

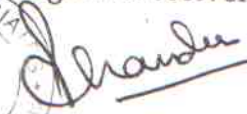



(CIN – L72900DL1995PLC067808)

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the Company	Interworld Digital Limited
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	<p>To be signed by-</p> <ul style="list-style-type: none"> • CEO/Managing Director <p style="text-align: right;"> (Man Mohan Gupta)</p> <ul style="list-style-type: none"> • CFO • Auditor of the Company <p style="text-align: right;">For M/s. RMA & Associates Chartered Accountants Firm Regn. No. 000978N</p> <p style="text-align: right;">  (Pankaj Chander) Partner M.No. 89065</p> <ul style="list-style-type: none"> • Audit Committee Chairman <p style="text-align: right;"> (Kamal Kishore Sharma)</p>	

Date : 30th May, 2014

Place: New Delhi



InterWorld

DIGITAL CINEMA

Redefining

NexGen 3D Entertainment

100 Years of Bollywood



Interworld Digital Ltd.

Digital Cinema - Mobile Communication - New Media



Annual Report 2013 - 2014

Passion – Commitment – Integrity – Innovation – Service

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Man Mohan Gupta
Managing Director

Mr. Kamal Kishore Sharma
Independent Director

Mr. Ajay Sharma
Independent Director

COMPLIANCE OFFICER

Mr. Man Mohan Gupta

AUDITORS

M/s . RMA & Associates, Chartered Accountants
(Firm Registration No. 000978N)

BANKERS

Vijaya Bank
Bank of India

REGISTERED OFFICE

701, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001
Tel. No. 011-43574044-45 Fax : 011-43571047
Website : www.interworld.co.in Email : info@interworld.co.in

CORPORATE OFFICE

110, Linkway Estate, New Link Road,
Malad (W), Mumbai-400 064

CIN NO. OF THE COMPANY

L72900DL1995PLC067808

REGISTRAR & SHARE TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153/A, 1st Floor , Okhla Industrial Area, Phase -1 , New Delhi-110020.

LETTER TO SHAREHOLDERS

Dear Shareholders,

This year has been a year of consolidation and development for your company. Many initiatives taken this year will surely blossom into strong performance in the coming years and I am very optimistic about the future course of the company and the development of our main areas of business.

Digital cinema is production, delivery and projection of motion pictures in theatres using digital technology. In terms of viewing experience, digital format is better as it gives better picture quality, sound and clarity. It is more cost effective as the exhibitor and producers needn't invest in projectors or in prints as per our business model. Our Cinema advertising revenues has increased by 100% and number of screens increased by 50% during the year.

According to the latest PWC report, the global media and entertainment market is estimated to grow at 5.6% CAGR over the next five years, generating US\$ 2.2 trillion revenues.

We have focus on Cinema advertising on screen & off screen plus increasing number of screens in coming future.

Interworld, has developed in association with a partner abroad a cost effective 3D system for Cinemas. We have already installed in more than 20 screens of Multiplexes. It is big thing that our equipment is approved by DCI to play Hollywood movies. Interworld is India's first company to launch such 3D system under its own brand "INTERWORLD. We have another feather in cap, that we had installed our 3D system in India's largest screen at New Excelsior, Mumbai.

After, the induction of New Government and Shri Narendra Modi ji as PM, our whole team is full of new motivation and enthusiasm and working on reducing expenses, new projects and finding new ways of productivity. I am sure that in coming years these thoughts and processes will give bigger valuations to the company.

Interworld is among pioneers in eCommerce business and discontinued due to poor bottom line during early years in 2000-2004 as there were very few internet users in India. Now India has an internet user base of about 250.2 million. The penetration of e-commerce is low compared to markets like the United States and the United Kingdom but is growing at a much faster rate with a large number of new entrants.

Since, we have good knowledge of business, operations and logistics, I recommend starting eCommerce business again with new thoughts and system and I am much more confident that this time we will get larger spectrum of product and services and will establish ourselves in India market among top players.

We will add some niche segments which have bigger potential and acceptance with margins. India has close to 10 million online shoppers and is growing at an estimated 30% CAGR vis-à-vis a global growth rate of 8–10%. Electronics and Apparel are the biggest categories in terms of sales.

I am confident that INTERWORLD has miles to go, thanks to our vision of creating a global family of viewing fraternity; a family which is widening every single day. Our Team has the commitment and the caliber to compete with the best in the global entertainment universe, and together we will take brand INTERWORLD to new heights of excellence.

I thank all our stakeholders, whose unstinted support and guidance has contributed to our stellar performance in FY 2014. We will continue to live our values and turn opportunities into business achievements in the years to come.

Sd/-

Man Mohan Gupta
(Chairman & Managing Director)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INTERWORLD DIGITAL LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014, AT 701, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110 001 AT 09:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as on 31st March, 2014, Statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint Statutory Auditors of the Company and in this connection to consider, and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), the Company's retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office, in terms of the provisions of section 139 of the Companies Act, 2013, for a term of five years, i.e., from the conclusion of this Annual General Meeting until the conclusion of 24th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Kamal Kishore Sharma (DIN 02039980), Director of the Company 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 a term for five consecutive years from the date of this Annual General Meeting.”

4. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ajay Sharma (DIN 03344008), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) with effect from 14th November, 2013 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.”

