



Interworld Digital Limited

CIN : L72900DL1995PLC067808

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Dated: 19.10.2024

To,

**The Manager (Listing),
Bombay Stock Exchange Limited,
01st Floor, P. J. Towers,
Dalal Street, Mumbai – 400001**

Subject: Submission of Corporate Governance Report for the quarter ended 30th September, 2024

Ref : Scrip Code 532072 (INTERDIGI)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 30th September, 2024 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.

Thanking You.

**Yours Truly,
For Interworld Digital Limited**

SHIVANGI AGARWAL
Shivangi Agarwal
Company Secretary
M.No. A61069

Digitally signed by
SHIVANGI AGARWAL
Date: 2024.10.19
20:24:02 +05'30'

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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
1	Mr	PEEYUSH KUMAR AGGARWAL	AACPA6470C	00090423	Non-Executive - Non Independent Director	Chairperson related to Promoter		06-10-1963
2	Mr	AJAY SHARMA	APDPS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973
3	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955
4	Mr	Mukesh Sharma	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active

I. Composition of Board of Directors													
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		18-11-2015	30-09-2024			5	0	7	0			
2	NA		14-11-2013	30-09-2019	30-09-2024	60	3	3	1	4	Tenure Completion		
3	NA		01-10-2015	30-12-2020		60	5	4	4	2			
4	NA		30-09-2024			60	2	2	0	4			

Text Block	
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 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 30-09-2024 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>As the second term of 5 years of Mr. Ajay Sharma as an Independent Director completed at the 29th AGM held on 30-09-2024, therefore, he ceased to be an Independent Director of the company w.e.f 30.09.2024.</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>Mr. Mukesh Sharma (DIN: 00166798) is appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of 29th (Twenty Ninth) Annual General Meeting held on 30.09.2024 up to the date of the 34th (Thirty Fourth) Annual General Meeting of the Company to be held in the year 2029.</p> <p>The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015.</p> <p>The Board of Directors in its meeting held on Monday, 30th September, 2024 have also reconstituted the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Investigation Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company.</p>



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 Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Investigation Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company. The composition of the aforesaid reconstituted Committees is as follows:	
	Audit Committee	Nomination & Remuneration Committee
	Mr. Mukesh Sharma Chairperson	Mr. Mukesh Sharma Chairperson
	Mr. Peeyush Kumar Aggarwal-Member	Mr. Peeyush Kumar Aggarwal-Member
	Mrs. Madhu Sharma- Member	Mrs. Madhu Sharma- Member
Stakeholders Relationship Committee		Mr. Mukesh Sharma - Chairperson
		Mr. Peeyush Kumar Aggarwal-Member
		Mrs. Madhu Sharma- Member

Risk Management Committee	Investigation Committee
Mr. Mukesh Sharma Chairperson	Mr. Peeyush Kumar Aggarwal- Chairperson
Mr. Peeyush Kumar Aggarwal-Member	Mr. Mukesh Sharma -Member
Mrs. Madhu Sharma- Member	

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	00166798	Mukesh Sharma	Non-Executive - Independent Director	Chairperson	30-09-2024		Textual Information(1)
2	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	29-11-2013	30-09-2024	Textual Information(2)
3	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	18-11-2015		
4	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	01-10-2020		

Sr Text Block	
Textual Information(1)	The Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company
Textual Information(2)	The Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company

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	00166798	Mukesh Sharma	Non-Executive - Independent Director	Chairperson	30-09-2024		
2	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	14-11-2013	30-09-2024	
3	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
4	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	00166798	Mukesh Sharma	Non-Executive - Independent Director	Chairperson	30-09-2024		
2	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	14-11-2013	30-09-2024	
3	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
4	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	00166798	Mukesh Sharma	Non-Executive - Independent Director	Chairperson	30-09-2024		
2	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	30-09-2014	30-09-2024	
3	00090423	PEEYUSH KUMAR AGGARWAL	Non-Executive - Non Independent Director	Member	01-10-2020		
4	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							
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	00166798	Mukesh Sharma	Investigation Committee	Non-Executive - Independent Director	Member	
3	03344008	AJAY SHARMA	Investigation Committee	Non-Executive - Independent Director	Member	Textual Information(1)

Other Committee Text Block	
Textual Information(1)	<p>The Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Investigation Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company on 30-09-2024 and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company.</p> <p>Mr Ajay Sharma ceased to be a Independent Director and the member of Investigation and other committees w.e.f 30-09-2024 pursuant to his completion of tenure of second term as an Independent Director.</p>

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	30-05-2024				Yes	3	3	2
2		13-08-2024	74		Yes	3	3	2
3		02-09-2024	19		Yes	3	3	2
4		30-09-2024	27		Yes	3	3	2

Text Block	
Textual Information(1)	The Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Investigation Committee pursuant to the completion of tenure of Mr Ajay Sharma (DIN 03344008) as an Independent Director of the company and appointment of Mr. Mukesh Sharma (DIN: 00166798) as a Non-Executive Independent Director of the Company at the 29thAnnual General Meeting of the Company held on 30.09.2024.

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	30-05-2024				Yes	3	3	2	0
2	Audit Committee	13-08-2024	74			Yes	3	3	2	0
3	Audit Committee	31-08-2024	17			Yes	3	3	2	0
4	Nomination and remuneration committee	15-04-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	31-08-2024	137			Yes	3	3	2	0
6	Stakeholders Relationship Committee	09-04-2024				Yes	3	3	2	0

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	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	Stakeholders Relationship Committee	06-07-2024	87			Yes	3	3	2	0
8	Stakeholders Relationship Committee	31-08-2024	55			Yes	3	3	2	0
9	Risk Management Committee	28-05-2024				Yes	3	3	2	0

Text Block	
Textual Information(1)	<p>1. The members present at the meeting of the Audit Committee held on and 30-05-2024 13-08-2024 and 31-08-2024 are:</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>2. The members present at the meetings of the Nomination and Remuneration Committee held on 15-04-2024 and 31-08-2024</p> <p>(a) Mr Ajay Sharma (Chairman)</p> <p>(b) Mr Peeyush Kumar Aggarwal (Member)</p> <p>(c) Ms Madhu Sharma (Member)</p> <p>3. The members present at the meetings of the Stakeholders Relationship Committee held on 09-04-2024 and 06-07-2024 and 31-08-2024 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Ms. Madhu Sharma (Member)</p> <p>(c) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>4. The members present at the meetings of the Risk Management Committee held on 28-05-2024 are :</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Ms. Madhu Sharma (Member)</p> <p>(c) Mr. Peeyush Kumar Aggarwal (Member)</p>

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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	At the 29th Annual General Meeting of the Company held on September 30, 2024, the Company has obtained approval of Members for Material Related Party Transactions covered under Item No. 3 of the Notice dated 02-09-2024 of the Annual General Meeting.

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 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)

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, the company has voluntarily constituted the Risk Management Committee

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III		
1	Name of signatory	SHIVANGI AGARWAL
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information

Textual Information(2)

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)
Name	RACHIT GARG	
Designation	CFO	
Place	NEW DELHI	
Date	19-10-2024	

Text Block	
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

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	SHIVANGI AGARWAL
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	19-10-2024

