



Corp. Office: 4th Floor, 27B, Camac Street, Kolkata 700
Tel.: +91 33 4017 5200. CIN No. L67120WB1990PLC048
E-mail : investorcell@nakamichi.co.in www.nakamichi.co

Regd. Office: Block - A, 1st Floor, "Mercantile Buildi
9/12, Lal Bazar Street, Kolkata 700
Tel.: +91 33 2210 4841 / 4

Quarterly Report on Corporate Governance

1. Name of Listed Entity : NAKAMICHI SECURITIES LIMITED
2. Quarter Ending: 31ST MARCH, 2018

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|-----------------------------|--|--|------------|--|---|--|
| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) & | Date of Appointment in the current term /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) |
| Mrs. | Sarita Tibrewala | AFGPP289 0C/ 00629538 | Chairperson | 01.04.2017 | - | 1 | 1 | Nil |
| Ms. | Snigdha Tibrewala | AIDPT412 3G/ 02801711 | Executive Director | 24.05.2013 | - | 1 | 1 | Nil |
| Mr. | Chandidas Ghosh | ADYPG102 2D/ 03014825 | Independent Director | Appointmen t 05.09.2014 | 5 Years | 1 | 1 | 1 |
| Mr. | Jugal Kishore kyal | AEPPK848 6B/ 02751509 | Independent Director | Appointmen t 05.09.2014 | 5 Years | 1 | 1 | 1 |
| Mr. | Sanjay Kumar Kothari | AFYPK986 9A/ 02751509 | Non-Executive Director | Appointmen t 11.08.2016 | - | 1 | Nil | Nil |

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

NAKAMICHI SECURITIES LTD

Sanjeet Singh

Company Secretary & Compliance Officer

| II. Composition of Committees | | | |
|---|---|--|---|
| Name of Committee | Name of Committee | Category (Chairperson/Executive/Non-) | |
| 1. Audit Committee | 1. Mr. Jugal Kishore Kyal | Independent Director- Chairman | |
| | 2. Mr. Chandidas Ghosh | Independent Director- Member | |
| | 3. Ms. Snigdha Tibrewala | Executive Director- Member | |
| 2. Nomination & Remuneration Committee | 1. Mr. Chandidas Ghosh | Independent Director- Chairman | |
| | 2. Ms. Snigdha Tibrewala | Executive Director- Member | |
| | 3. Mr. Sanjay Kumar Kothari | Non-Executive Director- Member | |
| 3. Stakeholders Relationship Committee | 1. Mr. Chandidas Ghosh | Independent Director- Chairman | |
| | 2. Mr. Jugal Kishore Kyal | Independent Director- Member | |
| | 3. Mrs. Sarita Tibrewala | Chairperson- Member | |
| &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen | | | |
| III. Meeting of Board of Directors | | | |
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of the Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) | |
| 14.11.2017 | 10.02.2018 | 88 | |
| IV. Meeting of Committees | | | |
| 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* |
| Audit Committee 10.02.2018 | Yes- All member present | 14.11.2017 | 88 |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is o | | | |
| V. Related Party Transactions | | | |
| Subject | Compliance status (Yes/No/NA)refer note below | | |
| Whether prior approval of audit committee obtained | Yes | | |
| Whether shareholder approval obtained for material RPT | NA | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | 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. | | | |

NAKAMICHI SECURITIES LTD.

Sanjeev Singh



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Quarter ending 31st March, 2018

| I. Disclosure on website in terms of Listing Regulations | | |
|---|-------------------|------------------------------------|
| Item | | Compliance status |
| Details of business | | |
| 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 | | NA |
| 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 | | NA |
| New name and the old name of the listed entity | | NA |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA)refer |
| 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 | 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) | NA |
| 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 listed entity | 24(2),(3),(4),(5) & (6) | NA |
| 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 | 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

Sanjeet Kumar Singh
 Company Secretary & Compliance Officer

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 Company Secretary & Compliance Officer