



Regency Ceramics Limited

REF:RCL/SEC/2018

Date : 05th April , 2018

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

Dear Sir/Madam,

Sub : Quarterly compliance report on Corporate Governance for the quarter ended 31st March, 2018 - reg.

With reference to subject mentioned above, please find enclosed the Corporate Governance Report for the Quarter ended 31st March, 2018 furnished pursuant to under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully

For REGENCY CERAMICS LIMITED

A handwritten signature in black ink, appearing to be 'S.R.' or similar.

Authorised Signatory

Encl: a/a

Regency Ceramics Limited

CIN : L26914TG1983PLC004249

6-3-1090/A/7, IMS House, 3rd Floor, Somajiguda, Hyderabad -500082, phone – 040-23327555

Quarterly Compliance Report on Corporate Governance

Name of the Company: **REGENCY CERAMICS LIMITED**

Quarter ending on : **31st March, 2018**

Date: **04 April, 2018**

I. Composition of Board of Directors

Title	Name of Director	PAN & DIN	Category(Executive / Chairman/ Non Executive/ Independent /Nominee	Date of appointment in the current term or cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Dr G N Naidu	ADIPG0153B & 00105597	Chairman and Managing Director	09.02.2014	5 years	1	1	-
Mr	G.Sreenivasulu Naidu	AYXPS5447A & 00106038	Non Executive Director	30.09.2013	Retirement by rotation	1	-	-
Mr	B.Surendra	AFHPB5990E & 06831152	Independent Director	12.02.2014	5 Years	1	2	2
Mr	D.Chandrasekhar Babu	AHNPD8599F & 06831136	Independent Director	12.02.2014	5 Years	1	1	-
Mrs	Y.Vijaya Lakshmi	ABDPY6409K & 02210385	Independent Director	14.02.2017	5 years	1	1	-
Mr	N.Satyendra Prasad	AAXPN3815H & 01410333	Executive Director	31.07.2015	5 years	1	-	-



II. Composition of Committee

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. B.Surendra 2. D.Chandrasekhar Babu 3. Y.Vijaya Lakshmi	Non Executive-Independent Director - Chairperson Non Executive-Independent Director - Member Non Executive-Independent Director - Member
2. Nomination & Remuneration Committee	1. B.Surendra 2. D.Chandrasekhar Babu 3. Y.Vijaya Lakshmi	Non Executive-Independent Director - Chairperson Non Executive-Independent Director - Member Non Executive-Independent Director - Member
3. Stakeholders Relationship Committee	1. B.Surendra 2. D.Chandrasekhar Babu 3. Dr. G N Naidu	Non Executive-Independent Director - Chair person Non Executive-Independent Director - Member Executive Director - Member

III. Meetings of the Board

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13 th December, 2017	12 th February, 2018	60

IV. Meeting of Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12 th February, 2018	Mr B.Surendra -Present Mr D.Chandrasekhar Babu.-Present Mrs Y.Vijaya Lakshmi -Present	13 th December, 2017	60



V. Related Party Transactions

S.No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

S.No	Subject	Compliance status (Yes/No/NA)
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 	Yes Yes Yes NA
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. :	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	



For Regency Ceramics Limited

[Handwritten Signature]

Dr G N Naidu
Chairman and Managing Director

Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Regency Ceramics Limited



Dr G N Naidu
Chairman and Managing Director



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A



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II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of	24(2),(3),(4),(5) &	NA



listed entity	(6)	
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.
Yes



Dr G N Naidu
Chairman and Managing Director