5. **To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of

the Companies Act, 2013, including any statutory modification or re-enactment thereof (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of Central Government, if any and such other consent/s, permission/s and approval/s as may be required, if any, the approval of the Company be and is hereby accorded to reappoint Mr. Man Mohan Gupta (DIN No. 00161861) as the Managing Director of the company for a period of three years w.e.f. 01/09/2014 on the terms and conditions as set out hereunder:-

Terms & Conditions of reappointment:

- i) Tenure :**
The reappointment shall be for a period of three years w.e.f. 01/09/2014. His period of office shall be liable to determination by retirement of directors by rotation.
- ii) Remuneration:**
 - (a) Salary**
Rs. 2.50 lacs per month. The Board or any Committee thereof in its absolute discretion and from time to time will review the salary payable to Mr. Man Mohan Gupta subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.
 - (b) Perquisites**
Perquisites evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.
 - (c) Commission on net profits**
Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites alongwith commission paid to him shall not exceed the limit laid down under Section 197 and 198 and Schedule V of the Companies Act, 2013 and any modifications made thereunder from time to time.
 - (d) Minimum Remuneration**
In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration, excluding commission shall be paid to Mr. Man Mohan Gupta, Managing Director as the minimum remuneration, subject to necessary approvals, if any.
- iii) Functions**
Mr. Man Mohan Gupta shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.
- iv) Sitting Fees:**
If permissible by law, he shall be entitled to sitting fees in addition to the components of remuneration mentioned above for attending meetings(s) of the Board of Directors or Committees thereof. At present, he is not getting any sitting fees for attending meetings(s) of the Board of Directors or Committees thereof.
- v) Leave:**
As per rules of the Company, but not exceeding one month's leave with full salary for eleven months of service.
- vi) Reimbursement of Expenses:**
Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Man Mohan Gupta during the course of his employment in connection with the business of the company.

vii) Termination:

The appointment of Mr. Man Mohan Gupta as Managing Director may be terminated by either party by giving to the other one month notice in writing.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to vary or modify any of the above terms and conditions including alter, vary or increase the salary, grade and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however the same is within the limits laid down in the Schedule V then subsisting, without requiring any further resolution or consent of or reference to the Members and to take all necessary steps and actions, which are incidental and consequential to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard and to execute all documents and writings as may be necessary, proper, desirable or expedient in order to implement and give effect to the foregoing resolution.”

6 To consider and, if thought fit to pass with or without modification the following resolution as a Special Resolution :

RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting held on 29th September, 2012 under section 293(1)(d) of the Companies Act, 1956 on the matter and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the members hereby accord their consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow any sum or sums of money (including non-fund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 600/- Crores (Rupees Six Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions (corresponding to Section 293(1)(a) of the Companies Act, 1956) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create, mortgage/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and

manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

Sd/-

**Man Mohan Gupta
Chairman & Managing Director**

**Place : New Delhi
Date : 02.09.2014**

NOTES:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of the AGM.
6. Members/ Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
11. Members are requested :
 - i) To quote their folio Nos. in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.
 - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the evoting facility to the members to exercise their right to vote by electronic means. The Company has fixed 29th August, 2014 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 19th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut off date, i.e., 29th August, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 19th AGM on 30th September, 2014.

The e-voting period will commence at 10.00 A.M. on 22nd September, 2014 and will end at 05.00 P.M. on 24th September, 2014. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of Skyline Financial Services Private Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Kamal Kishore Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Kamal Kishore Sharma as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from a member proposing his candidature for the office of Director.

Mr. Kamal Kishore Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Kamal Kishore Sharma fulfils the conditions specified in the Act and the Rules framed there under for his appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Kamal Kishore Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kamal Kishore Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Kamal Kishore Sharma is given below:

Mr. Kamal Kishore Sharma, aged 51 years, is a Commerce Graduate from Delhi University He has an enriched experience of over 26 years in establishing & managing manufacturing units, trading & Retail business. He has significant expertise in preparing business plans, business valuation, Real Estate business, Finance & Taxation & Financial services. His business interests today are in the areas of Real estate, Retail & Infrastructure and Stock Broking activities. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Advik Laboratories Limited	Audit Committee	Chairman
		Share Transfer cum Shareholders' Grievance Committee	Member
		Remuneration Committee	Chairman

Mr. Kamal Kishore Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kamal Kishore Sharma as an Independent Director of the Company.

Except Mr. Kamal Kishore Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 3. The Board of Directors recommends the resolution for approval by the

members.

Item No. 4

The Board of Directors of the Company at its meeting held on 14/11/2013 had appointed Mr. Ajay Sharma as an Additional Director of the Company w.e.f. 14/11/2013 as per Section 161 of the Companies Act, 2013 and Rules made thereunder and as such he holds office upto the date of this Annual General Meeting.

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Ajay Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder, which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Ajay Sharma as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing his candidature for the office of Director.

Mr. Ajay Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Ajay Sharma fulfils the conditions specified in the Act and the Rules framed there under for his appointment as an Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Ajay Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ajay Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Ajay Sharma is given below:

Mr. Ajay Sharma, aged 40, is a Commerce Graduate from University of Delhi. He has an enriched experience of over 15 years in establishing and managing manufacturing units, trading & retail business. He has significant expertise in preparing business plans, business evaluation, real estate business & financial services. His business interests today are in the areas of real estate, retail & infrastructure, software & stock broking companies.

Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship
1	Patliputra International Limited	NIL

Mr. Ajay Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ajay Sharma as an Independent Director of the Company.

Except Mr. Ajay Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

Item No. 5

Mr. Man Mohan Gupta, aged 58 years, has vast experience of more than 21 years in International business. Mr. Gupta is involved in development of various products from the inception of idea stage and marketing them worldwide. He handled large quantities of photographic films manufactured by Kodak, Fuji and Konica. Mr. Man Mohan Gupta has more than 34 years of domain expertise in techno-commercial ventures including stints at M. M. Commodities Pvt. Ltd, a commodities trading enterprise. He has founded MMG Foundation, to facilitate opportunities to young and talented persons in the field of Animation, Entertainment, Advertising, IT, Music and education.

The tenure of Mr. Man Mohan Gupta as Managing Director shall be for a period of 3 years w.e.f. 01st September, 2014 subject to the approval of shareholders in the ensuing Annual General Meeting. The Board of Directors had its Meeting held on 02nd September, 2014, pursuant to the approval of remuneration committee, approved the reappointment of Mr. Man Mohan Gupta as Managing Director of the Company w.e.f. 01st September, 2014.

Further, Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Financial Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel.

