applicable laws, regulations and guidelines.

Performance Evaluation Criteria for Directors

Your Company has laid down well-defined criteria for making payment to Non-Executive Directors of the Company. The details of the same are available at the Company's website i.e., https://www.regencyceramics.in/policies/.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has a Stakeholders Relationship Committee (SRC) of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc. During the Financial Year ended March 31, 2026, 1 (one) Stakeholders Relationship Committee Meeting was held on 29.12.2025.

Composition and Attendance for Meetings

Name	Designation	Category	Number of meetings duringthe year 2025-2026	
			Held	Attended
Mr. Ramkumar Srinivasan	Chairman	Independent, Non- Executive	1	1
Mr. Naraiah Naidu Gudaru##	Member	Executive Director	1	1
Ms. Vijaya Lakshmi Yalamanchili	Member	Independent, Non- Executive	1	1

Dr. Naraiah Naidu Gudaru ceased as member w.e.f April 29, 2026, due to his Demise.

The Chairman of the Committee attended the AGM held on September 30, 2025.

Name, Designation and Address of Compliance Officer as on March 31, 2026.

S. No.	Name of the Compliance Officer	Designation	Address
1.	Mr. Anji Reddy Devarapalli	Company Secretary	Flat No. 402, KPHB Colony 9^{th} Phase, Hyderabad-500060, Telangana, India

Details of Complaints/Requests Received, Resolved and Pending During the Year 2025- 2026.

S. No.	Description	Received	Resolved	Pending
1.	Non receipt of Share Certificates	Nil	Nil	Nil
2.	Non receipt of Annual Reports	Nil	Nil	Nil
3.	Non receipt of Dividend	Nil	Nil	Nil
4.	Regarding Sub-Division/ Consolidation	Nil	Nil	Nil
5.	Complaints received from SEBI	Nil	Nil	Nil
	Total	**Nil**	**Nil**	**Nil**

GENERAL BODY MEETINGS

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

Financial Year	Date	Time	Venue	Special Resolution Passed
2024-25	30^{th} September, 2025	11.30 A.M	The meeting was held through Video-conferencing/ Other Audio-Visual Means. The deemed venue of the Meeting was the Registered Office of	Not Applicable

Financial Year	Date	Time	Venue	Special Resolution Passed
			the Company i.e., 4th Floor, Dwaraka Summit, Plot No.83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal Jubilee Hills, Shaikpet Hyderabad – 500033	
2023-24	30th September, 2024	11.00 A.M	The meeting was held through Video-conferencing/ Other Audio-Visual Means. The deemed venue of the Meeting was the Registered Office of the Company i.e., 4th Floor, Dwaraka Summit, Plot No.83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal Jubilee Hills, Shaikpet Hyderabad – 500033	Not Applicable
2022-23	**30th September, 2023**	**10.30 A.M**	**The meeting was held through Video-conferencing/ Other Audio-Visual Means.** **The deemed venue of the Meeting was the Registered Office of the Company i.e., 4th Floor, Dwaraka**	1. Re-Designation of Dr. G.N. Naidu as executive Chairman of the Company. 2. Re-Designation of Mr. Narala Satyendra Prasad as a Managing Director.

Financial Year	Date	Time	Venue	Special Resolution Passed
			Summit, Plot No.83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal Jubilee Hills, Shaikpet Hyderabad – 500033	3. Appointment of G. Vasantha Rayudu as a Non- executive Independent Director 4. Approval of Material related party transactions between the Company and Dr. G.N.Naidu 5.Approval of Material related party transactions between the Company and Mr. Narala Satyendra Prasad 6. Approval of Material related party transactions between the Company and Promoters. 7. Approval of borrowing limits of the Company 8. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Extraordinary General Meeting / Postal ballot:

During the Financial Year 2025-26, the Company did not hold an Extraordinary General Meeting.

Special Resolution passed through Postal Ballot: There were no special Resolutions passed and only However, following Ordinary Resolutions were passed on March 28, 2026 through Postal Ballot and the voting results for the said Ordinary Resolutions are as under:

S. No	Particulars of Resolution
1.	To approve Material Related Party Transactions with Ms. Radhika Prasad Narala, Promoter and Non-executive Director of the company.
2.	To approve and Ratify of Related Party Transaction with Ms. Radhika Prasad Narala , Promoter and Non-executive Director of the company.

Mr. Varikuti Nagaraju, Proprietor of M/s Nagaraju & Associates, Company Secretaries had conducted the Postal Ballot exercises for the above said Postal Ballot as the Scrutinizer and submitted the report in compliance of the applicable laws.

Special Resolution proposed to be conducted through Postal Ballot: There is no Special Resolution proposed to be conducted through Postal Ballot.

Procedure for Postal Ballot:

In compliance with Regulation 44 of the Listing Regulations read with Sections 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder and the Secretarial Standard on General Meetings (‘SS-2’), the Company provides facility for casting votes by way of e-voting and/or postal ballot to all its shareholders, as may be permitted by the applicable laws.

The Company engages the services of Central Depository Services Limited (‘CDSL) for the purpose of providing e-voting facility to all its shareholders. The shareholders will have the option to vote either by physical ballot or e-voting, as may be permitted by the applicable laws.

The Company dispatches postal ballot notices, etc. to its shareholders whose names appear on the Register of Members / List of Beneficiaries as on the Cut-off date. The Postal Ballot Notice is sent to the shareholders in electronic form at the e-mail addresses registered with their depository participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding) as may be permitted by the applicable laws. Subject to the applicable laws, physical copy of notice is sent to the shareholders, whose email is not registered or who has requested for physical copy of notice. The Company also publishes a notice in the newspaper(s) declaring the details of completion of dispatch and other requirements as mandated under the Act and other applicable rules and regulations.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the shareholders as on the cut-off date. Subject to the applicable laws, shareholders desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the Scrutiniser on or before the closure of the voting period. Shareholders desiring to exercise their votes by electronic mode are requested to vote before the closure of the voting period.

In compliance with the applicable laws, the Scrutiniser submits his report to the Chairman or a person authorised by the Chairman, after the completion of scrutiny, and consolidated results of the voting by postal ballot and e-voting are announced by the Chairman or a person authorised by the Chairman to do the same. The results are also displayed at the Company's Registered Office & the Corporate Office and also on the Company's website i.e. www.kajariaceramics.com, besides being communicated to the Stock Exchange(s), within the prescribed timeline.

Senior Management :

As on March 31, 2026, details of Senior Management of the Company are as under:

Name	**Designation**
Mr. Mohan Rao K	Chief operating Officer & Marketing Head

there are no changes in the senior management since close of the previous financial year.

DISCLOSURES:

MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

During the year under review, All Related party transactions have been furnished in the Notes to Financial statements are forming part of the statement of accounts. None of the transactions stated therein may be considered to have potential conflict with the interests of the Company and all transactions are in the usual course of business of the Company. The related party transactions, in the ordinary course of business and on arm's length basis are subject to periodical review by the audit committee.

The Company's policy on related party transactions and dealing with related party transactions is put up on the website of the Company and can be accessed at www.regencyceramics.in.

DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, AND STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

Following are SOP fines levied by exchanges for non-compliance with SEBI(LODR) Regulations, 2015

S.No	Name of Exchange	SOP fine levied
1	BSE	1,15,640/-
2	NSE	17,70,982/-

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted the whistle blower policy and has established necessary vigil mechanism as defined under Regulation 22 of the SEBI Listing Regulations for the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethical policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism. During the year under review, no personnel was denied access to the Audit Committee.

COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.

WEBSITE DISCLOSURES

The website contents of the company as required under Regulation 46 of SEBI (LODR) Regulation 2015 is being updated.

DETAILS OF COMPLAINTS RECEIVED AND REDRESSED:

Outstanding Complaints at the start of financial year	Received during the period 01.04.2025 to 31.03.2026	Resolved during the period 01.04.2025 to 31.03.2026	Closing Outstanding Complaints
Nil	Nil	Nil	Nil

COMPLIANCE REPORTS

The Board of Directors periodically reviews compliance reports on applicable laws to ensure that the Company adheres to all regulatory requirements and legal standards.

COMPLIANCE OF CORPORATE GOVERNANCE CONDITIONS

The Company has generally complied with the requirements of corporate governance report as specified in Schedule V of the SEBI Listing Regulations, 2015. The Company has submitted the quarterly compliance reports on corporate governance to the stock exchanges within prescribed time as provided by the SEBI (LODR) Regulations, 2015 during the financial year 2025-26.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Company is not carrying on any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company

SUBSIDIARY COMPANIES

The Company does not have any subsidiaries. Hence policy for determinizing material subsidiaries is not applicable.

UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT

During the year under review the Company has not raised any funds through preferential allotment or qualified institutions placement.

REPORTING OF INTERNAL AUDITORS

The Internal Auditor of the Company reports to the Audit Committee. The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27 (2)(a) of the Listing Regulations.

ACCOUNTING TREATMENT

The Financial Statements of the Company have been prepared in accordance with the Indian. Accounting Standard (Ind AS), notified under the Companies (Indian Accounting Standard) Rules, 2015 and the relevant provisions of Companies Act, 2013. The Financial statements have been prepared on accrual basis under the historical cost convention

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements and regulations as applicable to the Company of the Stock Exchanges, SEBI and other statutory regulatory authorities.

DETAILS OF RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS NOT ACCEPTED BY THE BOARD.

The Board of Directors accepted all the recommendation(s) of the Committees of the Board during the Financial Year ended March 31, 2026.

DETAILS OF TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/ NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART.

Particulars	FY 2025-26
Audit Fees	Rs. 1,18,000(including of GST)

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

There were no loans or advances given to firms/companies in which the Directors are interested.

CODE OF CONDUCT

The Company has formulated a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub- regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCLOSURES PERTAINING NON-EXECUTIVE DIRECTORS

Shareholding of Non-Executive Directors

The shareholding of the Non –Executive Directors in the Company as on March 31, 2026 is as under:

S. No.	Name of the Director	Shares held
1.	Mr. Ramkumar Srinivasan	0
2.	Mr. Vasantha Rayudu Garapati	0
3.	Mrs. Vijaya Lakshmi Yalamanchili	0
4.	Ms. Narala Radhika Prasad	48,19,586

PECUNIARY TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS

There were no pecuniary transactions with any of the Non-Executive Directors.

CERTIFICATE FROM PRACTICING COMPANY SECRETARY

As required under Clause C Para 10 (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate from PCS that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company is annexed to this report.

DECLARATION BY CHIEF EXECUTIVE OFFICER

As required under Clause D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration issued by the Chief Executive officer is provided in is annexed to this report .

CERTIFICATE ON CORPORATE GOVERNANCE

As required under Clause E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate regarding compliance of corporate governance is given as an annexure to the Report.

ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Annual Secretarial Compliance Report for the Financial Year 2025-26 for all applicable compliance as per the Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder had been duly obtained by the Company.

The Annual Secretarial Compliance Report issued by M/S. Najaraju & Associates, practicing company secretary Firm was submitted to the Stock Exchanges within 60 days of the end of the Financial Year.

DISCLOSURE ON RELATED PARTY TRANSACTIONS

There are no significant related party transactions with the Company’s Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts. The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at http://www.regencyceramics.in.

S. No.	In the accounts of	Amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	Nil
2	Subsidiary	Nil

COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant the relevant provision of the Companies Act, 2013 read with applicable Accounting Standards, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

MEANS OF COMMUNICATION

Quarterly results and filings

The approved financial results are filed with the Stock Exchanges and are published in business standard (in English Language), a national daily English newspaper having nationwide circulation and in Nava Telangana/Telugu Prabha (in Telugu Language), a regional newspaper having wide circulation in the state of Telangana. The financial results of the Company are provided on the Company's website www.regencyceramics.in and are also available on the websites of BSE Limited and National Stock Exchange of India Limited viz www. bseindia.com and www.nseindia.com.

All periodical compliance filings like the quarterly results, corporate governance report, shareholding pattern, quarterly compliances, and other corporate communication are made electronically in the BSE Listing Centre, NSE digital exchange portal and NSE Electronic Application Processing System (NEAPS) and are also put on the Company's website.

Whether it also displays official news releases:

Official press releases/ news is sent to the Stock Exchange i.e., BSE Limited and National stock exchange, where the shares of your Company were listed and the same are hosted on the website of your Company.

Presentations to institutional investors / analysts

There were no presentations made to the investors/analysts during the year under review.

Website

The Company's website (www.regencyceramics.in) contains comprehensive information about the Company, its business and operations. A separate dedicated section 'where all information on shareholding pattern, financial results and other relevant information of interest to the investors. The Company's annual report is also available in downloadable form on the Company's website.

SEBI Complaints Redressal System (SCORES)

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

Risk Management

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Audit Committee and the Board has put in place internal control systems and processes to optimize the risk mitigation measures for review by the audit Committee and approval by the Board. The executive management is guided from time to time by the Board to improve the risk mitigation measures and initiate timely action

Internal Financial Controls

The Company has laid down policies and procedures to be adopted for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. An independent audit committee of the Board reviews the adequacy of internal controls.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report is attached and forms part of the Annual Report.

