

Interworld Digital Limited

CIN : L72900DL1995PLC067808

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Dated: 11/04/2018

To,

The Manager (Listing),
Bombay Stock Exchange Limited,
1st Floor, P. J. Towers,
Dalal Street, Mumbai – 400001

Subject: Submission of Corporate Governance Report for the quarter ended 31st March, 2018

Ref : Scrip Code 532072 (INTERDIGI)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 31st March, 2018 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

We hope that you will find the above in order.

This is for your information and records please.

Thanking You.

**Yours Truly,
For Interworld Digital Limited**


**Shweta Chawla
Company Secretary**



Encl : As Above

MSEI Symbol	
ISIN code	532072
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE177D01020
Name of the entity	INTERWORLD DIGITAL LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable



Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	No



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No



Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-11-2017		
2	14-12-2017		29
3		14-02-2018	61
4		22-03-2018	35



Text Block

Textual Information(1)

On 22-03-2018, there was a separate meeting of Independent Directors also.



Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	Name of other committee
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)		
1	Audit Committee		Yes	3	04-10-2017			
2	Audit Committee		Yes	3	14-12-2017	70		
3	Audit Committee	14-02-2018	Yes	3		61		
4	Nomination and remuneration committee		Yes	3	14-11-2017			
5	Nomination and remuneration committee	22-03-2018	Yes	3		127		
6	Stakeholders Relationship Committee		Yes	3	12-10-2017			



Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Stakeholders Relationship Committee	04-01-2018	Yes	3		83	
8	Risk Management Committee	22-03-2018	Yes	3			



Text Block

Textual Information(1)	<p>1.The members present at the meetings of the Audit Committee held on 04/10/2017, 14/12/2017 & 14/02/2018 are: (a) Mr. Ajay Sharma (Chairman) (b) Mr. Peeyush Kumar Aggarwal (Member) (c) Mr. Soban Singh Aswal (Member)</p> <p>2.The members present at the meetings of the Nomination and Remuneration Committee held on 14/11/2017 & 22/03/2018 are: (a) Mr. Ajay Sharma (Chairman) (b) Ms. Madhu Sharma (Member) (c) Mr. Soban Singh Aswal (Member)</p> <p>3.The members present at the meetings of the Stakeholders Relationship Committee held on 12/10/2017 & 04/01/2018 are: (a) Mr. Ajay Sharma (Chairman) (b) Ms. Madhu Sharma (Member) (c) Mr. Soban Singh Aswal (Member)</p> <p>4.The members present at the meeting of the Risk Management Committee held on 22/03/2018 are: (a) Mr. Ajay Sharma (Chairman) (b) Ms. Madhu Sharma (Member) (c) Mr. Soban Singh Aswal (Member)</p>
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SHWETA CHAWLA
2	Designation	Company Secretary



Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://interworlddigital.in/aboutus.html
2	Terms and conditions of appointment of independent directors	Yes		http://interworlddigital.in/investor.html
3	Composition of various committees of board of directors	Yes		http://www.interworlddigital.in/aboutus.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.interworlddigital.in/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.interworlddigital.in/policy.html
6	Criteria of making payments to non-executive directors	Yes		http://www.interworlddigital.in/policy.html
7	Policy on dealing with related party transactions	Yes		http://www.interworlddigital.in/policy.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.interworlddigital.in/policy.html



Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.interworlddigital.in/investor.html
11	email address for grievance redressal and other relevant details	Yes		http://www.interworlddigital.in/investor.html
12	Financial results	Yes		http://www.interworlddigital.in/results.html
13	Shareholding pattern	Yes		http://www.interworlddigital.in/share.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	



Text Block

Textual Information(1)

1. At present the Company is not paying any Fees/compensation to its Non Executive Directors. The company will take the prior approval of shareholders before paying any such Fees/compensation to its Non Executive Director.
2. Constitution of Risk Management Committee is not applicable to the company. However, the Company has constituted the Risk Management committee voluntarily.



Annexure II

Annexure II		
1	Name of signatory	
2	Designation	



Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



Annexure II

1	Name of signatory	SHWETA CHAWLA
2	Designation	Company Secretary



Signatory Details

Name of signatory	SHWETA CHAWLA
Designation of person	Company Secretary
Place	DELHI
Date	09-04-2018