In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has proposed to reappoint Mr. Man Mohan Gupta as a Managing Director of the Company for a period of three years whose term of office is liable to determination by retire of Directors by rotation.

Mr. Man Mohan Gupta is not a Director of any other Public Limited Company and hence is also not a Member of any Committee in any other Company. Further, as per the earlier terms of reappointment of Mr. Man Mohan made earlier, his office was not liable to retire by rotation.

As per Section 149 of the Companies Act, 2013 read with Schedule IV thereunder, Office of Independent Directors is not liable to be determined by rotation and Section 152(2) of the Companies Act, 2013 provides that atleast two-third of the Board excluding Independent Directors shall be the Directors whose period of office is liable to determination by retirement of Directors by rotation.

Accordingly, in order to comply with the aforesaid provisions of the Companies Act, 2013, the Company is required to reconstitute the composition of its Board in a manner that it comprises of 2/3rd of the total number of Directors whose period of office is liable to determination by retirement of directors by rotation. Hence, the Company has proposed to vary the earlier terms of appointment of Mr. Man Mohan Gupta so that his office shall be determined to retirement of Directors by rotation.

Keeping in view the experience and expertise of these persons, the Board considers it desirable that the Company should continue to avail the services of Mr. Man Mohan Gupta and accordingly recommends the Resolution at Item No. 5 for approval by the Members as Special Resolution.

Except Mr. Man Mohan Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

Item No. 6

In terms of provisions of Sections 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. The members in their 17th Annual General Meeting held on 29th September, 2012 had accorded their consent under section 293(1)(d) of the Companies Act, 1956, to the Directors for borrowing moneys up to limit of Rs. 200/- crores. Taking into account the future financial requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs,

a fresh resolution is proposed providing that, in addition to the Company's existing borrowing, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 600/- crores, at any point of time. Hence, the members are requested to accord their approval for revising the borrowing power limit of the Board from Rs. 200 crores to Rs. 600 crores.

The Board recommends the special resolution as set out in Item No. 6 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 6. The Board of Directors recommends the special resolution for approval by the members.

Item No. 7

For the purpose of meeting the additional funds requirements, it is proposed to increase the borrowing limits from Rs. 200 crores to Rs. 600 Crores. Consequent to notification of Section 180(1) (a) of the Companies Act, 2013, consent of the Company is required by way of Special Resolution to create mortgage and/or charge on the movable/immovable properties of the Company. Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/hypothecation and/or charge (in addition to the existing mortgages/charges/hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company as set out in Item No. 7 of the Notice.

The Board recommends the special resolution as set out in Item No. 7 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 7. The Board of Directors recommends the special resolution for approval by the members.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on September 22, 2014 (10:00 A.M) and ends on September 24, 2014 (5:00 P.M.). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 29, 2014.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as

password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.

2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
1. Click on “Shareholder - Login”.
2. Put User ID and password as initial password noted in step (1) above and Click Login.
3. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
4. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
5. Select “EVEN” of (Interworld Digital Limited). Members can cast their vote online from September 22, 2014 (10:00 A.M.) till September 24, 2014 (5:00 P.M).

Note: e-Voting shall not be allowed beyond said time.

6. Now you are ready for “e-Voting” as “Cast Vote” page opens.
7. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (akfriends@rediffmail.com) with a copy marked to evoting@nsdl.co.in.
9. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.interworld.co.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Please note that:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

For and on behalf of the Board
Sd/-
Man Mohan Gupta
Chairman & Managing Director

Place : New Delhi
Date : 02.09.2014

DIRECTOR'S REPORT

To,
The Members,

I am privileged to present, on behalf of the Board of Directors, 19th Annual Report on the business and operations of your Company for the Financial Year ended on 31st March, 2014 together with Audited Statement of Accounts, Auditor's Report for the period ended on 31st March 2014.

FINANCIAL RESULTS

The financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary:

(Rs. In Lacs)

Particulars	Current Year 2013-14	Previous Year 2012-13
Income from Operations	1682.22	1597.39
Other Income	14.37	15.47
Total Income	1696.59	1612.86
Total Expenditure	1488.67	1430.90
Profit before Depreciation, Interest & Tax (PBDIT)	207.92	181.96
Interest	9.53	6.51
Depreciation	127.24	110.84
Profit before tax	71.15	64.61
Provision for taxation	19.41	12.31
Deferred Tax	5.16	10.00
Profit after tax (PAT)	42.30	42.30
Profit brought forward from previous year	330.23	287.93
Balance carried to Balance Sheet	376.80	330.22
Paid-up equity share capital	4783.77	4783.77
Reserves & Surplus	7856.22	7809.64

OPERATIONS

During the year, company was engaged in expansion of business activities and also undertook some new projects for expansion of its business activities worldwide and implementation of the same is going on.

Your Company has focused on Cinema advertising on screen & off screen plus increasing number of screens in coming future.

Your Company is planning to start eCommerce business again with new thoughts and system and the Board is much more confident that this time your Company will get larger spectrum of product and services and will establish itself in India market among top players.

Your directors wish to inform you that during the year under review, your Company performed well as compared to the previous year's performance. During the year under review, your company's total income was Rs.1696.59 Lacs as compared to Rs. 1612.86 Lacs in the previous financial year. The operating profit for the year ended March 31, 2014 is Rs. 71.15 Lacs as compared to Rs. 64.61 Lacs in the preceding financial year. The profit after tax in 2013-14 is Rs.46.58 Lacs and was Rs.42.30 Lacs in 2012-13.

SHARE CAPITAL

During the financial year 2013-14, there has been no change in the Authorised and Paid-up Share Capital of the Company. The paid up share capital of the company is Rs. 47,83,77,000/-

DIRECTORS

Pursuant to the provisions of Companies Act, 2013 and Articles of Association of the Company, the following changes took place in the office of Directors of the Company:

Mr. Peeyush Kumar Aggarwal and Mr. Shiv Nandan Sharma, Directors of the Company resigned from the Board with effect from 14th November, 2013 and 29th November, 2013 respectively.