Measures for Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider

Trading) Regulations, 2016, the Company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its Directors and designated employees. The code lays down guidelines, which mandates the Directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the Company and also appraises the consequences for the violations. Details of the code for prevention of insider trading is available at the Company's website viz www.regencyceramics.in.

GENERAL SHAREHOLDERS INFORMATION

●	Company Registration Details	The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L26914TG1983PLC004249.
●	Date	30th September, 2026
●	Time	11:30 A.M
●	Venue of AGM	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
●	Financial Calendar	1st April to 31st March.
●	Tentative Schedule for consideringFinancial Results:	
	For the Quarter ending June, 2026	on or before 14th August 2026
	For the Quarter ending September, 2026	on or before 14th November 2026
	For the Quarter ending December,2026	on or before 14th February 2027
	For the Quarter/year ending March,2027	on or before 30th May 2027
●	Date of Book Closure	Not applicable
●	Listing on Stock Exchanges	BSE Limited; National Stock Exchange of India Limited
●	Scrip Code/Symbol	BSE: 515018; NSE: REGENCERAM
●	ISIN Number for NSDL & CDSL	INE277C01012
●	Payment of annual listing fees to stock exchanges	Listing Fees as applicable have been paid.

●	Share Transfer System	All the transfers received are processed and approved by the Registrar and Transfer Agents and same is reviewed by the Stakeholders Relationship Committee.
●	Address for correspondence	To be addressed to: Venture Capital & Corporate Investments Private Limited Aurum", door No.4-50/P-II/57/4F & 5F, plot No.57, 4th & 5th floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032
●	Dematerialization of shares and Liquidity	As on March 31, 2026, 2,48,72,519 Equity Shares representing 94.06 % of shareholding have been dematerialised. The balance 15,69,077Equity Shares representing 5.94% were in Physical form.
●	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	As on March 31, 2026, there were no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments of the Company.
●	Commodity price Risk or foreign exchange risk and hedging activities;	Not Applicable
●	Plant Location	Behind Bus Stand, Yanam-533464 (Union Territory of Puducherry)
●	Investor Correspondence/ Query on Annual Report etc.,	Regency Ceramics Limited 4th Floor, Dwaraka Summit, Plot No 83, Survey No. 43 to 46 & 48, Kavuri Hills, Guttalabegumpet, Serilingampally Mandal,, Hyderabad-500033, Telangana, India

REGISTRARS & TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited
"AURUM", D No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase – II, Gachibowli, Serilingampally,
Hyderabad – 500032, Ranga Reddy District, Telangana, India
Ph. No. 040-23818475, 23818476, 23868023
SEBI Registration No. INR000001203

Email Id: info@vccilindia.com, Website: www.vcciplindia.com

Details of all credit ratings obtained by the Company along with any revisions thereto during year 2025-26, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad:

During the year 2025-26, the Company has not issued any debt instruments or fixed deposit programme/ scheme and no proposal of mobilization of fund by the Company. Thus, the Company has not obtained Credit rating for the above said purpose.

Details of information disclosed under Clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations: Not Applicable.

MARKET PRICE DATA

Monthly High/Low of market price of the Company's shares traded on BSE Limited and National Stock Exchange of India Limited.

Month	National Stock Exchange Limited		BSE Limited	
	High	Low	High	Low
April 2025	48.50	39.49	49.46	43.70
May 2025	45.69	37.45	46.25	37.85
June 2025	57.69	35.31	58.98	38.95
July 2025	53.99	37.72	53.15	41.11
August 2025	53.00	45.50	53	44.82
September 2025	49.88	40.00	49.50	40.52
October 2025	54.99	40.00	53.00	40.91
November 2025	52.50	46.02	45.47	52.03
December 2025	53.70	40.00	43.21	56.40
January 2026	49.43	42.30	48.50	42.16
February 2026	63.00	40.70	48.90	41.20
March 2026	44.63	35.35	44.37	33.76

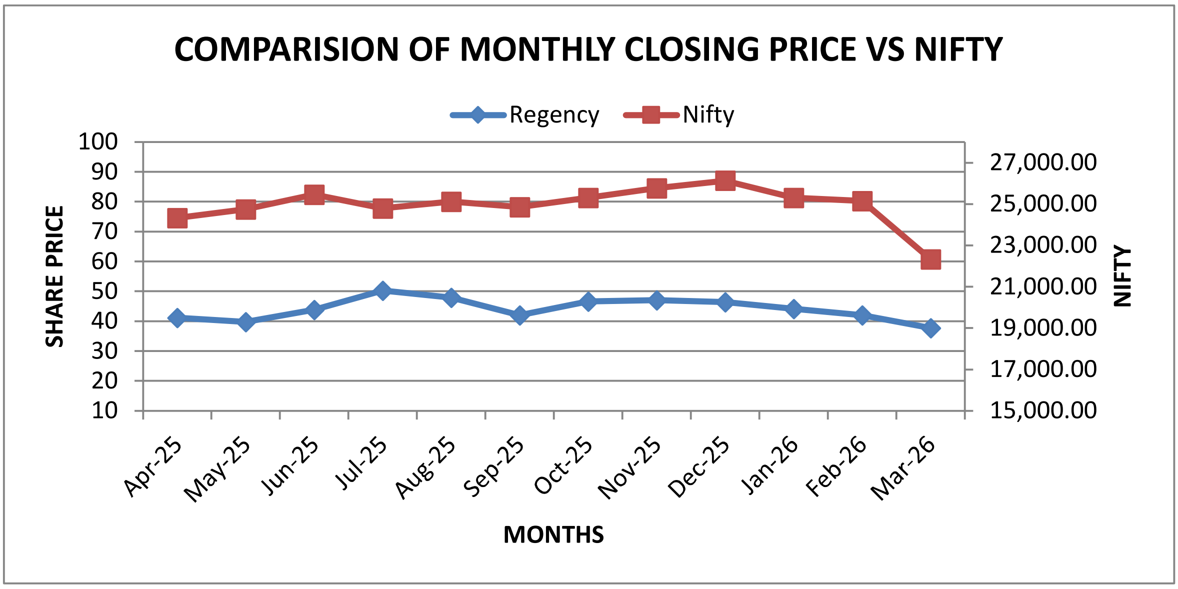
SHAREHOLDING PATTERN AS ON MARCH 31, 2026

Category	Number of Shares held	Percentage of Shareholding
Promoters	1,59,78,125	60.43
Promoters Body Corporate	---	---
Mutual funds / UTI	2,000	0.01
Financial Institutions /Banks	5,03,300	1.90
Foreign Institutional Investors	---	---
Venture Capital Funds	---	---
Bodies Corporate	36,40,775	13.77
Foreign Bodies Corporate	---	---
Retail individuals/NRIs/Trusts /others	63,17,386	23.89
Total	**2,64,41,586**	**100.00**

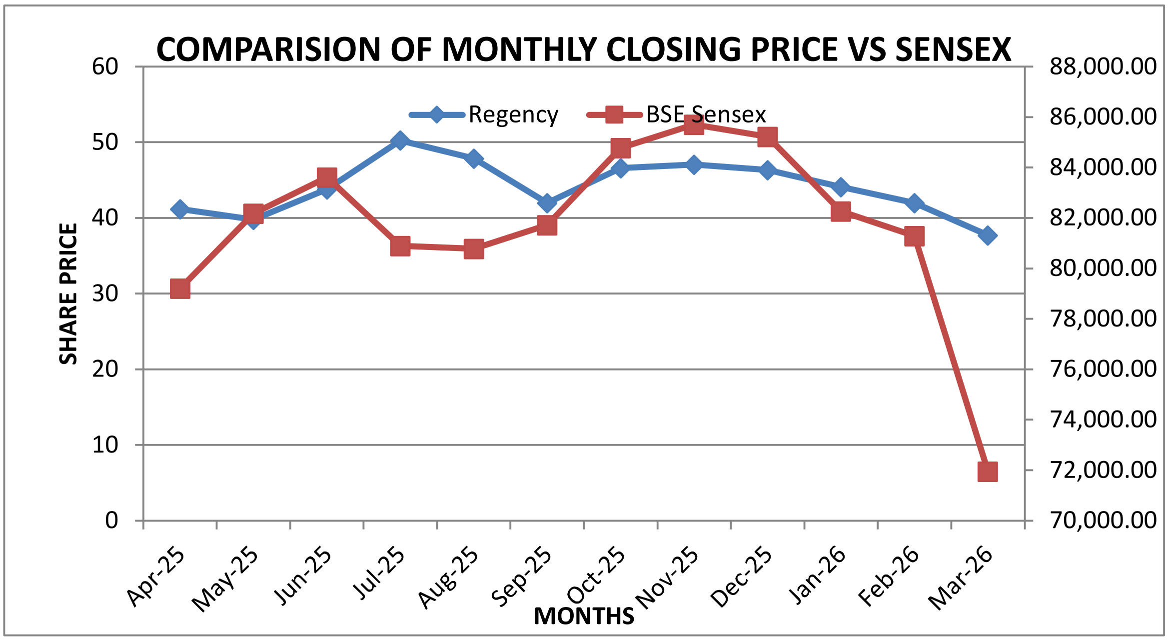
Distribution of Shareholding as on 31.03.2026.

Shares	No. of Shareholders		No. of Shares	
	Total	% of shareholders	Total	% of share capital
Upto - 5000	12897	91.98	15559970	5.88
5001 - 10000	605	4.31	4808570	1.82
10001 - 20000	259	1.85	3899890	1.47
20001 - 30000	81	0.58	2056650	0.78
30001 - 40000	36	0.26	1269390	0.48
40001 - 50000	24	0.17	1115770	0.42
50001 - 100000	50	0.36	3545480	1.34
100001 and above	69	0.49	232160140	87.80
	14,151	100.00	26441586	100.00

Share Price Performance:
Comparison with NSE Nifty



Comparison with BSE Sensex



DEMATERIALISATION & LIQUIDITY OF SHARES

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's is INE277C01012. Investors are therefore advised to open a Demat account with a Depository Participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL	8218665	31.08
CDSL	16653844	62.098
Physical	1569077	5.93
Total	**2,64,41,586**	**100.00**

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

CYBER SECURITY:

During the year under review, no material cybersecurity incidents were reported. The Company remains committed to continuously enhancing its cybersecurity capabilities and resilience against evolving cyber threats. The Company maintains a comprehensive cybersecurity and information security framework to protect its information assets, digital infrastructure, and stakeholder data.

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the Company for transfer of shares from suspense accoun tduring the year.	No. of shareholders to whom shares were transferred from suspens eaccount during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
Nil	Nil	Nil	Nil

Voting Right on these shares shall remain frozen till the rightful owner of such shares claims the shares.

GREEN INITIATIVE FOR PAPERLESS COMMUNICATIONS

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular bearing no.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders. This is a golden opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

This move by the Ministry is a welcome move, since it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. Additionally,it will avoid loss in postal transit, save time, energy and costs.

By Understanding the underlying theme of the above circulars, to support this green initiative of the Government in full measure, the Company is sending the documents like notice convening general meetings, financial statements, Directors reports, auditor's report etc to the email address registered with the depositories by the shareholders holding shares in electronic form and for shareholders holding shares in physical form, the physical copy to the address registered with the Registrar and Share transfer Agents of the Company.

In this regard, we request shareholders who have not registered their email addresses, so far to register their email addresses, in respect of electronic holding with depository through their concerned depository participants and Members who hold shares in physical form are requested to send the required details to the Registrar and Share Transfer Agent, Venture Capital & Corporate Investments Private Limited.

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A Declaration signed by the Managing Director is furnished here under as Annexure. A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Website of the Company.

APPRECIATION AND ACKNOWLEDGEMENT:

The Board of Directors places on record its sincere appreciation for the dedicated efforts, commitment, and valuable contributions made by all employees of the Company during the financial year 2025-26. Their hard work, professionalism, and continued support have significantly contributed to the Company's performance and growth.

The Board also expresses its gratitude to the Company's customers, business associates, suppliers, bankers, financial institutions, investors, shareholders, regulatory authorities, and government agencies for their continued confidence, cooperation, and support extended to the Company throughout the year.

The Board acknowledges the guidance and support received from various statutory and regulatory bodies and appreciate the trust reposed in the Company by all stakeholders. The Board remains committed to creating sustainable value and looks forward to the continued support and partnership of all stakeholders in the years ahead.

