



## Interworld Digital Limited

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**Dated: 17.04.2023**

**To,**

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

**Subject: Submission of Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2023.**

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

**Dear Sir,**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2023 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**

**RACHIT GARG** Digitally signed by RACHIT GARG  
Date: 2023.04.17 17:32:44 +05'30'

**Rachit Garg  
Chief Financial officer**

**Encl: As Above**

<b>General information about company</b>	
Scrip code	532072
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE177D01020
Name of the entity	INTERWORLD DIGITAL LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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	Disqualification of Directors under section 164 of the Companies Act, 2013														
AN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 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 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
'A6470C	00090423	Non-Executive - Non Independent Director	Chairperson related to Promoter		06-10-1963	No				Active	NA		18-11-2015	30-09-2022			3	0	6	0
S0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973	No				Active	NA		14-11-2013	30-09-2019		60	2	2	0	4
S5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955	No				Active	NA		01-10-2015	30-12-2020		60	6	5	5	3

<b>Text Block</b>	
Textual Information(1)	<p>Mr. Peeyush Kumar Aggarwal was appointed as an Additional Director w.e.f. 18-11-2015 to hold the office upto the conclusion of the next AGM and was regularised as a Director liable to retire by rotation in the Annual General Meeting held in 2016 . He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 30-09-2022 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 was 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 &amp;152 of the Companies Act, 2013.</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 first term of 5 years (60 months) in the AGM held on 30-09-2016. She was further reappointed as an Independent Director of the Company for a second term of Five years (60 months) in the AGM held on 30-12-2020.</p> <p>The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015</p>

<b>Audit Committee Details</b>							
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	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	01-10-2020		

<b>Nomination and remuneration committee</b>							
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	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

<b>Stakeholders Relationship Committee</b>							
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	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

<b>Risk Management Committee</b>							
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	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	10-11-2015		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Other Committee</b>						
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)	No. of Independent Directors attending the meeting*
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	14-11-2022				Yes	3	3	2
2		02-02-2023	79		Yes	3	3	2
3		31-03-2023	56		Yes	3	3	2

<b>Text Block</b>	
Textual Information(1)	On 30-03-2023, a separate meeting of Independent Directors was also held, wherein all the Independent Directors of the Company were duly present.

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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	0
2	Audit Committee	02-02-2023	79			Yes	3	3	2	0
3	Nomination and remuneration committee	30-03-2023	55			Yes	3	3	2	0
4	Stakeholders Relationship Committee	10-10-2022				Yes	3	3	2	0
5	Stakeholders Relationship Committee	11-01-2023	92			Yes	3	3	2	0
6	Risk Management Committee	01-09-2022				Yes	3	3	2	0

<b>Annexure 1</b>										
<b>IV. Meeting of Committees</b>										
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	02-02-2023	153			Yes	3	3	2	0
8	Other Committee	31-03-2023	56	INVESTIGATION COMMITTEE		Yes	2	2	1	0

<b>Text Block</b>	
Textual Information(1)	<p>1. The members present at the meeting of the Audit Committee held on 02-02-2023 and 14-11-2022 are:</p> <ul style="list-style-type: none"><li>(a) Mr. Ajay Sharma (Chairman)</li><li>(b) Mr. Peeyush Kumar Aggarwal (Member)</li><li>(c) Ms. Madhu Sharma (Member)</li></ul> <p>2. The members present at the meetings of the Nomination and Remuneration Committee held on 30-03-2023</p> <ul style="list-style-type: none"><li>(a) Ajay Sharma (Chairman)</li><li>(b) Peeyush Kumar Aggarwal (Member)</li><li>(c) Madhu Sharma (Member)</li></ul> <p>3. The members present at the meetings of the Stakeholders Relationship Committee held on 10-10-2022 and 11-01-2023 are :</p> <ul style="list-style-type: none"><li>(a) Mr. Ajay Sharma (Chairman)</li><li>(b) Ms. Madhu Sharma (Member)</li><li>(c) Mr. Peeyush Kumar Aggarwal (Member)</li></ul> <p>4. The members present at the meetings of the Risk Management Committee held on 02-02-2023 and 01-09-2022 are :</p> <ul style="list-style-type: none"><li>(a) Mr. Ajay Sharma (Chairman)</li><li>(b) Ms. Madhu Sharma (Member)</li><li>(c) Mr. Peeyush Kumar Aggarwal (Member)</li></ul> <p>The members present at the meeting of the Investigation Committee held on 31-03-2023 are :</p> <ul style="list-style-type: none"><li>(a) Mr. Peeyush Kumar Aggarwal (Chairman)</li><li>(b) Mr. Ajay Sharma (Member)</li></ul>

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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 1000 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	SHIVANGI AGARWAL
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	The constitution of Risk Management Committee is Not Applicable to the Company. However, the company has voluntarily constituted the Risk Management Committee

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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		<a href="http://interworlddigital.in/aboutus.html">http://interworlddigital.in/aboutus.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://interworlddigital.in/aboutus.html">http://interworlddigital.in/aboutus.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
12	Financial results	Yes		<a href="http://interworlddigital.in/results.html">http://interworlddigital.in/results.html</a>
13	Shareholding pattern	Yes		<a href="http://www.interworlddigital.in/share.html">http://www.interworlddigital.in/share.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.interworlddigital.in/newspub.html">https://www.interworlddigital.in/newspub.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.interworlddigital.in/investor.html">http://www.interworlddigital.in/investor.html</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.interworlddigital.in/index.html">https://www.interworlddigital.in/index.html</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

<b>Text Block</b>	
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 and composition, role and meetings of Risk Management Committee is as per SEBI(LODR) Regulations, 2015

<b>Annexure II</b>		
1	Name of signatory	Shivangi Agarwal
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

<b>Annexure II</b>		
1	Name of signatory	Shivangi Agarwal
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	The company has not given any loan or other form of debt, any guarantee/comfort letter or any security either directly or indirectly in connection with loan availed, if any, by any of the persons mentioned herein

<b>Signatory Details</b>	
Name of signatory	Shivangi Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	17-04-2023