Your Directors place on record their sincere appreciation for the valuable contribution made by Mr. Peeyush Kumar Aggarwal and Mr. Shiv Nandan Sharma towards the upliftment of the business of the Company.

Mr. Ajay Sharma, was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company with effect from 14th November, 2013. As per Section 161(1) of the Companies Act, 2013, Mr. Ajay Sharma will hold office of Director upto the date of the ensuing AGM. Appropriate resolution seeking your approval for the appointment of Mr. Ajay Sharma as an Independent Director of the Company whose office shall not be liable to retire by rotation for five consecutive years forms part of the notice calling AGM.

The Board of Directors of the Company in its Board Meeting held on 2nd September, 2014 had approved the re-appointment of Mr. Man Mohan Gupta as a Managing Director of the Company for a further period of three years w.e.f 1st September, 2014, whose term of office is liable to determination by retire of Directors by rotation. Appropriate resolution seeking your approval for the above re-appointment of Mr. Man Mohan Gupta as a Managing Director of the Company, liable to retire by rotation, forms part of the notice calling the AGM.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, which came into effect from April 1, 2014, approval of the Members will be sought at the ensuing Annual General Meeting of the Company for formalizing the appointment of Mr. Kamal Kishore Sharma as an Independent Director of the Company whose office shall not be liable to retire by rotation for a period of five consecutive years from the date of this Annual General Meeting.

Your Company has received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Brief resumes of the Directors seeking appointment at the AGM, as required under Clause 49 of the Listing Agreement and Companies Act, 2013, is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forms part of this Annual Report.

DIRECTORS' IDENTIFICATION NUMBER (DIN)

The following are the Director Identification Number (DIN) of your Directors:

Name of Director	Director Identification Number
Mr. Man Mohan Gupta	00161861
Mr. Kamal Kishore Sharma	02039980
Mr. Ajay Sharma	03344008

PUBLIC DEPOSIT

During the year, your Company has not accepted any Deposits under Section 58A and Section 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS

M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Firm Registration No. 000978N), retires as the Statutory Auditors of the company at the conclusion of the forthcoming Annual General Meeting and being eligible, have offered themselves for re-appointment. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for their reappointment as Statutory Auditors of the Company. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

The Board of Directors have recommended the reappointment of M/s. RMA & Associates, Chartered Accountants as the Statutory Auditors of the Company for a term of five years i.e. until the conclusion of the 24th Annual General Meeting of the Company.

DIVIDEND

The Board is of the view that the Company should take advantage of the tremendous growth potential. Accordingly, the directors do not recommend any dividend for the year ended March 31, 2014.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF COMPANIES ACT, 1956

Pursuant to Section 217(2AA) of the Companies (Amendment Act), 2000, the Directors of your Company would like to inform the members that the Audited accounts for the Financial Year ended 31st March 2014 are in full conformity with the requirement of the Companies Act 1956. The Directors further confirm that:

- i) in the preparation of the Annual Accounts for the Financial Year 2013-14, applicable accounting standards have been followed and proper explanation relating to material departures, if any, has been given.
- ii) the accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year.
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors have prepared the Annual Accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

The Directors hereby wish to place their appreciation for the efficient and loyal services rendered by the staff of the Company. The Company has not paid any remuneration attracting the provisions, of the Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Companies Act, 1956. Hence, no information is required to be appended to this regard.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION, ADATATION AND INNOVATION

Information required to be provided under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 in relation to Conservation of Energy and Technology Absorption are currently not applicable to the Company and therefore particulars in connection therewith are as under:

	Year ended 31.03.2014	Year ended 31.03.2013
Foreign exchange earnings	NIL	NIL
Foreign exchange Outgo	6,57,454.00	5,74,389.00

CORPORATE GOVERNANCE

The Company is proactive in following the principles & practices of good corporate governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges are complied with.

A separate report on Corporate Governance together with Auditors' Certificate on compliance is attached to this Annual Report as also a Management Discussion and Analysis Statement.

ACKNOWLEDGEMENTS & APPRECIATION

The Board places on record its appreciation for the continued co-operation and support extended to the Company by Banks, Stock Exchanges, NSDL and CDSL. The Board wishes to express its grateful appreciation for the assistance and co-operation received from customers, banks, auditors, legal advisors, consultants, and other business associates.

The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and, above all, the shareholders. The Board of Directors would particularly like to place on record its appreciation for the dedicated efforts of the employees at all levels.

On Behalf of the Board of Directors

Place : New Delhi
Date : 02.09.2014

Sd/-
Man Mohan Gupta
Chairman & Managing Director

Sd/-
Kamal Kishore Sharma
Director

MANAGEMENT DISCUSSION & ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The Indian media and entertainment (M&E) industry is full of potential and has a tremendous impact on the country's economy. As per a FICCI-KPMG report, India's M&E industry reaches 161 million TV households; 94,067 newspapers; about 2000 multiplexes; and 214 million internet users, of which 130 million access the Internet on their mobile phones.

The industry grows with each passing day and plays a significant role in creating awareness on many issues that impact the masses. India's population is over 1.2 billion. These numbers give the M&E industry in India a tremendous opportunity for growth. A few years ago, the idea of reaching and engaging the country's population seemed improbable. That scenario has completely changed today and the current industry is armed with digital technologies, modern mobile devices, penetration of broadband internet and digital cinema, and considerable backing from the Central Government.

Market Size

India's M&E industry registered a growth of 12 per cent in 2013 and touched Rs 91,800 crore (US\$ 15.27 billion). The industry has the potential to grow at 14.2 per cent to more than Rs 1.78 trillion (US\$ 29.61 billion) in the next four years, as per a report by FICCI-KPMG.

The television industry in India, which was estimated at Rs 41,720 crore (US\$ 6.94 billion) in 2013, is projected to increase at a compound annual growth rate (CAGR) of 16.2 per cent over 2013–18, to reach Rs 88,500 crore (US\$ 14.72 billion) by 2018.