BY ORDER OF THE BOARD
***for* Regency Ceramics Limited**

Place: Hyderabad	Narala Radhika Prasad	Narala Satyendra Prasad
Date: September 02, 2026.	Director	Managing Director & CFO
	DIN: 00105837	DIN:01410333

ANNEXURE-H
CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of,
Regency Ceramics Limited
4th Floor, Dwaraka Summit, Plot No.83,
Survey No. 43 to 46 & 48, Kavuri Hills,
Guttalabegumpet, Serilingampally Mandal
Jubilee Hills, Shaikpet Hyderabad – 500033,

We have examined the compliance of conditions of Corporate Governance by **Regency Ceramics Limited** (**"Company"**), for the Financial Year ended on March 31, 2026, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the relevant records and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Nagaraju & Associates**
Company Secretaries

Sd/-
Varikuti Nagaraju
Membership No.: A56337
CoP No.: 23322

Hyderabad, August 14, 2026
Place: Hyderabad
UDIN: A056337H001123691

ANNEXURE -I
FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

To,
The Members,
Regency Ceramics Limited,
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,

~~I~~/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Regency Ceramics Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided ~~me/~~us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing ~~my/~~our opinion thereon.

Based on ~~my/~~our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, ~~I/~~we hereby report that in ~~my/~~our opinion, the Company has, during the audit period covering the **Financial Year ended on March 31, 2026**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

~~I/~~We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the **Financial Year ended on March 31, 2026** according to the provisions of:

1. The Companies Act, 2013 (the "Act") and the rules made thereunder;

2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***Not applicable to the Company during the Audit period***

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

   a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***Not applicable to the Company during the Audit period***

   e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ***Not applicable to the Company during the Audit period***

   f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***Not applicable to the Company during the Audit period***

   g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***Not applicable to the Company during the Audit period***

i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; ***Not applicable to the Company during the Audit period***

6. Other laws applicable to the Company as per the representations made by the Management.

~~I~~/We have also examined compliance with the applicable clauses of the following:

i. SS-1 Secretarial Standard on meetings of the Board of Directors and SS-2 Secretarial Standard on General Meetings, issued by The Institute of Company Secretaries of India.

ii. The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

S. No.	Compliance Requirement (Sections/rules/ regulations/circulars/guidelines including specific clause)	Deviations
1.	Pursuant to Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Out of 100% shareholding, only 87.24% shareholding of Promoter and Promoter Group is held in dematerialized form till December 29, 2025

~~I~~/We further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven (7) days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were carried out unanimously.

~~I~~/We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

~~I~~/We further report that, during the audit period, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standard etc. having a major bearing on the Company's affairs.

for **Nagaraju & Associates**
Company Secretaries

Sd/-
Varikuti Nagaraju
Membership No.: A56337
CoP No.: 23322

Hyderabad, August 14, 2026
Place: Hyderabad
UDIN: A056337H001123678

**This report is to be read with our letter of even date which is annexed as "Annexure-1" and forms an integral part of this report*

ANNEXURE-1

To,
The Members,
Regency Ceramics Limited,
Registered Office: 4^{th} Floor, Dwaraka Summit, Plot No.83,
Survey No. 43 to 46 & 48, Kavuri Hills,
Guttalabegumpet, Serilingampally Mandal,
Jubilee Hills, Shaikpet
Hyderabad – 500033,
Telangana, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the corrections and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for **Nagaraju & Associates**
Company Secretaries
Sd/-
Varikuti Nagaraju
Membership No.: A56337
CoP No.: 23322

Hyderabad, August 14, 2026

ANNEXURE-J

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

(Pursuant to Clause 10 of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Regency Ceramics Limited, I hereby certify that:

On the basis of the written representations/declarations received from the Directors and taken on record by the Board of Directors, as on March 31, 2026, Following Directors of the Company are not debarred or disqualified from being appointed or continuing as Directorof the Company by SEBI/Ministry of Corporate Affairs or any such statutory authority.

S.No	Name of the Director	DIN
1.	Dr. Naraiah Naidu Gudaru	00105597
2.	Narala Satyendra Prasad	01410333
3.	Narala Radhika Prasad	00105837
4.	Vijaya Lakshmi Yalamanchili	02210385
5.	V S Ram Kumar	02059639
6.	Garapati Vasanth Rayudu	10286287

for **Nagaraj & Associates**
Company Secretaries

Sd/-
Varikuti Nagaraju
Membership No.: A56337
CoP No.: 23322

Hyderabad, August 14, 2026
Place: Hyderabad

UDIN: A056337H001123689

ANNEXURE-K

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Dr. G. N. Naidu, Founder and Chairman of our Company passed away on 29th April 2026. A man of extraordinary vision, commitment and integrity – he was a leading light of the ceramic tile industry. I am sure all members will join me in mourning his passing away. His legacy will forever be remembered and cherished.

GLOBAL ECONOMY

Global growth is projected to be 3.0 percent in 2026 and 3.4 percent in 2027, down from the average of 3.5 percent observed in 2024–25 and broadly unchanged on a cumulative basis compared with the forecasts in the April 2026 World Economic Outlook (WEO). The modest slowdown reflects the effects of the war in the Middle East being partly offset by accelerated demand-driven momentum in the global technology cycle thanks to advances in artificial intelligence (AI) and its adoption. The impact varies widely based on countries' exposure to war and position in the technology value chain. Energy exporters outside the conflict zone benefit from favorable terms of trade, whereas economies plugged into the technology-led upturn experience stronger activity even if they are energy importers. In contrast, activity weakens for energy importers with limited participation in the technology value chain, a group that includes many low-income countries. Global headline inflation is expected to increase from 4.1 percent in 2025 to 4.7 percent in 2026 before declining to 3.9 percent in 2027. Slightly revised upward from April, these projections indicate that the disinflation trend in place since the beginning of 2024 has stalled.

On the back of these developments, global growth in the first quarter of 2026 turned out to be stronger than expected, slowing from 3.8 percent in the fourth quarter of 2025 to 3.0 percent on a quarter-over-quarter annualized basis, instead of the 2.7 percent forecast in the April 2026 WEO. Part of this can be explained by the steady increase in the share of renewable energy in global energy production and the fact that many economies are less energy intensive than they were even just a few years ago, making them more resilient than expected to higher energy prices. Fiscal support and robust domestic demand in some countries are a contributing factor as well.

INDIAN ECONOMY

India is one of the fastest growing economies of the world and is poised to continue on this path. With aspirations to achieve high middle-income status by 2047—the centenary of its independence--the country is building on strong foundations of economic growth and social progress. India has achieved remarkable development over the past two decades. Since 2000, the economy has nearly quadrupled in real terms, and per capita income has almost tripled. This growth trajectory has been accompanied by a substantial reduction in extreme poverty (from 16.2 percent in 2011-12 to 2.3 percent in 2022-23) and a significant expansion in infrastructure and access to basic services.

Despite these achievements, critical development challenges persist. These include high levels of informality in the labor market, low female labor force participation, unequal access to quality health and education services, regional disparities in development outcomes, and increasing vulnerability to climate change and natural disasters. Addressing these complex challenges will be essential as India looks ahead to its centenary milestones.

To achieve its vision of becoming a high-income economy by 2047, India will need to sustain an average annual growth rate of 7.8 percent over the next two decades. This will require bold and sustained reforms to increase both public and private investment (increasing the real investment rate from around 33.5 percent of GDP to 40 percent by 2035), create conducive conditions for the generation of more and better jobs—particularly for women through labor-intensive sectors—and drive productivity. Simultaneously, the country must deepen structural reforms to strengthen infrastructure, improve health and learning outcomes, boost manufacturing and digital innovation, while continuing to safeguard macroeconomic stability.

All of these economic indicators augur well for Indian infrastructure – especially the construction sector. The 6 major cities of India are growing tremendously, but the real story is the burgeoning middle class in about 100 Tier 2 cities of India. There is exponential growth in housing, manufacturing, offices, retail, health and hospitality sectors. It is expected that the momentum will result in a hockey stick growth chart for these cities.

Driven by near double-digit growth in manufacturing and services sectors, the economy grew a robust 7.8% year-on-year in the April-June 2026 quarter, despite the headwinds caused by the West Asia conflict, high energy prices and supply disruptions. This is well above the Reserve Bank of India forecast of 7%. The manufacturing sector grew by 9.2% in April-June, up from 8.3% in the same quarter last year, while the services sector expanded 10%, higher than 8% a year ago, according to data released by the Ministry of Statistics and Programme Implementation (MoSPI), Government of India.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian ceramic tile industry has confirmed its position as a global player in the sector and as the world's second largest manufacturer, consumer and exporter behind China. This is despite the downturn recorded in 2024, when national production fell by 2% to 2.4 billion sqm and domestic consumption declined by 4.7% to 1.62 billion sqm. In the same year, total **exports** dropped to 525 million sqm (–11% compared with 2023), accounting for 22% of India's total tile production and 19.6% of total global exports. Export revenues fell to around €2 billion, with an average price remaining stable at €3.8/sqm.

Indian production is expected to grow at an average annual rate of 3.7% between 2025 and 2029, reaching 2.9 billion sqm by the end of the five-year period - around 500 million sqm more than in 2024. Growth in domestic consumption is expected to be even stronger (+6.3% CAGR over 2025–2029), with volumes reaching 2.2 billion sqm in 2029, or 580 million sqm more than in 2024.

But the industry has undoubtedly been the hardest hit by the conflict that broke out in the Middle East on 28 February. The blockade of the Strait of Hormuz disrupted not only Indian exports to the Middle East but also the propane and LNG supplies from the Persian Gulf on which the Morbi district was almost entirely dependent. This forced almost the entire cluster to halt production for over a month and a half between March and April. Out of nearly 800 active plants, more than 500 shut down their kilns.

Six months on, the acute phase of the crisis has passed. The Morbi cluster will feel the effects and could call into question some of the foundations of the Morbi district's growth, accelerating potential structural changes to its industrial model. What is certain is that the projected 15% drop in production and sales this year will wipe out the Indian ceramic industry's 2025 recovery following a difficult 2024.

To make up for the loss of competitiveness and move away from the commodity model, a growing number of Morbi-based manufacturers are placing greater emphasis on design and quality and shifting towards higher value-added products, large formats and premium surfaces. As a result, the crisis may have accelerated a transition that was already underway, but which had previously been confined to larger, structured groups with a recognised position in international markets.

INDIAN EXPORTS

The United Arab Emirates was the leading export market, where sales of Indian tiles rose by 20%. Russia followed with the United States rounding up the Top 3 export markets for India.

The next four major destination markets for Indian tiles are all located in the Middle East: Iraq, Israel, Kuwait and Oman. Exports of between 10 and 12 million sqm were also recorded in Thailand, Senegal, the United Kingdom and Poland.

COMPANY OUTLOOK

Your company is on its revival journey and is confident about its prospects in the coming years. Currently, all manufacturing is being undertaken at the leased facility at Vemavaram.

The factory at Yanam is still inoperative even though extensive refurbishment was undertaken for one production line and all miscellaneous fixed assets. The Government of Puducherry is in the process of announcing a new industrial policy and hopefully the policy will encourage industrialtion of Puducherry and importance will be given to reopen closed factories to create immediate employment and economic revival in Yanam, Karaikal and Mahe. The company is also making all efforts with Ministry of Petroleum & Natural Gas for resuming gas supplies at the same terms and conditions before the plant closure.

The positive feedback about the products and increasing distribution infrastructure will be further strengthened in the current financial year. The brand "REGENCY" still represents Quality and Service – and the customers of your company are welcoming the return of Regency to the market. The Company has generated revenues of Rs.3826.78 lakhs in this financial year. The capacity utilization has been less than 50% and hence the company has reported losses in the P&L account. The first quarter of the current financial year has been even more encouraging with revenues of Rs 1832.59 crores – almost 50% of last year revenues.

HUMAN RESOURCES AND PEOPLE PRACTICES

At Regency Ceramics, we believe our people are our most valuable asset and the key drivers of our sustainable growth and competitive advantage. During the year under review, the Company continued to focus on building an effective & efficient organization.

1. Talent Acquisition and New hire onboarding -

The Company further streamlined its recruitment & onboarding process during the year. Formal employee referral program is in place and employee referrals continue to be the primary recruitment source. Other sources include educational institutions, recruitment consultants and through professional network. Formal induction and onboarding programs are in place to ensure seamless integration and early engagement.

2. Employee Engagement & HR Policies -

We continue to focus on employee retention and our key talent retention rate has been very high. Strong employee bonding, empathy and ethical people & business considerations continue to be the cornerstone of our organizational values. HR policies have been further streamlined during the year, including introduction of a revised Leave Policy, Trainee Review Process etc.

3. Goal Setting, Performance Management and Recognition -

Job descriptions for each role have been designed in order to define roles & responsibilities. A formal goal setting process was rolled out during the year, focusing on the top 5 goals / Key Results Areas of each role & function. A formal Annual Performance Appraisal & Counselling (PAC) process was introduced during the year, with focus on performance Scorecard and subsequently an annual salary increase model was implemented across the company, effective 1st April 2026. We will further strengthen this process during the upcoming years.

4. Industrial Relations & Welfare -

During the year under review, the industrial relations remained cordial and harmonious across our plant and offices of the Company. The Company maintains a constructive relationship with its workmen / contractors and works collaboratively towards achieving high productivity and a safe working environment. As a welfare measure, canteen facilities are provided at our factory for all employees at subsidized & reasonable costs. Accommodation is also provided free of cost to specific employees including all workmen/ contractors in the factory premises. Moreover, during the year under review, steps have been taken to improve the housing & hygiene in these quarters. Renovation and necessary civil work is currently in progress.

