

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: M/s. INTERWORLD DIGITAL LIMITED**

**Quarter ending on: 30<sup>th</sup> September, 2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No/N.A</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	<b>49 (II)</b>		
A. Composition of Board	49(IIA)	Yes	
B. Independent Directors	49(IIB)	Yes	
C. Non-executive Directors' Compensation and disclosures	49(IIC)	Yes	Presently, the Company is not paying any sitting fees/Compensation to Non-Executive Directors.
D. Other provisions as to Board and Committees	49(IID)	Yes	
E. Code of Conduct	49(IIE)	Yes	The Company has prepared the Code of Conduct for all the Board members and senior management.
F. Whistle Blower Policy	49(IIF)	Yes	Complied
<b>III. Audit Committee</b>	<b>49 (III)</b>		
A. Qualified & Independent Audit Committee	49(IIIA)	Yes	
B. Meeting of Audit Committee	49(IIIB)	Yes	
C. Powers of Audit Committee	49(IIIC)	Yes	
D. Role of Audit Committee	49(IIID)	Yes	
E. Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	

<b>V. Subsidiary Companies</b>	<b>49(V)</b>	N.A	
<b>VI. Risk Management</b>	<b>49(VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	Complied
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
A. Related Party Transactions	49(VIII A)	Yes	Complied
B. Disclosure of Accounting Treatment	49(VIII B)	Yes	While preparing the financial statements, the company is diligently following the Accounting Standards and has not adopted a treatment different from that prescribed in Accounting Standards.
C. Remuneration of Directors	49(VIII C)	Yes	Presently, the Company is not paying any remuneration to any of its Non- Executive Directors.
D. Management	49(VIII D)	Yes	The Company has been including Management Discussion and Analysis Report as part of its Annual Report.
E. Shareholders	49(VIII E)	Yes	
F. Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	N.A	
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	Yes	
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	A separate section on Corporate Governance is being included in the Annual Report of the Company every year.
<b>XI. Compliance</b>	<b>49(XI)</b>	Yes	

**For Interworld Digital Limited**

**Sd/-  
Man Mohan Gupta  
Mg. Director**