With an estimated market size of US\$ 5 billion, India is the 14th biggest advertising market globally, as per the latest edition of the Gunn Report. Digital advertising is also expected to witness a CAGR of 27.7 per cent by 2018.

Investments

The foreign direct investment (FDI) inflows in information and broadcasting (I&B) sector (including print media) during April 2000 to March 2014 stood at US\$ 3,712.72 million, as per the data released by Department of Industrial Policy and Promotion (DIPP).

Government Initiatives

The Cabinet Committee on Economic Affairs (CCEA) has given the go-ahead for the proposal of the Ministry of I&B with regard to the 12th Five-Year Plan scheme of All India Radio (AIR) and Doordarshan 'Broadcasting Infrastructure and Network Development' at a cost of Rs 3,500 crore (US\$ 582.34 million). The two primary components of the proposal are the continuing schemes of the 11th Five-Year Plan and new schemes of the 12th Five-Year Plan. As part of the 11th Plan scheme, the capacity of Doordarshan's Direct to Home (DTH) is being increased to 97 channels from 59 channels. During the 12th Five-Year Plan, the capacity is expected to further increase to 250 channels.

The Indian and Canadian governments signed an audio-visual co-production deal in February 2014. The deal would help producers from both India and Canada to harness their artistic, technical, creative, financial and marketing resources for co-productions and, subsequently, lead to exchange of culture and art among the two countries.

Further, the Centre has given the nod for licences to 45 new news and entertainment channels in the country. Among those who have secured the licenses include established names such as Sony, Star, Viacom and Zee. Currently, there are 350 broadcasters which cater to 780 channels. "We want more competition and we wanted to open it up for the public. So far, we have approved the licences of 45 new

channels. It's a mix of both news and non-news channels," as per Mr Bimal Julka, Secretary, Ministry of I&B, Government of India.

ROAD AHEAD

India's M&E industry will continue to bank on the digital area in future. With a growing internet user base of over 200 million, the industry's potential to generate revenue is vast. In 2013, telecom companies started focusing on data as a way to generating revenue. Also, advertising agencies competed with each other to acquire in the social media and digital domains. These developments suggest a bright future for the M&E industry in the country.

It is also time for the M&E sector to start looking at opportunities outside India. Africa and the Middle East are two of the fastest growing M&E markets, and Indian M&E companies would do well to explore these regions.

HUGE GROWTH POTENTIAL IN CINEMA ADVERTISING

The Digital era has truly democratised cinema. Prior to the digital era, only about 500-600 screens across India got movies on the day of release. Now, with almost 100 per cent digitisation, all screens across India qualify as release centres. Prior to digitisation, advertising was limited to the 600 release centres across the country. Now, all 8,000-odd digital screens across India are available to advertisers who can use cinema to reach out not only to the audiences in metros and major cities, but further beyond.

Cinema advertising was always a part of out of home budgets. This is because the investment was made in cinema halls as properties and limited to 600 properties across India. Now with nearly 8,000 digital screens screening fresh content, providing over Rs 7.7 crore of unduplicated reach every week, the cinema space has become a powerful medium and is being seen as an important option to support television as a medium.

In the last 20 years, the big brands had moved away from cinema as a medium and had focused on TV as an audio-visual medium. This was because of the lack of control of independent screen owners and limited reach of the release centres.

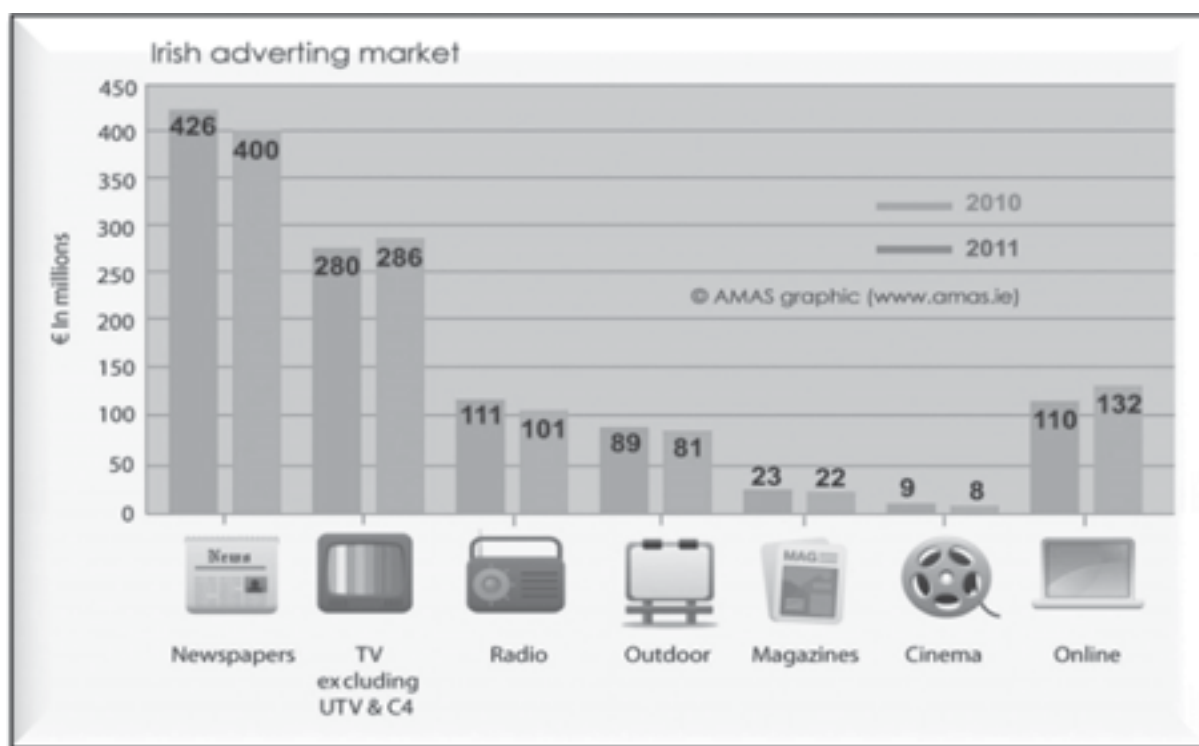
Now digital cinema chains have aggregated release centres across the country and the execution of campaigns has become seamless. This has led agencies and brand managers take a fresh look at the medium. The advertiser needs to now only talk to one media owner to execute a pan-India campaign.

