



## Interworld Digital Limited

CIN : L72900DL1995PLC067808

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**Dated: 16/06/2021**

**To,**  
**The Manager (Listing),**  
**Bombay Stock Exchange Limited,**  
**1<sup>st</sup> Floor, P.J. Towers**  
**Dalal Street, Mumbai – 400 001**

**Sub: Submission of Annual Secretarial Compliance Report duly signed by the Practicing Company Secretary for the year ended 31st March, 2021.**

**Ref: Scrip Code 532072 (INTERDIGI)**

**Dear Sir,**

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith "Annual Secretarial Compliance Report" for the year ended 31st March, 2021 duly signed by Kundan Agrawal & Associates, Practicing Company Secretary for your kind perusal.

We hope that you will find the above in order.

Kindly take the aforesaid in your records

**Thanking You,**

**Yours Faithfully,**  
**For Interworld Digital Limited**



**Shivangi Agarwal**  
**Company Secretary**

**Encl: As Above**



**Secretarial Compliance Report of Interworld Digital Limited**  
**for the year ended 31<sup>st</sup> March, 2021**

**We, Kundan Agrawal & Associates, Company Secretaries having FRN: S2009DE113700 and office at 193 First Floor, Shakti Khand 3(near One mall) Indirapuram, Ghaziabad U.P.- 201014, India and have examined:**

- (a) all the documents and records made available to us and explanation provided by **“INTERWORLD DIGITAL LIMITED”**(“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March 2021** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the period under review).**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(To the extent applicable on the company for the period under review).**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable during the period under review).**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable during the period under review).**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,





2008 (**Not applicable during the period under review**).

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable during the period under review**).
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (**To the extent applicable on the company for the period under review**).
- and circulars/ guidelines issued thereunder

And based on the above examination, we hereby report that, during the review period:

- (a) The entity is listed at Bombay Stock Exchange Ltd (BSE).
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 – Listing Fees & Other charges	Not Paid	The Company has defaulted in payment of Annual Listing Fees to BSE and, therefore, BSE has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further equity shares of the company are also marked as suspended for trading on BSE's web portal due to nonpayment of annual listing fees. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





# Kundan Agrawal & Associates

Company Secretaries

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S.N	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE	Company was marked as a Shell Company	Pursuant to SEBI's letter bearing No.SEBI/HO/ISD/OW/P/2017/1818 dated August 7, 2017 to Bombay Stock Exchange; the Stock Exchange has placed the Company's script under Stage VI GSM. BSE on the basis of representations made by the company and personal hearings, directed Forensic Audit of the Company be conducted by an Independent Forensic Auditor appointed by BSE, M/s Suresh Chandra & Associates, Chartered Accountant, The Auditors conducted the Forensic Audit and submitted their report. BSE has forwarded a copy of the Forensic Audit Report & sought response from the Company.	As informed by the management, the company is in the process of preparing the suitable reply to the observations made by BSE.
2	BSE	Regulation 14 –Non Payment of Annual Listing Fees	BSE has vide its Circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019 has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further the shares of the company are also marked as suspended for trading on BSE's web portal due to nonpayment of annual listing fees. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.	As per the explanations provided to us by the management of the Company, the company is facing financial hardships and liquidity crunch due to COVID-19 pandemic and therefore, at present is unable to pay the outstanding annual listing fees of BSE. However, the company is trying to arrange necessary funds to clear its outstanding annual listing fees and to revoke the consequent suspension on trading of its shares.





(e) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the Secretarial Compliance Report for the year ended... (The years are to be mentioned)</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	Company was marked as a Shell Company	31 <sup>st</sup> March, 2020	Due to the ongoing Covid-19 pandemic the company was unable to submit its reply to the observations made by the BSE w.r.t the forensic audit report submitted by the Independent Forensic Auditors appointed by BSE as during the year under review, most of the staff members of the Company are working from home due to the risks associated with COVID-19 pandemic. Further, the company did not receive any further query from BSE during the period under review.	As informed by the management, the company is under the process to draft a suitable reply to the observations made by BSE
2.	As per Regulation 14 – Listing Fees was not paid to BSE.	31 <sup>st</sup> March, 2020	The company is arranging the necessary funds to pay the outstanding Annual Listing Fees.	As informed by the management, the company is making efforts to clear off its dues.

**For Kundan Agrawal & Associates**

**Company Secretaries**

**Place: Ghaziabad**

**Date: 08/06/2021**



**Kundan Agrawal**

**Company Secretary**

**Membership No. 7631**

**C.P. No. 8325**

**UDIN: F007631C000431835**