REGENCY
NATURAL TILES

Hyderabad, February 26, 2026

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

Dear Sir/ Madam,

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

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby enclose the Notice of Postal Ballot Notice dated **February 26, 2026** for seeking approval through e-voting for the following resolutions :-

S. No	Particulars of Resolution	Resolution Type
1.	To approve material Related Party Transactions with Ms. Radhika Prasad Narala, Promoter and Non-Executive Director of the company.	Ordinary
2.	To approve and ratify the Related Party Transactions with Ms. Radhika Prasad Narala, Promoter and Non-Executive Director of the company.	Ordinary

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company / Company's Registrar and Share Transfer Agent / Depositories as on the **"Cut-off Date" i.e. Friday, February 20, 2026.**

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

Commencement of remote e-voting	9:00 a.m. (IST) on Friday, February 27, 2026
Conclusion of remote e-voting	5:00 p.m. (IST) on Saturday, March 28, 2026

The above information will be made available on the website of the Company at www.regencyceramics.in

This is for your information and records

Thanking You,

For **Regency Ceramics Limited**

SATYENDRA PRASAD NARALA

Digitally signed by SATYENDRA PRASAD NARALA
DN: c=IN, postalCode=500033, st=TELANGANA, street=HYDERABAD, l=HYDERABAD, o=Personal, serialNumber=5b4ddbd7ff1407836ba1dbe0ecc931ca647066f5e54c49edef2e111b6156c5a2, pseudonym=605ff6c5ce924f6aad7b6b3561c5a8ed, 2.5.4.20=eae81e8bbffdfd0e664d002570328152ad921fe925dd340e0efa2500d9030edd, email=SPRASAD@REGENCYCERAMICS.IN, cn=SATYENDRA PRASAD NARALA
Date: 2026.02.26 11:05:20 +05'30'

Satyendra Prasad Narala
Managing Director & CFO
DIN: 01410333

To,
The Members of the Company.

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

In compliance with the MCA Circulars & SEBI Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules, as amended from time to time, and SS – 2 on General Meetings, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Friday, February 20, 2026 ("cut-off date")** and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent of the Company/ Depositories participant.

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

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

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

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

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

Commencement of remote e-voting	9:00 a.m. (IST) on Friday, February 27, 2026
Conclusion of remote e-voting	5:00 p.m. (IST) on Saturday, March 28, 2026

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **Tuesday, March 31, 2026**, and will be displayed on the Company's website at www.regencyceramics.in and the website of CDSL at www.evotingindia.com The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

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

SPECIAL BUSINESS:

ITEM NO.1

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."

ITEM NO.2

To approve and ratify the Related Party Transaction with Ms. 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 the rules made thereunder (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, and in accordance with the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, consent of the Members of the Company be and is hereby accorded to ratify and approve the unsecured loan(s) aggregating to Rs. 19,91,33,000/- (Rupees Nineteen Crore Ninety-One Lakh Thirty-Three Thousand only) already availed by the Company from Mrs. Radhika Prasad Narala, Promoter and Non-Executive Director of the Company, during the financial year, notwithstanding that such transaction(s), whether individually or taken together with previous transactions during the financial year, exceeded the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

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

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

Hyderabad, February 26, 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
CIN: L26914TG1983PLC004249

NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars and SEBI Circular, if any, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on **Friday, February 20, 2026 ("cut-off date").**
3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility for its Members to enable them to cast their votes on the resolutions electronically
4. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, February 20, 2026**, will be considered for the purpose of voting. A person who is not a member as on cutoff date for reckoning voting rights should treat this Notice for information purposes only.
6. The E-voting will remain open for the Members for exercising their voting from Friday, February 27, 2026 at 9.00 a.m. (IST) till Saturday, March 28, 2026 at 5.00 p.m. (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
7. Members may note that the Postal Ballot Notice will be available on the Company's website www.regencyceramics.in and 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. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
8. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically

without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@regencyceramics.in mentioning his / her / its folio number / DP ID and Client ID

10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Saturday, March 28, 2026.**

11. 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.

12. all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).

13. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on Friday, February 27, 2026 at 9.00 a.m. (IST) till Saturday, March 28, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **February 20, 2026,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website 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. 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository**	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

Participants (DP)	e-Voting service provider website for casting your vote during the remote e-Voting period.

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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
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; cs@regencyceramics.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement pursuant to Section 102 of Companies Act, 2013

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

ITEM NO. 1

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. 1 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	Dr. Naraiah Naidu Gudaru, Executive chairman and 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 unsecured 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	761.03%
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. 1 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

ITEM NO. 2

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, prior approval of members by way of an ordinary resolution is required for all material related party transactions and subsequent material modifications, even if such transactions are in the ordinary course of business and at arm's length.

A transaction with a related party is considered material if the transaction(s), whether entered into 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.

During the financial year, the Company availed unsecured, interest-free loan(s) aggregating to Rs. 19,91,33,000/- (Rupees Nineteen Crore Ninety-One Lakh Thirty-Three Thousand only) from Mrs. Radhika Prasad Narala, Promoter and Non-Executive Director of the Company, to meet urgent operational and working capital requirements. Owing to the Company's turnover profile, the aggregate value of the said borrowing(s), taken together with related party transactions during the financial year, exceeded the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

The loan was extended on an unsecured and interest-free basis, without creation of any charge on the assets of the Company. The transactions ware placed before and approved by the Audit Committee, after reviewing all relevant details, noting that the borrowing was in the best interest of the Company.

In order to comply with the requirements of Regulation 23 of the SEBI Listing Regulations, the approval of the Members is being sought for ratification of the aforesaid material related party transaction.

Mrs. Radhika Prasad Narala and her relatives are deemed to be concerned or interested in the resolution set out at Item No. 2 of this Notice. 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 said resolution.

The details as required *under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021* ("SEBI Circular") are set forth below:

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- Non-Executive 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	Dr. Naraiah Naidu Gudaru, Executive chairman and Mr. Narala Satyendra Prasad, the Managing Director and CFO of the Company
Type, tenure, material terms and particulars	Type- unsecured loan. Tenure- the above arrangement is continuing business transactions. Material Terms- Interest free loan repayable on demand
Value of the transaction	The Company had availed unsecured loan(s) aggregating to Rs. 19,91,33,000/- (Rupees Nineteen Crore Ninety-One Lakh Thirty-Three Thousand Only) from Ms. Radhika Prasad Narala, Promoter and Non-Executive Director of the Company, and the approval of the Members is being sought for ratification of the said transaction.
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	761.03%
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. 2 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the shareholders.

By the Order of the Board
for **Regency Ceramics Limited**
Sd/-

Anji Reddy Devarapalli
Company Secretary
M.No. A57611

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

Hyderabad, February 26, 2026

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.	Mr. 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	-

<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 2024-2025
<table>
<tr><td>S. No</td><td>Nature of Transactions</td><td>Amount (INR)</td></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>5,00,000</td></tr>
<tr><td>2.</td><td>Interest paid</td><td>0</td></tr>
</table>
FY 2023-2024
<table>
<tr><td>S. No</td><td>Nature of Transactions</td><td>Amount (INR)</td></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 2022-2023
<table>
<tr><td>S. No</td><td>Nature of Transactions</td><td>Amount (INR)</td></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>0</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><td>S. No</td><td>Nature of Transactions</td><td>Amount (INR)</td></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>19,91,33,000</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	761.03%	-
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)