To summarise, cinema advertising is gaining appeal among advertisers because of two major reasons: the structured manner in which ad inventory is sold (versus a largely fragmented market prior to digitisation) and the fact that it guarantees the undivided attention of captive audiences.

In geographic clusters with limited TV reach, brands struggle to get desired deliveries through television. With disproportionate cinema reach in these markets, cinema naturally becomes a preferred medium to support TV.

Over the last few years, brands have gone beyond using stars and have invested in film partnerships and sponsored film premieres on TV. Most brands have learnt that this investment on films is full of risks and it is better for them to invest in cinema. Smart brands have also understood that India goes to watch movies every week and that of 52 weeks available, 20-25 weeks are really big weeks, including weeks with holidays and festivals that draw maximum crowd. Brands make it a point to catch up with their audiences during these big weeks. More than 1,500 movies are released every year and brands don't want to limit themselves to the use of four/five movies.

Over the last two years, cinema advertising has grown faster than all other mediums (except online/digital). The next five years will see hectic activity in this space and the next leg of growth will come from off-screen activation.



MOBILITY (VALUE ADDED SERVICES)

Mobile Value Added Service (MVAS) provider of carrier-grade messaging platforms and gateways, content management systems, WAP, Video and Voice platforms through managed services. Various services are developed and deployed using these platforms which includes interactive portals, community and user generated content applications and video streaming applications. Your Company manages VAS, aggregate content for operator's on-deck and off-deck portals, manage the delivery of content, manage mobile campaigns for media, advertising and enterprise customers. Your Company has created and aggregated 2G, 2.5G and 3G applications and products which can be routed over an Internet Protocol or IP network and enables mobile operators to deliver multimedia services. Your Company's products integrate multiple network functions and services needed for the delivery of advanced multimedia services, such as video streaming, voice-over-IP, chat and conferencing services, mobile TV.

Mobile operators are aggressively deploying next-generation wireless networks such as third generation or 3G networks that are capable of delivering high quality mobile multimedia services to subscribers. In deploying these new networks, mobile operators are seeking packet core network hardware and software that can deliver multimedia services with high performance, simplicity and reliability.

FUTURE OUTLOOK

The media and entertainment industry in India consists of many different segments under its folds such as television, print, and films. It also includes smaller segments like radio, music, OOH, animation, gaming and visual effects (VFX) and Internet advertising. Entertainment industry in India has registered an explosive growth in last two decades making it one of the fastest growing industries in India. From a single state owned channel, Doordarshan in the 1990s there are more than 400 active channels in the country. Worldwide, 2010 saw the global economy begin to recover from a steep decline in 2009. Improved economic conditions in 2010 played a major role in a rebound in customer spend. Since the world economy began to recover from the global financial crisis of 2008, improved economic conditions played a major role in rebound in consumer spend. While India was not critically impacted by the downturn in 2008 and 2009, it demonstrated one of the highest growth rates this year and continued to at a healthy pace. The rising rate of investments by the private sector and foreign media and entertainment (M&E) majors have improved India's entertainment infrastructure to a great extent. As per the recent report by

PricewaterhouseCoopers (PwC), Indians are likely to spend more on entertainment in the coming years with a steady growth in their disposable income. And as per the combined survey report by KMPG and FICCI, the entertainment industry in India is expected to expand by 12.5% every year and is likely to reach US\$ 20.09 billion by the year 2013. The industry pegged at INR 5808 billion in 2009 as compared to INR 3565 billion in 2005. The Indian Media & Entertainment Industry grew by US\$ 12.9 billion in 2009 to US\$ 14.4 billion in 2010, a growth of 11 per cent, according to a report by the Federation of Indian Chambers of Commerce and Industry (FICCI) and research firm KPMG. The report also states that backed by positive industry sentiment and growing media consumption, the industry is estimated to achieve growth of 13 per cent in 2011 to touch US\$ 16.2 billion. As the industry braces for exciting times ahead, the sector is projected to grow at a CAGR of 14 percent to reach US\$ 28.1 billion by 2015.

COMPANY'S OUTLOOK

TECHNOLOGY

Digi Cine is technological version of conventional cinema. Technology improves the theatrical entertainment experience from the existing boring to new heights of sensational experience. The technology developed and used by Interworld is an state of art for high experience of Indian audience in all Indian climatic and environmental conditions. The self-explanatory picture will give you a complete idea of Digital Cinema system.

OUR SERVICE

Your company mainly engaged in the Services segment provides a variety of services to the corporate and class of person. Services consist of the following:

1. Digital Advertisement
2. Out of Home (OOH)
3. IPO Communication
4. Digital & Social Media
5. 360 Mobile Influence
6. Services with Innovation
7. Mobile communication consist of
 - v Mobile Marketing
 - v 3G Services
 - v SMS Solution for Brokers
 - v SMS Solution for Depository Participants
 - v SMS Solution for Insurance Agents
 - v Stock Price & News Alerts Service
 - v Web based Bulk SMS service

DIGITAL ADVERTISEMENT

Apart from Digital Cinema, Company has focus on Digital Advertising. Digital Advertising is a way of promoting brands and products, using various online features. With the growing popularity of the Internet, customers began to form communities and discuss about the brands they are interested in. Today most customers either buy their stuff online or consult a review website or community before making a purchase.

