

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS:

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD

During the financial year 2015-16 the Board met 6 times on 06.05.2015, 30.05.2015, 10.08.2015, 25.08.2015, 14.11.2015 and 13.02.2016.

Attendance record of Directors attending the Board meetings and Annual General Meetings during the year:

| Name of the Director | Category | No. of Board Meetings Attended | Last AGM attendance |
|---|------------------------------------|--------------------------------|---------------------|
| PRATIK SHAH | Non - Executive (Director) | 6 | Yes |
| ARUN VAGHASIYA | Non-Executive Independent Director | 6 | Yes |
| ALIMEHDI SAJJAD NOORANI Appointed as on 06.05.2015 | Non-Executive Independent Director | 5 | No |
| None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director. | | | |

AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. PRATIK SHAH, Mr. ARUN VAGHASIYA and Mr. ALIMEHDI SAJJAD NOORANI.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operationXal and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings

During the year the Audit Committee met 4 times on 30.05.2015, 10.08.2015, 14.11.2015 and 13.02.2016 attendance of the members as under:

| Name | No. of Meeting attended | |
|---------------------------|-------------------------|----------|
| | Held | Attended |
| PRATIK RAMESHCHANDRA SHAH | 4 | 4 |
| ARUN BHANUBHAI VAGHASIYA | 4 | 4 |
| ALIMEHDI SAJJAD NOORANI | 4 | 4 |

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 30.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. PRATIK SHAH, Mr. ARUN VAGHASIYA and Mr. ALIMEHDI SAJJAD NOORANI. There were one Meetings was held on 06.05.2015 respective all members were present at their meetings.

The following is the terms of reference of Nomination and Remuneration Committee

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Nomination and Remuneration Policy

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

This committee presently consists of three directors namely Mr. PRATIK SHAH, Mr. ARUN VAGHASIYA and Mr. ALIMEHDI SAJJAD NOORANI.

GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

| Financial Year | Location | Date | Time A.M./ P.M. | Particulars of the Special Resolution |
|--|------------------------|------------|-----------------|--|
| 2014-15 | At Reg. Office Address | 30.09.2015 | 10.00 A.M. | Change of Statutory Auditor of the company |
| 2013-14 | At Reg. Office Address | 27.09.2014 | 10.00 A.M. | Adoption of New set of AOA |
| 2012-13 | At Reg. Office Address | 30.09.2013 | 02.00 P.M. | No Special Resolution was passed |
| No Special Resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting. | | | | |

CEO / CFO CERTIFICATION:

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2015 – 16, was placed at the meeting of Board of Directors held on May 28, 2016.

DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION

| | |
|--|--|
| Financial Year | 1st April to 31st March |
| Date and time of Annual General Meeting | Wednesday, 28th September, 2016 at 11:00 A.M. |
| Venue of Annual General Meeting | FLAT NO 105, 1ST FLOOR, ADARSH BUILDING, 12, OPP. AMBEDKAR HALL, RTO LANE, 4 BUNGLOW, ANDHERI (W), MUMBAI-400053 |
| Dates of Book Closure | 22.09.2016 to 28.09.2016 |
| Listing on Stock Exchange | BSE Limited, Mumbai |
| Stock Code and Scrip ID | 504358 (BSE) and TURBO |
| Demat ISIN No. | INE764M01018 |
| Financial for Reporting 2016-2017 (tentative schedule) | |
| Quarterly Financial Results | Date of Board Meeting |
| First Quarter Results | Before 15.08.2016 |
| Second Quarter Results | Before 15.11.2016 |
| Third Quarter Results | Before 15.02.2017 |
| Fourth Quarter Results | Before 15.05.2017 |

CATEGORIES OF SHAREOWNERS AS ON 31.03.2016

| Category | No. of Shares Held | Voting Strength (%) |
|--|--------------------|---------------------|
| Promoters | Nil | 0.00 |
| Resident Individuals: | | |
| Individuals holding capital upto Rs. 1 Lakh | 5743383 | 23.93 |
| Individuals holding capital more than Rs. 1 Lakh | 7507920 | 31.28 |
| Financial Intuitions/ Banks | Nil | 0.00 |
| Bodies Corporate | 10128393 | 42.40 |
| HUF | 492879 | 2.05 |
| Non Resident Indians | 127425 | 0.53 |
| Total | 24000000 | 100 |

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016

| Share Balance | Holders | % of Total | Total Shares | % of Total |
|------------------|-------------|---------------|-----------------|---------------|
| Up to – 2500 | 528 | 20.72 | 52638 | 0.22 |
| 2501-5000 | 304 | 11.93 | 132985 | 0.55 |
| 5001- 10000 | 369 | 14.48 | 341267 | 1.42 |
| 10001- 20000 | 298 | 11.70 | 509366 | 2.12 |
| 20001- 30000 | 163 | 6.40 | 434610 | 1.81 |
| 30001- 40000 | 106 | 4.16 | 396441 | 1.65 |
| 40001-50000 | 170 | 6.67 | 835880 | 3.48 |
| 50001- 100000 | 255 | 10.01 | 2028173 | 8.45 |
| 100001 and above | 355 | 13.93 | 19268640 | 80.29 |
| Total | 2548 | 100.00 | 24000000 | 100.00 |

STOCK MARKET DATA:

Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150101-24 dated 01.01.2015 suspend trading of equity shares with effect from 07.01.2015. Hence Data not available.

REGISTRAR AND SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072, Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE

FLAT NO 105, 1ST FLOOR, ADARSH BUILDING, 12, OPP. AMBEDKAR HALL, RTO LANE, 4 BUNGLOW, ANDHERI (W), MUMBAI-400053.

Investors Correspondence/ Complaints to be address to

PRATIK RAMESHCHANDRA SHAH (Director and Compliance Officer)
E-mail: turbo200745@yahoo.com

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To
The Members of
TURBOTECH ENGINEERING LIMITED
Mumbai

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2016 as envisaged in SEBI (LODR) Regulation, 2015.

**For and on Behalf of the Board
For, TURBOTECH ENGINEERING LIMITED**

**PLACE: AHMEDABAD
DATE: 13.08.2016**

**Sd/-
(PRATIK SHAH)
DIRECTOR
DIN: 00237899**