5. Compliance and Safety -

Focus on Compliance & Safety was our high priority during the year and several steps have been initiated to further strengthen these processes. HR compliance pertaining to coverage of Provident fund, ESI & other applicable statutory norms has been prioritized. A formal Safety Committee is in place at the factory, which reviews & acts on appropriate safety requirements. No major safety incident has been reported during the year.

BUSINESS REVIEW AND FINANCIAL PERFORMANCE

During the year under review, the Company has earned revenue through sale of goods manufactured at its leased facility. The company is also building relationships with third parties to manufacture products like wall tiles, parking tiles, etc that is not part of its manufacturing portfolio. Efforts towards reviving operations at its Yanam Plant is being taken up in earnest and the Company needs the support from Central and State Governments as well as from banking. There are several teething issues that are being resolved in a determined manner.

OPPORTUNITIES

The coming year presents tremendous opportunities for the Company to expand its product portfolio to Parking tiles, Cool Roof tiles and other high value products. The significant challenges being faced by the Morbi cluster has allowed the manufacturing companies in the South to compete with the unorganized sector at Morbi. I wish that the Government of India concedes to the long pending demand of the industry to reduce GST for vitrified and ceramic tiles, as that will spur the per capita consumption – which is very low among almost all countries of Asia and Europe.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company is implementing a robust and effective internal control mechanism to ensure adequacy commensurate with the size, nature and complexities of its business.

The internal audit is entrusted to an independent Chartered Accountants firm, M/s. Brahmayya and Co, Chartered Accountants. The Audit Committee periodically reviews the efficacy of control mechanism, offering improvement suggestions, as and when required. Internal control on financial reporting is attested by the Company's statutory auditors.

DETAILS OF SIGNIFICANT CHANGES IN KEY RATIOS

During the period under review, the Company has made good progress in its financial performance. The Company is undertaking a review of all legacy issues to present a fair view to its shareholders.

DISCLOSURE OF ACCOUNTING TREATMENT:

There are no changes in accounting treatments for the financial year ended March 31, 2026. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (to the extent notified) and guidelines issued by the SEBI.

CAUTIONARY STATEMENT:

This Management Discussion and Analysis Report contains certain forward-looking statements relating to the Company's business outlook, opportunities, threats, forecasts, and expectations. These statements are based on current assumptions and expectations of future events and are subject to various risks and uncertainties. Actual results may differ materially from those expressed or implied in such statements. Factors that may affect the Company's performance include changes in economic conditions, demand and supply dynamics, product pricing, government policies, regulatory requirements, taxation laws, and other external factors beyond the Company's control.

INDEPENDENT AUDITOR'S REPORT

To the Members of REGENCY CERAMICS LIMITED

Report on the Audit Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **REGENCY CERAMICS LIMITED** ("the company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the Material accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of our observations stated in "Basis of Qualified Opinion" section below, the accompanying financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies(Indian Accounting Standards)Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit or loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. *Financial statements were prepared without considering the effect of the Impairment in the value of Property Plant and Equipment of the Company.*
2. *Subsequent to the Lock-out of the Company from Date: 31.01.2012, the company has not provided the provisional liability towards salary, wages and other benefits to its factory employees. Further, the company has not provided for its liability towards Gratuity and leave encashment in accordance with Ind AS-19 "Employee Benefits". We are unable to comment upon the impact of non-provision on the profit or loss of the company for the year and on the current liabilities as at 31.03.2026.*
3. *In the absence of proper information regarding the Debtors, Creditor , Loans and Advances and Other receivables the company could not obtain confirmation from the Respective parties.*
4. *As on 31.03.2026, the Company has certain long pending Trade Receivables and advances as aggregating to Rs.2,419.65 Lakhs, of which the period of Limitation is already expired as per the provisions of The Limitation Act, 1969. In the absence of sufficient evidence to demonstrate the recoverability, we are unable to comment on the recoverability of the above amount and consequential effect on Financial Statements.*

5. *The Company has certain long pending Trade payables aggregating to Rs.2,320.49 lakhs. In the absence of sufficient evidence to demonstrate the liability, we are unable to comment the liability of the above amount and consequential effect on Financial Statements.*
6. *The company did not provide the interest on Unsecured loans received from Directors and Body Corporates. Also, interest has not been provided in respect of overdue amount payable to Micro, Small and Medium Enterprises suppliers for a period exceeding 15 days.*
7. *The company has not provided liability towards interest and penalties payable on account of old statutory dues.*
8. *On verification of Inventory records, we are unable to comment on the accuracy of valuation of Inventories and considered the values given by the Management.*

Consequent to the above, Loss for the year ended is understated and Liabilities as on 31st March, 2026 was understated and Shareholders funds are overstated to this extent.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditors responsibility for the Audit of Financial Statements* section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ***Qualified Opinion*** on the financial statements.

Material Uncertainty relating to GOING CONCERN

We draw attention to Note. NO.1 to the financial statements regarding the preparation of financial statements on a going concern basis, despite erosion of the net worth. However, the accompanying financial statements have been prepared on "GOING CONCERN" basis for the reasons stated in the said note. The business activities of the Company have been initiated resulting in revenue and consequent cash flows. Our opinion is not modified in respect of this matter.

Key Audit matters

Except for the matter described in the Basis of Qualified Opinion section and Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order,2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2) As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit,

b) Except for the effects of the matters described in the “Basis of Qualified Opinion” Paragraph above, In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books,

c) the balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account,

d) Except for the effects of the matters described in the “Basis of Qualified Opinion” Paragraph, In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

e) The matters described in “Basis of Qualified Opinion” paragraph and Material Uncertainty Related to GOING CONCERN above, in our opinion, may have an adverse effect on the functioning of the Company.

f) On the basis of the Written representations received from the Directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31 , 2026 from being appointed as directors in terms of Section 164(2) of the Act.

g) The qualification relating to maintenance of accounts and other matters connected therewith are as stated in the “Basis of Qualified Opinion” section and paragraph 2(b) above on reporting under Section 143(3)(b) of the Act.

h) With respect to adequacy of Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.

i) With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, no managerial remuneration was paid to any Director during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

j) With respect to the other matters to be included in the Auditor’s report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

v a. The Company had not declared or paid any dividend during the year under Report.

vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trial(edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems.

Further, where audit trail(edit log)facility was enabled and operated throughout the year for the accounting software(s) we did not come across any instance of the audit trail feature being tampered with and the audit trial has been preserved by the Company, as per the statutory requirements for record retention.

for K.S.RAO & CO.
Chartered Accountants
Firm's Regn No. 003109S

Place: Hyderabad
Date: 30.05.2026

(C.Venkateshwara Rao)
Partner
Membership No. 219844
UDIN: 26219844LYUXAD9447

Annexure - A to the Auditor's Report:

The Annexure referred to in Para 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date, to the members of REGENCY CERAMICS LIMITED, for the year ended March 31,2026.,

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

   a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

      (B) The Company does not have any intangible Assets. Therefore, the provisions of paragraph 3(i)(a)(B) of the order is not applicable.

   b. As explained to us, the management could not verify physically the fixed assets situated at Yanam, due to riots, strike and malicious damage.

   c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than Properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

   d. The company did not revalue its Property, Plant and Equipment or intangible assets during the year. Accordingly, paragraph 3 (i)(d) of the Order is not applicable.

   e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

ii. a. The management has conducted physical verification of inventory as at the year end. In our opinion, the coverage and procedure of such verification by the management is not appropriate and major discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

   b. The Company did not obtain any working capital limits during the year. Therefore, the provisions of paragraph 3(ii)(b) of the Order is not applicable to the Company.

iii. The Company has not granted any loans to Companies, Firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of Clauses {a} to {f} of sub-para {iii} of Para 3 of the said Order are not applicable for the year under Report;

iv. The Company has not granted any Loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the provisions of Clause 3(iv) of the said order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable to the Company.

vi. During the year the cost records were not prepared and maintained by the Company pursuant to sub-section (1) of section 148 of the Companies Act 2013.

vii. a. According to the records, the company is not regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities. However, the extent of arrears of outstanding statutory dues as at March 31, 2026 for a period of more than six months from the date they became payable are as below:

<table>
<tr><th>Name of the Statute</th><th>Nature of Dues</th><th>Amount (Rs. In lakhs)</th><th>Period to which relates</th><th>Due Date</th><th>Date of Payment</th></tr>
<tr><td>CST Act, 1956</td><td>CST</td><td>33.27</td><td>2011-12</td><td>Nov' 2011</td><td rowspan="4">Not Yet paid</td></tr>
<tr><td>Central Excise and Service Tax Act</td><td>Service Tax</td><td>42.39</td><td>2011-13</td><td>Oct, 2011</td></tr>
<tr><td>Professional Tax</td><td>Profession Tax</td><td>4.62</td><td>2011-12</td><td rowspan="2">Various Dates</td></tr>
<tr><td>VAT</td><td>VAT</td><td>10.82</td><td>2011-12</td></tr>
</table>

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues which have not been deposited on account of any disputes except the following:

Name of the Statute	Nature of Dues	Amount (Rs. In lakhs)	Period to which amount related	Forum where dispute is pending
Central Excise and Service Tax Act, 1994	Excise Duty	39.99	2011-2012	CESTAT-Chennai
Income Tax Act, 1961	Income Tax	90.98	2004-2005	ITAT
The Puducherry Municipality Act, 1973	Municipal Tax	154.99	1998-2024	Yanam Municipality

viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

ix. a. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender as on Balance Sheet Date.

b. According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

c. The Company has not taken any term Loans during the year and there are no unutilized term loans at the beginning of the year and hence reporting under clause 3(ix)(c) of the order is not applicable.

d. The Company has not raised funds on short term basis during the year. Hence, reporting under this clause 3(ix)(d) of the order is not applicable

e. The Company does not have Subsidiaries, Associates or Joint Ventures. Hence, Para3(ix)(e) of the order is not applicable.

f. The Company does not have Subsidiaries, Associates or Joint Ventures. Hence, Para3(ix)(f) of the order is not applicable.

x. a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, para 3 (x)(a) of the Order is not applicable.

b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) and hence, reporting under clause 3(x)(b) of the Order is not applicable.

xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.

c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, para 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. a. In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business;

b. We have considered the reports of the Internal Auditors for the period under audit.;

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of Clause 3(xv) of the Order is not applicable.

xvi. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

b. The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, Para 3(xvi)(b) of the Order is not applicable.

c. The Company is not a Core Investment Company(CIC) as defined in the Regulations made by Reserve Bank of India and accordingly reporting under 3(xvi)(c) of the Order is not applicable to the Company;

d. The Company is not of any group{as per the provisions of the Core Investment Company(Reserve Bank) Directions, 2016 as amended}. Accordingly, Para 3(xvi)(d) of the Order is not applicable to the Company;

xvii. The company has incurred cash losses amounting to Rs.1,992.02 lakhs only during the current financial year and had incurred cash losses amounting to Rs.180.33 lakhs during the immediately preceding Financial Year.

xviii. There is no resignation of statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, as stated in para “Material Uncertainty Related to Going Concern” read with Note No.1 of the Financial Statements. We state that material uncertainty exists as on the date of the audit report, so we are unable to comment whether the Company is capable of meeting its liabilities existing at the date of Balance Sheet date as and when they fall due within a period of one year from the Balance Sheet date and we further state that our reporting is based on the facts up to the date of audit report.

xx. The Company is not obliged to spend amounts for CSR activities since the Company does not fall in the category of Companies mentioned in Section 135 of the Companies Act. Hence the paras 3(xx)(a) and (b) of the said order not applicable

xxi. The Company does not have subsidiaries, associates and joint ventures. Hence para 3{xxi} of the above said order with regard to qualifications or adverse remarks in CARO reports of the Companies included in the Financial statements is not applicable.

for K.S.RAO & CO.
Chartered Accountants
Firm’s Regn No. 003109S

Place: Hyderabad
Date: 30.05.2026

(C.Venkateshwara Rao)
Partner
Membership No. 219844
UDIN: 26219844LYUXAD9447

Annexure – B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of REGENCY CERAMICS LIMITED, HYDERABAD ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified opinion.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion:

According to the information and explanations given to us and based on our audit, the following weaknesses have been identified as at March 31, 2026

"In our opinion, and according to the information and explanations given to us, the Company does not have an adequate internal financial control system commensurate with the size of the company and the nature of its business with respect to:

1. **Obtaining balance confirmations from Debtors, Creditors, Loans and Advances and Other Current Assets, which could potentially affect the correctness of such balances appearing in the financial statements.**
2. **Maintenance and monitoring of inventory records, and the procedures relating to verification and valuation of Inventories. In the absence of proper controls, we are unable to comment on the accuracy and reliability of the valuation of inventories.**

A material weakness exists where the design or operation of one or more of the internal financial controls with reference to financial reporting is inadequate to provide a reasonable assurance that the company's transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles"