OUT OF HOME (OOH)

After the inception of Interworld digital limited (IDL) OOH (Out-of-Home) division in 2009 many new innovation and ideas successfully conceived and benefited the brands in their budgets. In a span of just one year, IDL Out-of-Home successfully created a shift in the perception about the OOH industry in India -

from conventional Outdoor Media to an all-encompassing 360-degree Out-of-Home communication solution. IDL OOH has developed a national network in partnership with more than 25 vendors providing more than 5000 billboards to cover any size of campaign. IDL OOH is offering specialized and most cost effective solutions in combination of Digital and Social media to provide maximum mileages to brand.

IPO COMMUNICATION

Floating a successful IPO is getting tougher day by day. Every potential investor is going to rummage online for information about your company and some time they found that many service receivers criticizing your service, complaining about your product, or creating doubt about company and company upcoming IPO. At this moment, we at Digi Media provide a unique online and offline service called 'Reputation Management'. We harness the power of the mobile and Internet and help you fight back against malicious attacks. Our process consists of 3 steps. First, We analyze the situation, Second, plan the strategy and Third is , execution of it .

We help to capitalize on cutting edge Web 2.0 and Mobile 2.0 Reputation Management techniques such as blogging, podcasts, video, RSS feeds, articles and press releases, social media posting, blog posting, industry relevant forum posting and more. We can even create micro websites built around specific keywords that are important to your business and get them on the first page of Google .In short we can say that , We offer customize Reputation Management system according to businessmen point of view and his business needs and help him to achieve his unique online Reputation Management goals.

DIGITAL SOCIAL MEDIA

We at Interworld digital having expertise in marketing, advertising and operation offer social media strategy to corporate. Under this we work with client company management team, we help him to quickly come, and to grips with the impact of social media, creating within organization the necessary change that positions company brand, product, or service for success on the Social Web.

With IDL plan and strategy companies can easily build & launch social media marketing campaigns within shortest time. Campaign formats include quizzes, contests, coupons, virtual gifts and more.

We enables him to simultaneously publish in social media marketing campaign on Face book Fan Pages, Twitter and company Website.

360 ° MOBILE INFLUENCE

Under 360 degree mobile service, we are providing various type of services to our client company like give Answer on behalf of him as comments left by users on multiple blogs. Read what they say about brand and accordingly inform to the company.

We also offer tools to customers to share about company products (blogs, forums, surveys) with company .We also try to Connect with customers and also present on social networks and create a profile for brand. Apart of these, we are also replying offline Post by customer and announce coming event on Twitter, Post feeds on Face book, Blog about brand.

We believe, Success can only be achieved through anticipating, understanding and executing the trends in this arena, service innovation, service differentiation and value creation.

SERVICES WITH INNOVATION

Today online environment is the perfect approach for a number of reasons. we know that many of the potential buyers are regularly visiting the major portal sites, online channel facilitates unprecedented user control. If a viewer wants to re-watch details about a specific product feature, they can do so easily. Finally, long-form online infomercials are designed to help prospects decide to buy, often leading them directly to the brand site.

IDL Digi Media help businesses increase their visibility online by creating, producing and optimising video content for their websites, blogs and social media streams.

MOBILE COMMUNICATION

Mobile communication has groomed a lot in past few years, major reasons for rapid advancements in mobile network technology and its popularity among public so that company also able to take commercial advantages.

Interworld provides the ability for corporate and brands to communicate with large groups of people instantaneously anytime and anywhere via their mobile phone. Services include content delivery to mobile devices, mobile advertising, premium SMS, mobile sweepstakes, TXT2 Screen, Txt N' Win and wireless consulting. Our team is dedicated to the solutions, we provide to each one of our clients. Our Skill sets are complimentary in management, marketing /advertising and software development with significant international mobile marketing experience.

Interworld maintains a professional approach and will do everything to manage expectations and achieve the expected results. We are dedicated to deliver the right mobile experience for both company and its valuable customers, and linking them to your brand, products and services.

OPPORTUNITY & CHALLENGES

Growth in digital content consumption across media

Digital technology continues to revolutionize media distribution – be it the rapid growth of DTH and the promise of digital cable, or increased digitization of film exhibition - and has enabled wider and cost effective reach across diverse and regional markets, and the development of targeted media content.

There has been increased proliferation and consumption of digital media content – be it newspapers and magazines, digital film prints, and online video and music or entirely new categories such as social media. Accordingly, online advertising spends have seen a spurt in growth viz a viz spends on traditional media.

Rise of new age user devices

Smart phones, tablets, PCs, gaming devices, etc. all form the foundation of a new wave in media usage. This is gradually impacting the way content is being created and distributed as well. Multiple media including TV, films, news, radio, music etc are being impacted with this change.

New age consumers adapting themselves to the newer technologies

As Indian consumers evolve, there is a heightened need to engage them across platforms and experiences. There is a greater need for integration and innovation across traditional and new media, with changing media consumption habits and preferences for niche content. Media companies today have no choice but to provide more touch points to engage with audiences.

Regionalization

Regional television and print continued its strong growth trajectory owing to growth in incomes and consumption in the regional markets. National advertisers are looking at these markets as the next consumption hubs and the local advertisers are learning the benefits of marketing their products aggressively.

An advertising revenue dependant industry

The ARPU (Average Revenue Per User) for television, average newspaper cost for print and average ticket

price for films continue to be low on account of hyper competition in these industries. Segments like radio and a significant portion of online content are available free of cost to consumers. Owing to this, the Indian consumer is still not used to paying for content and hence the industry players are sensitive to the impact of the slowdown, which affects the budgets of advertisers.

Awaited regulatory shifts

Lastly, apart from the shifts in consumer preferences, company strategies and business models, one big change awaited for the next growth wave is the implementation of recently enacted and regulations on digitisation for cable, implementation of Phase 3 and copyright for Radio and the roll out of 4G. These shifts are expected to be game changers in terms of how business is being done currently and what could be the path going forward.

The performance of Media – Entertainment sector in correlation with the economic growth, Film industry Growth and media Sector of the country . The Digital Industry involves inbuilt risk and uncertainty, which carries various opportunities and threats to the film industry .

