



Interworld Digital Limited

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Dated: 10/07/2020

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 30th June, 2020

Ref : Scrip Code 532072 (INTERDIGI)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 30th June, 2020 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



Shivangi Agarwal
Company Secretary

Encl: As Above

General information about company	
Scrip code	532072
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE177D01020
Name of the entity	INTERWORLD DIGITAL LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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		Textual Information(1)																		
Whether the listed entity has a Regular Chairperson		No																		
Whether Chairperson is related to MD or CEO		No																		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 28(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PEEYUSH KUMAR AGGARWAL	AACP6470C	00090423	Non-Executive - Non Independent Director	Chairperson related to Promoter		06-10-1963	NA		18-11-2015	30-09-2019		3	0	5	0			
2	Mr	AJAY SHARMA	APDFS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973	NA		14-11-2013	30-09-2019		60	1	1	0	2		
3	Mr	SOBAN SINGH ASWAL	ADOPA4692F	00349919	Non-Executive - Independent Director	Not Applicable		12-07-1972	NA		25-03-2015	30-09-2015		60	1	1	2	0		
4	Ms	MADHU SHARMA	BSYPS514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955	NA		01-10-2015	30-09-2016		60	5	4	3	3		

Text Block

Textual Information(1)	<p>Mr. Peeyush Kumar Aggarwal was appointed as an Additional Director w.e.f. 18-11-2015. He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 30-09-2019 as per the provisions of Section 152 of the Companies Act, 2013.</p> <p>Mr. Ajay Sharma was initially appointed as an Additional Director of the Company w.e.f. 14-11-2013 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. He was appointed as an Independent Director of the Company w.e.f. 30-09-2014 for a period of 5 years (60 months) in the AGM held on 30-09-2014. He has been again reappointed for a second term of 5 years (60 months) in the AGM held on 30-09-2019 pursuant to the provisions of Section 149 & 152 of the Companies Act, 2013.</p> <p>Mr. Soban Singh Aswal was initially appointed as an Additional Director of the Company w.e.f. 25-03-2015 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. He was appointed as an Independent Director of the Company w.e.f. 30-09-2015 for a period of 5 years (60 months) in the AGM held on 30-09-2015.</p> <p>Ms. Madhu Sharma was initially appointed as an Additional Director of the Company w.e.f. 01-10-2015 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. She was appointed as an Independent Director of the Company for a period of 5 years (60 months) in the AGM held on 30-09-2016.</p>
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Annexure 1

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Textual Information(1)	

Annexure 1 Text Block

Textual Information(1)	The company does not fall under the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 and Schedule VII, yet for the purpose of validating the sheet, we have selected 'No' for the Corporate Social Responsibility Committee to have a regular Chairperson.
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	29-11-2013		
2	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	18-11-2015		
3	00349919	SOBAN SINGH ASWAL	Non-Executive - Independent Director	Member	25-03-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	14-11-2013		
2	00349919	SOBAN SINGH ASWAL	Non-Executive - Independent Director	Member	25-03-2015		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	14-11-2013		
2	00349919	SOBAN SINGH ASWAL	Non-Executive - Independent Director	Member	25-03-2015		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	00349919	SOBAN SINGH ASWAL	Non-Executive - Independent Director	Member	25-03-2015		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
No							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00090423	PEEYUSH KUMAR AGGARWAL	Investigation Committee	Non-Executive - Non Independent Director	Chairperson	
2	03344008	AJAY SHARMA	Investigation Committee	Non-Executive - Independent Director	Member	

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	24-01-2020				Yes	4	3
2	12-02-2020				Yes	4	3
3	17-03-2020				Yes	4	3
4		21-05-2020	64		Yes	4	3

Text Block

Textual Information(1)	On 17-03-2020, a separate meeting of Independent Directors was also held, wherein all the Independent Directors of the Company were duly present.
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Annexure 1

IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Textual Information(1)								
Sr	Name of Committee	Date(s) of Meeting (Enter dates of previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-02-2020				Yes	3	2
2	Nomination and remuneration committee	17-03-2020	33			Yes	3	3
3	Nomination and remuneration committee	21-05-2020	64			Yes	3	3
4	Stakeholders Relationship Committee	13-01-2020				Yes	3	3
5	Stakeholders Relationship Committee	21-05-2020	128			Yes	3	3
6	Risk Management Committee	17-03-2020				Yes	3	3

Annexure 1

IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Other Committee	17-03-2020		Investigation Committee		Yes	2	1

Text Block

Textual Information(1)	<p>1. The members present at the meeting of the Audit Committee held on 12-02-2020 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Mr. Soban Singh Aswal (Member)</p> <p>SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). This relaxation was provided for the meetings held/proposed to be held between the period December 01, 2019 and June 30, 2020.</p> <p>And SEBI further extended the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 till July 31, 2020 vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26 June, 2020.</p> <p>Further, SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations, to July 31, 2020.</p> <p>Due to outbreak of COVID-19 and sudden lockdown imposed by the Government of India, no Audit Committee Meeting was held during the quarter ended June 30, 2020. The management of the Company availed the various exemptions granted by SEBI vide its aforesaid Circulars. However, the management of the Company ensures that the Board of Directors and members of Audit Committee shall meet atleast four times a year, as stipulated under Regulations 17(2) and 18(2)(a) of the LODR Regulations.</p> <p>2. The members present at the meetings of the Stakeholders Relationship Committee held on 13-01-2020 and 21-05-2020 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Ms. Madhu Sharma (Member)</p> <p>(c) Mr. Soban Singh Aswal (Member)</p> <p>3. The members present at the meetings of the Nomination and Remuneration Committee held on 17-03-2020 and 21-05-2020 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Mr. Soban Singh Aswal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>4. The members present at the meeting of the Risk Management Committee held on 17-03-2020 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Mr. Soban Singh Aswal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>5. The members present at the meeting of the Investigation Committee held on 17-03-2020 are :</p> <p>(a) Mr. Peeyush Kumar Aggarwal (Chairman)</p> <p>(b) Mr. Ajay Sharma (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	Yes	
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 500 listed entities)	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Shivangi Agarwal
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	The constitution of Risk Management Committee is not applicable to the Company. However, to ensure good Corporate Governance, the company has voluntarily constituted the Risk Management Committee.
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Signatory Details

Name of signatory	Shivangi Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	10-07-2020