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the Controls criteria, the company has maintained adequate internal financial Controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as of March 31, 2026, based on "the internal Controls with reference to financial statements criteria established by the company considering the essential components of internal Controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

for K.S.RAO & CO.
Chartered Accountants
Firm's Regn No. 003109S

Place: Hyderabad
Date: 30.05.2026

(C.Venkateshwara Rao)
Partner
Membership No. 219844
UDIN: 26219844LYUXAD9447

Regency Ceramics Limited
Audited Balance sheet as at 31st March, 2026

(Rs. in Lakhs)

	Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I	**ASSETS**			
	1. Non- Current Assets			
	a) Property, Plant and Equipment	2	1,677.10	1,989.71
	b) Financial Assets			
	i) Investments	3	5.21	4.85
	ii) Financial Assets	4	742.39	738.37
	c) Other Non-current assets		180.36	147.55
	Total Non-Current Assets		**2,605.06**	**2,880.48**
	2. Current Assets			
	a) Financial Assets			
	i) Trade receivable	5	1,920.50	1,267.60
	ii) Cash and Cash Equivalents	6	123.17	69.12
	iii) Other Bank Balances		-	-
	iv) Other Financial Assets	7	659.93	658.22
	b) Other Current Assets	8	3,915.86	2,523.68
	c) Current Tax Assets (Net)	9	37.83	45.71
	d) Inventories		2,794.63	2,412.49
	Total Current Assets		**9,451.92**	**6,976.82**
	Total		**12,056.98**	**9,857.30**
II	**EQUITY AND LIABILITIES**			
	1. Shareholders' Funds			
	a) Share Capital	10	2,644.16	2,644.16
	b) Other Equity	11	(11,038.04)	(8,653.58)
	Total Equity		**(8,393.88)**	**(6,009.42)**
	2. Non-Current Liabilities			
	a) Long Term Borrowings	12	10,393.40	7,052.57
	b) Long Term Provisions	13	145.30	145.30
	Total Non-Current Liabilities		**10,538.70**	**7,197.87**
	3. Current Liabilities			
	a) Financial Liabilities			
	i) Borrowing from Banks		524.16	679.27
	ii) Trade payables	14		
	Dues to Micro and small enterprises		141.84	141.84
	Dues to Creditors other than micro and small enterprises		4,685.52	4,173.76
	iii) Other financial Liabilities	15	1,748.55	1,400.79
	b) Other current liabilities	16	2,812.09	2,273.19
	Total Current Liabilities		**9,912.16**	**8,668.85**
	Total		**12,056.98**	**9,857.30**

As per our report of even date
For K.S.Rao & Co.
Chartered Accountants
Firm Registration No.003109S

C Venkateshwara Rao
Partner
Membership No: 219844

Place: Hyderabad
Date: 30.05.2026

For Regency Ceramics Limited

Narala Satyendra Prasad
Managing Director & CFO
DIN:01410333

Radhika Prasad Narala
Director
DIN: 00105837

Anji Reddy Devarpalli
Company Secretory and Compliance Officer
Membership No. A57611

Regency Ceramics Limited

Audited Statement of Profit and Loss for the year ended 31st March, 2026

(Rs. in Lakhs)

	Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I	**INCOME**			
	Revenue from operations	17	3,826.78	1,314.70
	Other Income	18	259.30	1,262.10
	Total Income		**4,086.08**	**2,576.80**
II	**EXPENSES**			
	Cost of Raw Materials consumed		2,978.24	2,096.67
	Purchase of Traded Goods of Stock in Trade		368.55	339.61
	Changes in inventories of Stock in Trade, work in Progress and Finished Goods		(120.71)	(1,617.17)
	Employee benefits expenses	19	398.91	448.08
	Finance Costs	20	61.19	32.95
	Depreciation and amortization expenses	02	392.45	405.34
	Other expenses	21	2,540.52	1,359.13
	Total Expenses		**6,619.15**	**3,064.61**
III	Profit/(Loss) before exceptional Items and Tax			
IV	Exceptional Item		(2,533.07)	(487.81)
			-	-
V	Profit / (Loss) before Tax			
			(2,533.07)	(487.81)
VI	Tax Expenses			
	Current Tax		-	-
	Earlier years tax (Refer Note.12)		(148.59)	(712.82)
	Deferred Tax		-	-
VII	Profit / (Loss) after Tax		(2,384.48)	225.01
VIII	Earning per share			
	Basic & Diluted		(9.02)	0.85

As per our report of even date
For K.S.Rao & Co.
Chartered Accountants
Firm Registration No.003109S

C Venkateshwara Rao
Partner
Membership No: 219844

Place: Hyderabad
Date: 30.05.2026

For Regency Ceramics Limited

Narala Satyendra Prasad
Managing Director & CFO
DIN:01410333

Radhika Prasad Narala
Director
DIN: 00105837

Anji Reddy Devarpalli
Company Secretory and Compliance Officer
Membership No. A57611

Regency Ceramics Limited

Cash Flow Statement for the Period Ended 31st March, 2026

(Rs. in Lakhs)

	Particulars	As at 31.03.2026	As at 31.03.2025
A	**Cash Flow from Operating Activities**		
	Net Profit/(Loss) before Tax	(2,533.07)	(487.81)
	Adjustments for:		
	Depreciation	392.45	405.34
	Interest (net)	(222.85)	(1,010.46)
	Credit Balance written off	-	(139.20)
	Gain on Fair valuation of Investments through Profit or Loss	(1.20)	0.84
	Loss on sale of assets	-	(30.39)
	Operating Loss before working capital charges	(2,364.67)	(1,261.68)
	Working Capital adjustments:		
	Current Assets (Trade and other receivables)	(2,456.67)	(3,516.29)
	Non Current Liabilities	383.79	-
	Other Current Liabilities	347.76	771.31
	Trade Payables	511.77	1, 962.55
	Cash used in operations (gr0ss)	(3,578.02)	2,044.11)
	Direct Taxes (Paid) Refund Received	148.59	698.12
B.	**Cash Flow from Investing Activities**		
	Purchase of assets (Including Capital Advances)	(79.84)	(244.40)
	Proceeds from sale of Plant & Machinery	-	134.71
	(Increase)/ Decrease in Investments	(0.36)	183.14
	Movement in Other Bank Balances – Non Current	-	(1.32)
	Interest Received	222.85	1,010.46
	Net Cash generated from Investing Activities (B)	142.65	1,082.59
C	**Cash Flow from Financing Activities**		
	Loans from Directors	3,340.83	313.00
	Net Cash generated from Financing Activities (C)	3,340.83	313.00
	Net Increase/(Decrease) in Cash and Cash Equivalents) (A+B+C)	54.05	49.60
	Cash and Cash equivalents as at 01.04.2025(Opening Balance)	69.12	19.52
	Cash and Cash equivalents as at 31.03.2026(Closing Balance)	123.17	69.11

As per our report of even date
For K.S.Rao & Co.
Chartered Accountants
Firm Registration No.003109S

C Venkateshwara Rao
Partner
Membership No: 219844

Place: Hyderabad
Date: 30.05.2026

For Regency Ceramics Limited

Narala Satyendra Prasad
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Company Secretory and Compliance Officer
Membership No. A57611

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

1. CORPORATE INFORMATION

Regency Ceramics Limited is a public limited listed Company incorporated on 18th November,1983. The Company is engaged in the manufacture and outsourced manufacture of ceramic floor and wall tiles suitable for domestic and international markets. The Company has introduced several designs of glazed vitrified tiles, parking tiles and heavy-duty tiles for high traffic areas. The Company is operating from its Registered cum Corporate office in Hyderabad and operates through various dealer network across the country. The Plant is located at Yanam, Union Territory of Puducherry.

The Company has recorded a Net Loss of Rs.2384.48 lakhs for the year 2025-26 and has accumulated Loss of Rs.12,908.88 Lakhs as on 31.03.2026 resulting in erosion of the net worth. The business activities of the Company have been initiated resulting in revenue and consequent cash flows. The Company is in the process of refurbishing and reinstating the Plant and Equipment to recommence its own production.

A memorandum of settlement had been entered under Section 12 (3) of the Industrial Disputes Act, 1947 between the Company and the Regency Ceramics Staff and Workers Union. As per the MOU, the management has commenced works and it is expected that all conditions will be fulfilled in this financial year.

The insurance claim preferred in respect of Loss/damage to Company's Plant and Equipment, Finished Goods and Raw Materials during labour unrest on 27.01.2012 had been referred to arbitration. The Hon'ble Arbitral Tribunal had pronounced an unanimous award in favour of the Company. However, the Insurance Company had filed a set-aside petition U/s 34 of the Arbitration and Conciliation Act 1996 before the court of Principal District Judge, Puducherry. Pending final judgement, the Principal District Judge ordered the Insurance Company to pay the amount accepted by the Insurance Company along with interest to the Company. Accordingly, Rs.15.17 Crores including interest of Rs.24.89 Lakhs was received in January, 2023. Out of the said amount, Rs.2.76 crores (claims accepted on Inventories) was adjusted against the claim receivable and the balance is shown in current liabilities since the same is to be utilized for the reinstatement/ replacement of assets destroyed.

In view of the above, the financial statements have been prepared by the Company on a "going concern" basis.

SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS.

1.A Significant Accounting Policies:

1.1) Basis of Preparation of Financial Statements

a. Compliance with Ind AS

The Standalone Financial Statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act"), and relevant rules issued thereunder and the relevant provisions of the Act. In accordance with proviso to Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

b. Historical Cost Convention

These Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and Financial Liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied constantly over all the periods presented in these financial statements.

The Financial Statements are presented in Indian Rupees (INR) which is also the Company's functional currency, and all values are rounded to the nearest Lakhs (INR 00,000), except when otherwise indicated.

1.2) Use of Estimates

The preparation of Financial Statements in conformity with the Indian Generally Accepted Accounting Principles (GAAP) requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amount of income and expenses during the period. Actual figures may differ from these estimates. Any revision to the accounting estimates is recognized prospectively in current and future periods.

Key Assumptions

1.3) Plant and Equipment-Tangible Assets:

i. Plant and Equipment are stated at historical cost less accumulated depreciation. Cost directly attributable to acquisition are capitalized until the Plant and Equipment are ready to for use, as intended by the management.

ii. Subsequent expenditure relating to Plant and Equipment are capitalized only when it is probable that the future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognized in the statement of Profit and Loss when they are incurred.

iii. Depreciation on Plant and Equipment has been provided under Straight Line Method over the useful life of assets estimated by the management which is in line with terms prescribed in Schedule II of the Companies Act-2013 except the assets costing Rs.5000 or less on which depreciation is charged @ 100% in the year of acquisition. Depreciation for assets purchased /sold during the period is proportionately charged. Depreciation methods, useful lives & residual values are reviewed periodically.

The management estimates the useful life of the assets as follows:

Plant and Equipment (Process)	: 25years
Plant and Equipment (Others)	:15 years
Buildings (Factory Buildings)	: 30 years
Buildings (other than Factory Buildings)	: 60 years

iv. Transition to Ind AS: On transition to Ind AS, the Company has selected to continue with the carrying value of all of its Plant and Equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying values as deemed cost of the Plant and Equipment.

1.4) Inventory:

Inventories are valued at the lower of Cost or Net Realizable Value. The cost is determined on Weighted Average basis. Cost of finished goods and work-in-process include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Stores and Packing Materials are valued at cost on weighted average basis.

1.5) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

A. Financial Assets:

Initial recognition and measurement

All financial instruments are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit & Loss account transaction costs that are attributable to the acquisition of the financial asset, purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on the trade date i.e. the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For the purpose of subsequent measurement, financial assets are classified and measured at:

i. Amortized Cost
ii. Fair Value Through Profit and Loss (FVTPL)
iii. Fair Value Through Other Comprehensive Income (FVTOCI)

Financial Asset measured at Amortized Cost

Financial Assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the Statement of Profit & Loss.

The Company, while applying above criteria has classified all the financial assets (except investments in equity shares) at Amortized Cost.

Financial Assets at Fair Value Through Profit and Loss (FVTPL)

Financial Assets are measured at fair value through Profit & Loss if it does not meet the criteria for classification as measured at Amortized Cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit & Loss.

Financial Assets Measured at Fair Value Through Other Comprehensive Income

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at Fair Value Through Other Comprehensive Income. Fair value movements are recognized in the Other Comprehensive Income (OCI). Interest income measured using the EIR method and impairment Losses, if any are recognized in the Statement of Profit and Loss. On de-recognition, cumulative gain or Loss previously recognized in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

De-recognition of Financial Assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment Loss on the debt instruments, that are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive.

The management uses a provision matrix to determine the impairment Loss on the portfolio of trade and other receivables. The provision matrix is based on its historically observed Expected Credit Loss rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Expected Credit Loss allowance or reversal recognized during the period is recognized as income or expense, as the case may be, in the Statement of Profit and Loss. In case of Balance Sheet, it is shown as reduction from the specific financial asset.

