

CIN L72900DL1995PLC067808

Dated : 01/10/2015

The Manager, Listing,
Bombay Stock Exchange Limited,
Department of Corporate Services,
1st Floor, Peejay Towers,
Dalal Street, Mumbai - 400001

Sub: Outcome of 20th Annual General Meeting of the Company and submission of evoting report pursuant to Clause 35A and 35B of the Listing Agreement.

Ref: Scrip Code 532072; ISIN INE177D01020

Dear Sir,

This is to inform you that the shareholders of the Company at their 20th Annual General Meeting held on 30th September, 2015 at 09.30 A.M. have considered and approved all the resolutions contained in the notice dated 03/09/2015.


The voting was undertaken at the AGM by way of poll. The results of the voting on each of the resolutions are given below. This includes results of polling carried out at AGM as well as the results on e-voting carried out prior to AGM. Consolidated report of Scrutinizer on poll and evoting is enclosed herewith.

Sl. No.	Resolutions	Ordinary/Special	Results
1	Adoption of Financial Statements, Board and Auditors Report	Ordinary	Approved
2	Ratification of appointment of Statutory Auditors	Ordinary	Approved
3	Appointment of Mr. Soban Singh Aswal (DIN 00349919) as an Independent Director	Ordinary	Approved

Kindly bring to the notice of all concerned.

Thanking You.

Yours Truly,
For Interworld Digital Limited


Ajay Sharma
Director
DIN 03344008

Encl : As Above

The Manager, evoting,
National Securities Depository Ltd,
E Voting Division,
4th Floor, A Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg, Mumbai - 400013

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
INTERWORLD DIGITAL LIMITED**

To
The Chairman
20th Annual General Meeting of the Members of
Interworld Digital Limited held on September 30th, 2015
at 09.30 A.M. at 701, Arunachal Building, 19, Barakhamba Road,
Connaught Place, NewDelhi-110001

**For 20th Annual General Meeting of the Equity Shareholders of INTERWORLD
DIGITAL LIMITED held on Wednesday, September 30, 2015 at 09.30 A.M at 701,
Arunachal Building, 19, Barakhamba Road, Connaught Place, NewDelhi-110001**

**Subject: - Passing of Resolution through e-Voting AND poll conducted at the AGM
of M/s INTERWORLD DIGITAL LIMITED held on 30th September, 2015**

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors of M/s INTERWORLD DIGITAL LIMITED (CIN:L72900DL1995PLC067808) as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015. The Board of the Company had appointed me as a Scrutinizer for the e-voting starting from September 27, 2015 at 09:00 A.M. to September 29, 2015 at 05:00 P.M. and for the poll held at the AGM of the Company held on Wednesday, September 30, 2015 at 09.30 A.M. at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, NewDelhi-110001

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company starting from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M. The e-voting results were unblocked by me on October 01, 2015 at around 12:19 P.M. in the presence of two witnesses.

At the 20th AGM of the Company held on September 30, 2015, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

Further to the above, I submit my report as under:-

- i. The remote e-voting remained open from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M.



- ii. The members who were on record of the Company as well as whose particulars provided by the depositories on the “cut-off date i.e., 23rd September 2015 were entitled to remote e-voting on the resolutions set out in the notice of the 20th AGM of the Company.
- iii. The votes cast through remote e-voting were unblocked on 3rd October, 2015 around 12:19 P.M. in the presence of two witnesses, Mr. Satish Garg, R/o 1472, Punjabi Mohalla, Subzi Mandi, Delhi - 110007 & Mr. Ashwani Plaha, R/o CP, 107, Maurya Enclave, Pitampura, Delhi – 110034 who are not in employment of the Company.
- iv. The physical voting facility through ballot papers was provided at the venue of 20th Annual General Meeting held on Wednesday, 30th September, 2015 for those members who attend the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box opened by me in the presence of two witnesses Mrs. Anita Devi, R/o D-17, Vijay Vihar, Phase - 1, Delhi – 110085 & Mr. Santosh Pradhan, R/o 9935, Ahata Thakur Dass, Sarai Rohilla, Karol Bagh, New Delhi – 110055 after the voting process was over at the said AGM of the Company.
- v. The details containing interalia, list of Equity Shareholders, who voted “for” or “against”, on each of the resolution that were put to vote were generated from the e-voting website of National securities depository limited (NSDL).

I have submitted separate reports on e-voting and voting by poll on the resolutions contained in the notice dated 3rd September, 2015 convening the 20th Annual General Meeting on 30th September, 2015. I submit herewith my combined report on the results on e-voting and voting by poll as under:

The result of the E-voting together with that of the Poll is as under:

Item No. 1 : To receive, consider and adopt the Audited Financial Statements (including consolidated financial Statements) of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.						
Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	4,05,47,570	99.77	91800	0.23	Nil	Nil
Poll	2,53,20,429	100	Nil	Nil	Nil	Nil
Total	6,58,67,999	99.86	91800	0.14	Nil	Nil



Item No. 2 : To Ratify the Appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company for the financial year ending 31st March, 2016, at such remuneration as may be approved by the Board of Directors of the Company.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	4,05,47,570	99.77	91800	0.23	Nil	Nil
Poll	2,53,20,429	100	Nil	Nil	Nil	Nil
Total	6,58,67,999	99.86	91800	0.14	Nil	Nil

Item No. 3 : To Appoint Mr. Soban Singh Aswal (DIN 00349919), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 25th March, 2015 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	4,05,47,570	99.77	91800	0.23	Nil	Nil
Poll	2,53,20,429	100	Nil	Nil	Nil	Nil
Total	6,58,67,999	99.86	91800	0.14	Nil	Nil

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the Votes cast through e-Voting and poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you
Yours faithfully,

For A.K. FRIENDS & CO.

Ashish
Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

Place: NEW DELHI

Dated: 01.10.2015