Life -Time Expected Credit Loss on Trade and Other Receivables:

Trade and other receivables are stated at net of trade payable to the respective party where there is a written understanding between the Company and the particular customer/vendor. Trade Receivables and Other Receivables do not carry any interest and are stated at their transaction value as reduced by life-time expected credit losses (“LTECL”). Management has evaluated LTECL for receivables as follows:

Particulars	0-365 Days	365-730 Days	730-1460 Days	1460-1827 Days	Beyond 1827 Days
Expected Credit Loss Rate(% age)	0	15.00	40.00	75.00	Write Off

B. Financial Liabilities.
Initial Recognition and Measurement

Financial Liabilities are recognized initially at fair value plus any transaction cost that are attributable to the acquisition of the financial liability except Financial Liabilities at FVTPL that are measured at fair value.

Subsequent Measurement

Financial Liabilities are subsequently measured at amortized cost using the EIR method. Financial Liabilities carried at Fair Value Through Profit and Loss. Gain or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

The Company does not designate any Financial Liability at Fair Value Through Profit and Loss.

Financial Liabilities at Amortized cost

Amortized cost for Financial Liabilities represents amount at which Financial Liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount.

All the Financial Liabilities of the Company are subsequently measured at Amortized Cost using the Effective Interest method.

De recognition of Financial Liabilities

A Financial Liability shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

1.6) Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ Losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

1.7) Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other Borrowing Costs are recognized as an expense in the period in which they are incurred.

1.8) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is made. The specific recognition criteria described below must also be met before revenue is recognized.

a. Sale of Products

Revenue from the sale of Products is recognised when significant risks and rewards of ownership have been transferred to the customer, the Company no longer retain continuing managerial involvement to the degree usually associated with ownership nor has effective control over the Products sold, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration that will be derived in the sale of Products.

Revenue from Sale of Products includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties i.e GST and Sales tax. Sale of Products in respect of export sales are recognized as and when the shipment of products has taken place.

b. Recognition of Export benefits

Export benefits entitlements in respect of Incentive Schemes including Duty Drawback, Merchandise Export Incentive Scheme (MEIS), FMS and FPS of the Government of India are recognized in the year in which Export Sales are accounted for.

c. Interest Income

Interest on deposits with Government Departments and Financial Institutions are recognized in Statement of Profit and Loss when the right to receive/receivable during the period. Interest Income on deposits is recognized using the period of deposit and effective Interest method.

1.9) Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

1.10) Employee Benefits:

• Defined Contribution Plan

Employer's Contribution to Provident Fund/Employee State Insurance which is in the nature of defined Contribution Scheme is expensed off when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

• Defined Benefit Plan

a. Gratuity

Gratuity liability is in the nature of defined benefit obligation. Such liability is provided only for employees who have completed 5 years of continuous service as per the provisions of the Payment of Gratuity Act, 1972.

b. Compensated absences

Compensated absences which are in the nature of defined benefit obligation are provided for based on number of leaves outstanding as on Balance Sheet date according to the policy of the Company.

1.11) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes on accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

1.12) Income Taxes

Income Tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income of the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there are unabsorbed depreciation or carry forward Losses, deferred tax asset is recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets are reviewed at each Balance Sheet date based on the developments during the year and available case laws, to reassess realisation/liabilities.

1.13) Earnings Per Share

The Company presents basic and diluted Earnings Per Share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the Profit or Loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the Profit or Loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

1.14) Cash Flow Statement

Cash Flows are reported using the Indirect Method. Whereby Profit for the period is adjusted for effects of transactions of a non-cash nature, any deferrals are accruals of past or future Operating cash receipts or payments and item of income or expenses associated with Investing or Financing cash flows. The cash flows from Operating, Investing and Financing activities of the Company are segregated.

1.15) Segment Reporting

Segment Reporting is not applicable since the entire operations of the Company are related to one segment i.e. manufacturing of ceramics tiles in terms of Ind AS 108 on operating segments.

1.16) Exceptional Items

Exceptional items refer to items of Income or Expenses within the Statement of Profit and Loss from ordinary activities which are non-recurring and are of each size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

1.17) Recent Accounting Pronouncements and Adoption

In August 2025, MCA notified amendments to Ind AS 1 - Presentation of Financial Statements, Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 7 - Statement of Cash

Flows and Ind AS 107 - Financial Instruments, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 - The amendment relates to classification of liabilities as current or non -current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rule. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any impact in its financial statements.

4. Amendments to Ind AS 21 - Lack of exchangeability - The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information. The amendments do not have a impact on the Company's financial statements.

1.18) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

1.19) Critical Accounting Estimates and Judgments

The preparation of Financial Statements is in conformity with generally Accepted Accounting Principles that require management to make estimates and assumptions that affect the reported amounts of Assets and Liabilities and disclosure of contingent liabilities at the date of the Financial Statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Revisions in accounting estimates are recognized prospectively.

The areas involving critical estimates or judgments are –

- Estimates of Useful life of Plant and Equipment and Intangibles
- Measurement of Defined Benefit Obligation
- Recognition of Deferred Taxes
- Estimation of Impairment

Estimation of Provisions and Contingent Liabilities

Regency Ceramics Limited

Notes Forming Part of the Financial Statement

Note.2-PROPERTY, PLANT AND EQIPMENTS (Rs. in Lakhs)

S.No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as At 01.04.2025	Additions During the year	Sales/adjust Ments during the year	Cost as at 31.03.2026	Cost as At 01.04.2025	For The Year	On Sales/ Adjust ments	Cost as at 31.03.2026	As at 31.03.2026	As at 31.03.2025
	Tangible Assets										
1.	Land	63.36	-	-	63.36	-	-	-	-	63.36	63.36
2	Buildings	1836.83	-	-	1836.83	1526.17	42.54	-	1568.70	268.13	310.67
3	Plant & Machinery	13306.31	62.24	-	13368.55	12653.19	319.10	-	12972.29	396.26	653.12
4	Office Equipment & Computers	476.75	2.24	-	479.29	466.14	7.05	-	473.19	6.10	10.60
5	Furniture & Fixtures	71.85	-	-	71.85	69.77	0.17	-	69.95	1.89	2.06
6	Vehicles	91.72	-	-	91.72	66.62	3.76	-	70.38	21.33	25.10
	TOTAL (A)	**15846.79**	**64.79**	**-**	**15911.58**	**14781.90**	**372.62**	**-**	**15154.52**	**757.05**	**1064.89**
	Previous Year	**18696.30**	**6.38**	**2855.79**	**15846.79**	**17139.08**	**394.29**	**2751.47**	**14781.90**	**1064.90**	**1557.23**

S.No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as At 01.04.2025	Additions During the year	Sales/adjust ments during the year	Cost as at 31.03.2026	Cost as At 01.04.2025	For The Year	On Sales/ Adjust ments	Cost as at 31.03.2026	As at 31.03.2026	As at 31.03.2025
7	**Intangible Assets**	95.81	15.05	-	110.86	14.97	19.83	-	34.80	76.06	80.84
	TOTAL (B)	**95.81**	**15.05**	**-**	**110.86**	**14.97**	**19.83**	**-**	**34.80**	**76.06**	**80.84**
	Previous Year	**54.93**	**40.88**	**-**	**95.81**	**3.93**	**11.04**	**-**	**14.97**	**80.84**	**51.00**

S.No	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as At 01.04.2025	Additions During the year	Sales/ adjust ments during the year	Cost as at 31.03.2026	Cost as At 01.04.2025	For The Year	On Sales/ Adjust ments	Cost as at 31.03.2026	As at 31.03.2026	As at 31.03.2025
8	**Capital WIP**	843.98	-	-	843.98	-	-	-	-	843.98	843.98
	TOTAL (C)	**843.98**	**-**	**-**	**843.98**	**-**	**-**	**-**	**-**	**843.98**	**843.98**
	Previous Year	**698.45**	**145.53**	**-**	**843.98**	**-**	**-**	**-**	**-**	**843.98**	**698.45**
	Grand Total A+B+C	**16,786.59**	**79.84**	**-**	**16,866.42**	**14,796.87**	**392.45**	**-**	**15,189.32**	**1,677.10**	**1,989.70**
	Previous Year	**19,449.69**	**192.68**	**2,855.79**	**16,786.59**	**17,143.01**	**405.34**	**2,751.47**	**14,796.87**	**1,989,71**	**2,306.68**

Notes:

a) The company suffered extensive damage to the assets situated at Factory, Yanam due to unprecedented violence occurred on 27th January,2012 and declared lock-out of the Plant from 31st January, 2012. The financial results for the year ended 31st March 2025 were prepared without considering loss/damage to Plant & Machinery, Buildings and other assets of the company in the books. Depreciation has been provided in the normal course due to the efflux of time as per the provisions of the Companies Act,2013.

b) Property, Plant & Equipment & Intangible assets have not been revalued during the year.

c) All the immovable properties listed above are held in the name of the Company.

d) There are no proceedings against the company under the Benami Transactions (Prohibition) Act, 1988

Regency Ceramics Limited

Notes Farming Part of the Financial Statement

Note.3

Non-Current Investments (Non-Trade) (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Un-Quoted (At Amortized Cost) Un-Quoted: i) National Savings Certificate and Indira Vikas Patras (Deposited with Sales Tax Department)	0.42	0.42
Quoted Investment in Equity Shares-Fair Value Through Profit or Loss Equity Shares Rs.10 each in IFCI Ltd, (Market Value on 31.03.2026 Rs.47.88)	4.79	4.43
Investment in Mutual Funds – Fair Value Through Profit or Loss Investment in Mutual funds	-	-
Total	**5.21**	**4.85**

Note.4

Other Non-Current Financial Assets (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
A. Security Deposits (Unsecured considered good) Electricity Deposits	18.37	18.37
B. Bank deposits with more than 12 months maturity	724.02	720.00
Total	**742.39**	**738.37**

Other Non-Current Assets (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance for Purchase of Capital Assets	180.36	147.55
Total	**180.36**	**147.55**

Note.5

Trade Receivables (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
A. Secured	-	-
B. Un Secured		
i) Considered Good	1123.07	470.17
ii) Significant increase in credit risk	797.43	797.43
iii) Credit Impaired	28.68	28.68
Less : Provision for Doubtful Debts	28.68	28.68
Total	**1,920.50**	**1,267.60**

As on 31st March 2026:

Rs. In Lakhs

Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	504.94	552.82	65.30	-	-	1,123.06
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	797.43	797.43
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	28.68	28.68
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Total	**504.94**	**552.82**	**65.30**	**-**	**826.12**	**1,949.18**
Less: Provision for doubtful debts					**28.68**	**28.68**
Net Trade Receivables	**504.94**	**552.82**	**65.30**	**-**	**797.44**	**1,920.50**

As on 31 March 2025:						Rs. In Lakhs
Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	470.17	-	-	-	-	470.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	797.43	797.43
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	28.68	28.68
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Total	**470.17**	**-**	**-**	**-**	**826.11**	**1,296.28**
Less: Provision for doubtful debts					**28.68**	**28.68**
Net Trade Receivables					**797.43**	**1,267.60**

Note.6

Cash and Cash Equivalents (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Cash in hand	0.62	6.84
In Current Accounts	122.55	62.28
Total	**123.17**	**69.12**

Note.7

Other Financial Assets (Rs. in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
i)	Claims Receivables	337.47	337.47
ii)	Advances to Staff & Workers	16.67	14.96
iii)	Deposits Recoverable	287.16	287.16
iv)	Interest accrued on Deposits and Investments	18.63	18.63
	Total	**659.93**	**658.22**

Note.8

Other Current Assets (Rs. in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
i)	Advance for purchase, other Advances	3,092.25	1,779.13
ii)	Balance with Govt Department	196.78	196.78
iii)	GST Appeal	10.66	10.66
iv)	GST Credit	615.40	536.96
v)	Prepaid Insurance	0.76	0.14
		-	-
	Total	**3,915.86**	**2,523.67**

Note.9

Current Tax Assets (Net) (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Income Tax Assets (Net 0f Provision)	37.83	45.71
Total	**37.83**	**45.71**

Note.10
Share Capital

Particulars	31.03.2026		31.03.2025	
	No. of shares	**Rs. In Lakhs**	**No. of shares**	**Rs. In Lakhs**
Authorised				
Equity Shares of Rs.10/- each	3,00,00,000	3,000.00	3,00,00,000	3,000.00
Total	**3,00,00,000**	**3,000.00**	**3,00,00,000**	3,000.00
Issued				
Equity Shares of Rs.10/- each	2,65,08,586	2,650.86	2,65,08,586	2,650.86
Total	**2,65,08,586**	**2,650.86**	**2,65,08,586**	**2,650.86**
Subscribed and Paid up				
Equity Shares of Rs.10/- each fully paid up	2,64,41,586	2,644.16	2,64,41,586	2,644.16
Total	**2,64,41,586**	**2,644.16**	**2,64,41,586**	**2,644.16**

Reconciliation of outstanding number of shares

Particulars	31.03.2026		31.03.2025	
	No. of shares	**Rs. In Lakhs**	**No. of shares**	**Rs. In Lakhs**
Shares Outstanding at the beginning of the year	2,64,41,586	2,644.16	2,64,41,586	2,644.16
Shares Issued During the year	-	-	-	-
Shares redeemed/bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,64,41,586	2,644.16	2,64,41,586	2,644.16

Share holding more than 5%

Name of the Shareholder	31.03.2026		31.03.2025	
	No. of shares	**%**	**No. of shares**	**%**
Dr G N Naidu	72,75,183	27.51	72,75,183	27.51
Radhika Prasad Narala	48,19,586	18.23	48,19,586	18.23
Bindu G Naidu	24,18,750	9.15	24,18,750	9.15
Regency Transport Carriers Limited	33,14,470	12.54	33,14,470	12.54

Shares held by promoters of the Company

Promoter's Name	F.Y.2025-2026		F.Y.2024-2025		% Change during the year
	No. of Shares	% total shares	No. of Shares	% total shares	
G N Naidu	72,75,183	27.51	72,75,183	27.51	**-**
Radhika Prasad Narala	48,19,586	18.23	48,19,586	18.23	**-**
Bindu G Naidu	24,18,750	9.15	24,18,750	9.15	**-**
Sarojini Gudaru	12,14,206	4.59	12,14,206	4.59	**-**
Venkatesulu Naidu G	1,19,850	0.45	1,32,850	0.50	**(0.05)**
N.Satyendra Prasad	1,30,550	0.49	1,30,550	0.49	**-**
Doraswamy Naidu G	-	-	20,000	0.08	**(0.08)**
P. Narayanamma	-	-	10,000	0.04	**(0.04)**

Note.11
Reserves and Surplus

(Rs. In Lakhs)

	Particulars	As at 31.03.2026	As at 31.03.2025
a)	**Capital Reserve**		
	At the Commencement of the year	0.86	0.86
	Closing Balance	0.86	0.86
Other Reserves			
b)	**General Reserve**		
	At the Commencement of the year	1540.35	1540.35
	Closing Balance	1540.35	1540.35
c)	**Share Premium**		
	At the Commencement of the year	329.61	329.61
	Closing Balance	329.61	329.61
d)	**Surplus**		
	At the Commencement of the year	(10,524.40)	(10,749.40)
	Closing Balance	(2,384.48)	225.01
		(12,908.88)	**(10,524.39)**
	Total (a+b+c+d)	**(11,038.04)**	**(8,653.58)**

Note.12

Non-Current Liabilities-Financial Liabilities-Borrowings (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Secured		
Loans from Body Corporate & others	30.00	30.00
Unsecured		
Loans From Directors		
-Dr G N Naidu	5,804.37	5,804.37
-N. Satyendra Prasad	2,397.71	1,213.20
-Radhika Prasad Narala	2,161.33	5.00
Total	**10,393.40**	**7,052.57**

Note.13

Long Term Provisions (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Gratuity	134.43	134.43
Leave Encashment	10.87	10.87
Total	**145.30**	**145.30**
Gratuity Provision as per Ind AS-19 and Leave Encashment were not applicable in view of the Memorandum of settlement duly signed by both the Management and the Union.		

Note.14

Trade Payables (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Trade Payables		
-Due to Micro, Small and Medium Enterprises	141.84	141.84
-Others	4,685.52	4,173.76
Total	**4,827.36**	**4,315.60**

Trade Payable ageing schedule:

As on 31st March 2026: in Lakhs

Particulars	Outstanding for following period from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	141.84	141.84
(ii) Others	2,145.45	214.38	-	2,325.69	4,685.52
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
Total	**2,145.45**	**214.38**	**-**	**2,467.53**	**4,827.36**

As on 31 March 2025 in Lakhs

Particulars	Outstanding for following period from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	141.84	141.84
(ii) Others	1,848.07	-	-	2,325.69	4,173.76
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
Total	**1,848.07**	**-**	**-**	**2,467.53**	**4,315.60**

Note.15

Other Financial Liabilities (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
i) Employee benefit liabilities	982.06	970.55
ii) Payable for Capital Goods	12.63	12.63
iii) Capital Creditors	78.26	99.22
iv) Other Payables	675.60	318.39
Total	**1,748.55**	**1,400.79**

Note.16

Other Current Liabilities (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Statutory liabilities	225.87	275.79
Advance from Customers	975.78	418.50
Insurance Claim Received against replacement of Asset	1,215.68	1,215.68
Trade Deposit from Dealers	394.76	363.21
Total	**2,812.09**	**2,273.19**
• The liability towards Interest and Penalties payable on account of Statutory Dues were not provided in the books expecting waiver in the current situation.		

Note.17

Revenue from operations (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Domestic Sale	3,826.78	1,314.70
Export Sale	-	-
Total	**3,826.78**	**1,314.70**

Note.18

Other Income (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Interest Received	54.71	61.24
Credit Balance/Excess provisions written back	-	139.20
Interest on IT Refund	168.14	949.22
Profit on Sale of Assets	-	30.39
Rent Received	3.05	81.21
Revenue from Services	26.43	-
Sale of Scrap	5.77	-
Gain on Fair valuation of Investments through Profit or Loss	1.20	0.84
Total	**259.30**	**1,262.10**

Note.19

Employee benefits expenses (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Salaries, Wages, bonus and Other benefits	389.86	447.42
Workmen and Staff Welfare Expenses	9.06	0.67
Compensation	-	-
Total	**398.91**	**448.08**

Note.20

Finance Cost (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Interest	60.70	32.84
Bank charges	0.49	0.11
Total	**61.19**	**32.95**

Note.21

Other Expenses (Rs. in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Rent	213.72	266.88
Repairs and Maintenance	168.03	63.04
Repairs and Maintenance-Others	19.66	29.53
Rates and Taxes	14.27	42.66
Insurance	1.98	7.14
Printing and Stationery	7.67	5.81
Postage and Courier Expenses	0.21	1.28
Travelling and Conveyance	39.52	27.71
Vehicle Maintenance	2.22	0.44
Recruitment Charges	0.41	-
Sub-Contract Works Expenses	35.29	-
Legal and Professional Charges	102.75	120.39
General Expenses	46.69	54.84
Debit Balance written off	-	-
Fees and Licenses	10.97	12.82
Advertisement and selling Expenses	10.86	9.41
Security Services	57.30	51.63
Telephone and Internet Expenses	0.55	1.37
Office Maintenance	4.00	6.39
Branding & Promotional Expenses	6.00	12.37
Computer Peripherals, Accessories & Maintenance	1.47	2.24
Electricity Charges	609.04	293.07
Freight Inwards	402.89	-

Fines & Penalties	0.10	0.75
Freight	69.02	14.83
Donations	2.00	0.05
Electrical Maintenance	11.47	27.43
Software Implementation & Maintenance	-	-
Commission & Brokerage	0.19	-
Indirect Labour Expenses	701.24	306.01
Statutory Audit Fee	1.00	1.00
Total	**2,540.52**	**1,359.13**

Note.22

Earnings Per Share

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the in come and share data used in the basic and diluted EPS computations:

Particulars	As at 31.03.2026	As at 31.03.2025
Net Profit/(Loss) attributable to equity shareholders (A)	(2384.48)	225.01
Weighted average numbers of Equity shares outstanding during the year (B)	26441586	26441586
Face value of Equity Shares (Rs.)	10.00	10.00
Basic/Diluted earning per share (Rs.) (A/B)	(9.02)	0.85

Note 23

Financial Risk Management

The Company's activities expose it to Market Risk, Credit Risk and Liquidity Risk. Company's overall risk management focuses the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance.

i. Market Risk

Market Risk is the risk of Loss of future earnings, fair values or future cash flows that may result from a change in the price of a Financial Instrument. The value of a Financial Instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices and other market changes that affect Market Risk sensitive instruments. Market Risk is attributable to all market risk sensitive Financial Instruments including investments and deposits, foreign currency receivables, payables and borrowings.

ii. **Foreign Currency Risk**

Foreign Currency Risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to change in foreign currency rates. The Company's exposure to the risk of changes in foreign exchange rates is negligible.

The Company did not enter into any derivative instruments for trading or speculative purposes.

iii. **Interest Rate Risk**

Interest Rate Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's Short-term borrowing. The Company constantly monitors the credit markets and re-balances its financing strategies to achieve an optimal maturity profile and financing cost.

iv. Credit Risk

Credit Risk arises when a customer or counterparty does not meet its obligations under a financial instrument or custom contract, leading to a Financial Loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with banks. The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The Company receives payments regularly from its customers and hence the Company has no significant credit risk.

v. Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet obligations on time or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

Note 24

Capital Management

The Company's objectives when managing capital are to

I) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.

II) Maintain an optimal capital structure to reduce the cost of capital consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Gearing Ratio

(Rs. In lakhs)

Particulars	As at	
	31st March, 2026	31st March, 2025
a) Debt Obligations	10917.56	7731.84
b) Cash and cash equivalents	123.17	69.12
c) Net Debt (a-b)	10794.39	7662.72
d) Total Equity	(8393.88)	(6009.42)
e) Net debt/Equity ratio (c/d)	NA	NA

Note 25

Factory Status

The Company suffered extensive damage to the Buildings, Plant & Machinery and other assets situated at Factory, Yanam due to unprecedented violence, occurred on January 27, 2012. Stocks of Finished goods, Raw materials, stores and spares, stocks-in-process and other inventories were damaged / looted to a large extent. The Company declared lock-out of the Plant from January 31, 2012.

The extent of Loss/damage to Plant & Machinery, Buildings and other assets of the Company were not considered in the books pending assessment and disclosed at book value after providing depreciation without considering 5% residual value on account of efflux of time. The Company has started the process of estimating the condition of the existing fixed assets & its realizable value. As such, the machinery & buildings have not been insured.

Note 26

Status with lenders

The Company has paid entire OTS amount and thereafter, all the lenders have filed Satisfaction of Memo in the DRT and Satisfaction of Charge with ROC.

Note 27

Exceptional Items

Exceptional Loss of Rs. 1263.34 Lakhs is on account of short recovery of Insurance claim on inventory as the said amount cannot be recovered as per the award of Arbitral Tribunal.

Note 28
Status of Insurance

The claim in respect of Loss/damage to Company's Plant and Equipment, Finished Goods and Raw Materials during labour unrest on 27.01.2012 was not settled by the Insurance Company on reinstatement/ replacement basis. Thereafter, the Company invoked arbitration clause as per the terms of Policy. The Hon'ble Arbitral Tribunal had pronounced an unanimous award in favour of the Company. The Insurance Company had filed set-aside petition U/s 34 of the Arbitration and Conciliation Act 1996 before the court of Principal District Judge, Puducherry. Pending final Judgement, the Principal District Judge ordered the Insurance Company to pay the amount accepted by the Insurance Company along with interest to the Company. Accordingly, Rs.15.17 Crores including interest of Rs.24.89 Lakhs was received in January, 2023. Out of the said amount, Rs.2.76 crores (claims accepted on Inventories) was adjusted against the claim receivable and the balance is shown in current liabilities since the same is to be utilized for the reinstatement/ replacement of assets damaged / destroyed.

The Principal District Judge in his orders has largely confirmed the Arbitral Award for Rs. 133.30 crores + interest. The company has filed subsequent applications in the PDJ court as well as a caveat in the Madras High Court.

Note 29

Contingent Liabilities and Commitments (to the extent not provided for)

Contingent Liabilities	**As at 31.03.2026**	**As at 31.03.2025**
	(Rs in Lakhs)	**(Rs in Lakhs)**
Demand from Customs & Central Excise (Excise Duty) disputed by the company, pending in appeal before CESTAT, Chennai	39.99	39.99
Demand from Yanam Municipality (Property Tax- with retrospective effect) disputed by the company pending with commissioner, Yanam Municipality	154.99	154.99
Dispute demand under Income Tax	90.98	90.98

Note 30

Confirmation of Balances

The Company could not obtain confirmation of balances in respect of Sundry Debtors & Sundry Creditors, loans and advances, other current assets and other liabilities.

Note 31

Fair Value Measurement Hierarchy

The following table provide analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into level 1 to 3 as described below.

Level 1 –Quoted Prices in an Active Market

Level 1 hierarchy includes financial instruments measured using quoted prices. This included listed equity instruments, traded bonds, ETFs and mutual funds that have quoted prices. The fair value of all equity instruments (including bonds) which are traded in the Stock Exchanges is valued using the closing price as at the reporting period.

Level 2 –Valuation Techniques with Observable Inputs.

The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and really as little as possible and entity-specific estimates if all significant in put required to fail value an instrument are observable, the instrument is included in level 2.

Level 3 –Valuation Techniques with Significant unobservable inputs.

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor are they based on available market data. The following table provides the fair value measurement hierarchy of the Company's assets andliabilities.

Quantitative disclosures of fair value measurement hierarchy as at March 31, 2026

(Rs. in lakhs)

Particulars	Fair Value Hierarchy (Level)	**As at March 31, 2026**	**As at March 31, 2025**
Financial Assets measured at FVTPL			
Investments	1	5.21	4.85
Financial Asset Measured at Amortized Cost			
Other Financial Assets	2	659.93	658.22

Note 32

There are no remittances in foreign currency on account of Dividend during the year 2025-26.

Note 33

Balance of some of the debtors, creditors & loans and advances are subject to confirmation/reconciliation.

Note 34

Segment Reporting

Segment Reporting is not applicable since the entire operations of the Company are related to one segment i.e. manufacturing of ceramics tiles in terms of Ind AS 108 on operating segments.

Note 35-Defered Tax

Particulars	**Current Year (Rs. in lakhs)**	Previous year (Rs. in lakhs)
Composition of Net Deferred Tax Asset/(Liability):		
Components of Deferred Tax:		
Deferred Tax Assets:		
Profit/(Loss) as per Income Tax Act	(2348.48)	225.01
Provision for doubtful debts		
Deferred Tax Liability:		
Depreciation	392.45	405.33
Deferred Tax (Liability)/Asset (Net)		

Note: The Company has not recognized deferred tax asset as a matter of prudence.

Note 36.

Related Party Disclosures

Key Management Personnel	**Relation**
Dr. G.N. Naidu	Executive Chairman
Sri. N.Satyendra Prasad	Managing Director & CFO
Sri. Anji Reddy Devarpalli	Company Secretary and Compliance officer

I. Transaction with Key Managerial Personnel

Nature of Transaction: Un-Secured Loan	Current Year	Previous Year	Receivable / (Payable) as on 31.03.2026	Receivable / (Payable) as on 31.03.2025
Dr. G.N.Naidu	0	65.00	(5,804.37)	(5,804.37)
N. Satyendra Prasad	1184.51	743.00	(2397.71)	(1213.20)
Radhika Prasad Narala	2156.33	495.00	(2163.33)	(5.00)

II. Transaction with Related parties of Key Managerial Personnel (Repayable on demand)

Name of the Party and Nature of transaction	Current Year	Previous Year	Receivable / (Payable) as on 31.03.2026	Receivable / (Payable) as on 31.03.2025
Regency Educational Society Advances Returned	---	---	(334.28)	(334.28)

Note 37

Disclosure in accordance with Ind AS 19 On Employee Benefits

The unprecedented industrial violence on 27.01.2012 resulted in deaths of personnel and destruction of buildings and Equipment in the factory. Consequent to this, a lock-out was declared at the factory from 31.01.2012. After series of negotiations with the workers union, Memorandum of settlement was arrived on 24.10.2019 at Puducherry under Section 12 (3) of the Industrial Disputes Act, 1947 before the Commissioner of Labour -cum- Chief Conciliation Officer, U T of Puducherry between the Company and the Regency Ceramics Staff and Workers Union. As per the MOU, the management has agreed to provide house sites at Yanam to all the displaced workers of the Company in three categories as proposed by the union. In this connection, two stretches of land owned by ancillary units to the extent of about 25.35 Acres was registered on 18.10.2019 in favour of the union through settlement deeds. The conversion of agricultural land into residential plots, development of land, lying of roads, allotment of plots, etc. is in progress.

Gratuity Provision as per Ind AS-19 and Leave Encashment were not applicable in view of the Memorandum of settlement duly signed by both the Management and the Union.

Provisions for gratuity if any required under The Payment of Gratuity Act shall be provided for and paid as and when liability arises.

Note 38

Additional Regulatory Information
Financial Ratios:
As there were no operations during the current year and previous year, key financial ratios have been disclosed to the extent applicable

Ratio	Numerator	Denominator	FY 2026	FY 2025	% Variance
a) Current ratio (in Times)	Current Assets	Current Liabilities	0.95	0.80	18.75%
b) Debt-Equity Ratio (in times)	Debt	Equity	---	---	---
c) Debt Service Coverage ratio (in times)	Earnings Available	Interest + Principal	---	---	---
d) Return on Equity Ratio (in %)	PAT	Average Equity	---	---	---
e) Inventory turnover ratio (in times)	Net Sales	Average inventory	---	---	---
f) Trade Receivables turnover ratio (in times)	Net Sales	Average Trade receivable	----	---	---
g) Trade payables Turnover ratio (in times)	Operating expenses	Average trade Payables	---	---	---
h) Net capital turnover ratio (in times)	Net Sales	Net Working capital	---	---	---
i) Net Profit ratio (in %)	Net Sales PAT	Net Sales	---	---	---

Notes 39: **Additional information**

a) There are no transactions with struck off companies under section 248 or 560

b) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.

c) The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules

d) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237

e) The Company has not advanced /loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

g) The provisions with respect to Corporate Social Responsibility are not applicable to the Company, as the Company does not fall within the purview of the section135 of the Companies Act,2013 and Rules made thereunder.

h) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Note 40. Previous year figures have been regrouped /reclassified wherever necessary to suit the current year's layout.

As per our report of even date
For K.S.Rao & Co.
Chartered Accountants
Firm Registration No.003109S

C Venkateshwara Rao
Partner
Membership No: 219844

Place: Hyderabad
Date: 30.05.2026

For Regency Ceramics Limited

Narala Satyendra Prasad
Managing Director & CFO
DIN:01410333

Radhika Prasad Narala
Director
DIN: 00105837

Anji Reddy Devarpalli
Company Secretory and Compliance Officer
Membership No. A57611

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results.

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016)

(Rs. In Lakhs)

	S. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
I.	1.	Turnover / Total income	*4,086.08*	*4,086.08*
	2.	Total Expenditure	*6,619.14*	*6,619.14*
	3.	Net Profit/(Loss)	*(2,533.06)*	*(2,533.06)*
	4.	Earnings Per Share	*(9.02)*	*(9.02)*
	5.	Total Assets	*9,451.92*	*9,451.92*
	6.	Total Liabilities	*20,450.86*	*20,450.86*
	7.	Net Worth	*(8,393.88)*	*(8,393.88)*
	8.	Exceptional (loss)	0	0
	9.	Any other financial item(s) (as felt appropriate by the management	Not Applicable	Not Applicable

II. **Audit Qualification (each audit qualification separately):**

Audit Qualification. I: -

a. Details of Audit Qualification: *Financial statements were prepared without considering the effect of the Impairment in the value of Property Plant and Equipment of the Company.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive /since 2014
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

The Company suffered extensive damage to the Buildings, Plant & Machinery and other assets situated at its factory in Yanam due to unprecedented violence that occurred on January 27, 2012. Stocks of Finished Goods, Raw Materials, Stores and Spares, stocks-in-process and other inventories were largely damaged / looted. The Company declared lock-out of the Plant from January 31, 2012.

The Company has refurbished one of its production lines and all associated miscellaneous fixed assets. Some of the production lines installed prior to year 2000 suffered extensive

damage and the OEMs expressed their inability to provide spares or repair / refurbish those equipment's. The delay in insurance settlement is the prime reason for inability of the company to bring back the equipment fit for production. Hence, out of 10 production lines, 6 lines have been scrapped and the amount received on sale of scrap has been accounted in the books of accounts. The corresponding amounts in the book value and accumulated depreciation have been reduced to that extent

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. II: -

a. Details of Audit Qualification: *Subsequent to the Lock-out of the Company from Date: 31.01.2012, the company has not provided the provisional liability towards salary, wages and other benefits to its factory employees. Further, the company has not provided for its liability towards Gratuity and leave encashment in accordance with Ind AS-19 "Employee Benefits". We are unable to comment upon the impact of non-provision on the profit or loss of the company for the year and on the current liabilities as at 31.03.2026.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive /since 2013
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

After series of negotiations with the workers union, Memorandum of settlement was arrived on 24.10.2019 at Puducherry under Section 12 (3) of the Industrial Disputes Act, 1947 before the Commissioner of Labour -cum- Chief Conciliation Officer, U T of Puducherry between the Company and the Regency Ceramics Staff and Workers Union. As per the MOU, the management has agreed to provide house sites at Yanam to all the displaced workers of the Company in three categories as proposed by the union.

In this connection, two stretches of land owned by ancillary units to the extent of about 25.35 Acres was registered on 18.10.2019 in favour of the union through settlement deeds. The conversion of agricultural land into residential plots, development of land, laying of roads, and other associated infrastructure is completed. The actual allotment of plots to the correct beneficiary is yet to be done, and necessary entries will be made in the books of accounts after the allotment.

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. III: -

a. Details of Audit Qualification: *In the absence of proper information regarding the Debtors, Creditor, Loans and Advances and Other receivables the company could not obtain confirmation from the Respective parties.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: First time during the Financial year 2025-26.
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:

i. Management's estimation on the impact of audit qualification: *Not determinable*
ii. If management is unable to estimate the impact, reasons for the same:

The Management cannot estimate the impact as the exact quantification of these will be known only when the operations start at Yanam and these debtors and creditors are approached after commencement of operations at Yanam factory unit.

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable.*

Audit Qualification. IV: -

a. Details of Audit Qualification: *As on 31.03.2026, the Company has certain long pending Trade Receivables and advances as aggregating to Rs.2419.65 Lakhs, of which the period of Limitation is already expired as per the provisions of The Limitation Act, 1969. In the absence of sufficient evidence to demonstrate the recoverability, we are unable to comment on the recoverability of the above amount and consequential effect on Financial Statements*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: First time during the Financial year 2025-26
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

The Management has taken due note of the qualification and confirms that a detailed review of the said balances shall be undertaken in FY 2026–27. Based on the outcome of such review, the irrecoverable amounts shall be written off in accordance with the applicable Accounting Standards and the Company's accounting policies. Adequate monitoring controls shall also be put in place to prevent recurrence of similar situations going forward.

Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. V: -

a. Details of Audit Qualification: *The Company has certain long pending Trade payables aggregating to Rs.2,320.49 lakhs. In the absence of sufficient evidence to demonstrate the liability, we are unable to comment the liability of the above amount and consequential effect on Financial Statements.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive / since 2013
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

The Management has taken due note of the qualification and confirms that a detailed review of the said balances shall be undertaken in FY 2026–27. Based on the outcome of such review, the amounts which are no longer payable shall be written back to the Statement of Profit & Loss in accordance with the applicable Accounting Standards and

the Company's accounting policies. Adequate monitoring controls shall also be put in place to ensure timely identification and settlement or write-back of such balances going forward

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. VI: -

a. Details of Audit Qualification: *The company did not provide the interest on Unsecured loans received from Directors and Body Corporates. Also, interest has not been provided in respect of overdue amount payable to Micro, Small and Medium Enterprises suppliers for a period exceeding 15 days.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive / since 2013
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

The Management has agreed with Directors and Bodies Corporate that the interest will not be provided on the Unsecured loans. Interest to MSME suppliers will be negotiated and finalized after mutual discussions with the suppliers and same shall be placed in the Board of Directors meeting of the Company. Further, it may be noted that the outstanding dues payable to MSME vendors pertain to transactions undertaken prior to the financial year 2012-13 and have remained outstanding since then.

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. VII: -

a. Details of Audit Qualification *The company has not provided liability towards interest and penalties payable on account of old statutory dues.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive / since 2013
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
e. For Audit Qualification(s) where the impact is not quantified by the auditor:
   i. Management's estimation on the impact of audit qualification: *Not determinable*
   ii. If management is unable to estimate the impact, reasons for the same:

The Company is of opinion that the statutory authorities shall waive the interest and penalties in view of the unprecedented incident.

iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable*

Audit Qualification. VIII: -

a. Details of Audit Qualification *On verification of Inventory records, we are unable to comment on the accuracy of valuation of Inventories and considered the values given by the Management.*
b. Type of Audit Qualification: Qualified opinion
c. Frequency of Audit Qualification: Repetitive/Since financial year 2024-25

	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: e. For Audit Qualification(s) where the impact is not quantified by the auditor: i. Management's estimation on the impact of audit qualification: *Not determinable* ii. If management is unable to estimate the impact, reasons for the same: ***The Company maintains inventory records through a software system, and physical stock records are updated on an ongoing basis. As part of the year-end closing process, a comprehensive Stock Audit covering Raw Materials, Stores & Spares, Packing Materials, and Finished Goods was conducted during 14th May 2026 to 23rd May 2026 by M/s. Tirupathi Associates, an independent firm entrusted with this exercise.*** ***The valuation and reconciliation of inventories has since been completed based on the findings of the said Stock Audit, and the Management is satisfied that the inventory values as reported in the Financial Statements are fairly stated in accordance with the applicable Accounting Standards.*** ***The Management assures that going forward, the inventory reconciliation process shall be strengthened to ensure timely completion well before the finalization of Financial Statements.*** iii. Auditors' Comments on (i) or (ii) above: *Impact is not determinable.*
III.	**Signatories:** • **~~CEO~~/Managing Director** Regency Ceramics Ltd * Hyd * • **CFO** • **Audit Committee Chairman** Ramesh C. Venkateshwara Rao K.S. RAO & Co. Chartered Accountants HYDERABAD • **Statutory Auditor** **Place: Hyderabad** **Date: 30.05.2026**