RISKS MANAGEMENT

Our risk management approach comprises of three key elements, which are as follows:

Risk identification: External and internal risk events, that must be managed and identified in the context of nature and its impact on business. These risk events are assessed by management and prioritized for development of risk mitigation.

Risk mitigation: This step comprises developing of a mitigation plan for the risks identified and to be treated on priority.

Risk monitoring and assurance: Key risks are managed through a structure that cascades across the corporate and business. At the corporate level, management is responsible for the risk management process and reviewing the implementation and effectiveness of mitigation plans.

INTERNAL CONTROL SYSTEM

Your Company's internal audit team comprises professionals, supported by regional teams at our registered office and our corporate offices. In our company, regular audits of operational functions are conducted and quality team has been created for reviewing on a regular basis. This is supported by a team of external auditors whose reports are reviewed by the top management at regular intervals. Your Company has invested in adequate internal audit and control systems. Operationally speaking, all key functions have an in-built maker checker concept.

Our internal control systems are adequate and provide , among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets.

HUMAN RESOURCES

Your Board believes that to build a sound and growing business in a difficult and complex industry, Employees are vital to the Company. The talent base of your Company has steadily increased and your Company has created a favorable work environment which encourages innovation and meritocracy.

The Company's Human Resource processes ensure building a competent team of motivated employees. It is the Company's first priority to enrich its employees by promoting learning and enhancing their knowledge with special emphasis on internal and external training. The proper synchronization between the goals of the individual and that of the organization is a critical aspect and is delicately managed by the HR department.

The Company has stressed strongly on performance management linked to compensation. To recognize and reward good performance, the Company has been successfully practicing the concept of performance-based variable compensation. The reward and recognition system is duly followed through a performance appraisal system on an annual basis.

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "Forward Looking Statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

On Behalf of the Board of Directors

Place : New Delhi
Date : 02.09.2014

Sd/-
Man Mohan Gupta
Chairman & Managing Director

Sd/-
Kamal Kishore Sharma
Director

Corporate Governance

1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance at INTERWORLD DIGITAL LIMITED is founded upon four pillars of Core Values viz., Transparency, Integrity, Honesty and Accountability. Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place system, process and technology.

Interworld Digital Limited defines corporate governance strategically, which encompasses not only what we do as a company with our profits, but also how we make them. It goes beyond philanthropy and compliance and addresses how your company manages its economic, social, and environmental impacts, as well as its relationships in all key spheres of influence: the workplace, the market, the supply chain, the community, and the public policy realm.

Corporate governance as practiced by your company translates into being fair and civic-minded, fulfilling its duties to the entire spectrum of stakeholders, and, most importantly, making integrity an article of faith across all its operations. We started on sound and straightforward business principles, considering the interests of our stakeholders and welfare of our employees as foundation of our long term success. In addition to unwavering adherence to its philosophy and values, the Company conforms to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges stipulating Corporate Governance compliances.

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of executive and non-executive directors with not less than fifty percent of the Board comprising of non-executive Independent directors. The Board's composition meets the stipulated requirements of Clause 49 of the listing Agreement of the Stock Exchange.

As on 31st March, 2014, your Company's Board has a strength of 3 (Three) Directors comprising 1(One) Executive and 2 (Two) Non-Executive Independent Directors.

The members of the Board are drawn from various fields having considerable expertise in their respective areas. Together they bring diverse experience, varied perspectives, complementary skills and vast expertise.

During the financial year under review, Eight (8) Board meetings were held on May 30, 2013, August 12, 2013, September 02, 2013, September 30, 2013, November 14, 2013, November 29, 2013, February 13, 2014 and March 31, 2014.

The Authorised Person in consultation with the Chairman drafts the Agenda of the Board Meetings. Agenda papers alongwith relevant details are circulated to all Directors, well in advance of the date of the Board Meeting. The Directors actively participated in the deliberations of the Board.

Board Members have complete and unfettered access to any information within the Company.

Details of attendance of each Director at various meetings of the Company are summarized as under:

Name	Category	Designation	No. of Board Meetings attended	Last AGM attended
Mr. Man Mohan Gupta	Executive Director	Managing Director	8	Yes
Mr. Peeyush Kumar Aggarwal	Non Executive Non Independent Director	Director	5	Yes
Mr. Shiv Nandan Sharma	Independent Director	Director	5	Yes
Mr. Kamal Kishore Sharma	Independent Director	Director	8	Yes
Mr. Ajay Sharma	Independent Director	Director	3	No

The Independent Directors does not have any pecuniary relationships of transaction with the Company, promoters, management that may affect their judgment in any manner.

3. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Company has constituted a qualified and independent audit committee as required under Section 292A of the Companies Act, 1956 as also in fulfillment of the requirements of Clause 49 of the Listing Agreement. The Committee comprises 2 (Two) Non- Executive Independent Directors and 1 (One) Executive Director as members. All members are financially literate, possess sound knowledge of accounts, finance, and audit matters. The Company Secretary of the Company acts as a Secretary to the Audit Committee. The Internal Auditors of the Company attend the meetings of the Audit Committee on invitation of the Chairman of the Committee.

During the financial year 2013-14, Audit Committee was reconstituted in the Board Meeting held on 29th November, 2013 due to the resignation of Mr. Shiv Nandan Sharma and Mr. Peeyush Kumar Aggarwal as Directors of the Company. In place of Mr. Shiv Nandan Sharma, Mr. Kamal Kishore Sharma was appointed as the Chairman of Audit Committee. Audit Committee met 5 (Five) times to deliberate and review the mandatory matters and other matters as are materially significant and important. Attendance record of Audit Committee members for meetings held during FY 2013-14 is given below:

Name of Director	Designation	No of Meetings Attended
Mr. Shiv Nandan Sharma	Chairman (till 29th November, 2013)	4
Mr. Kamal Kishore Sharma	Chairman (from 29th November, 2013)	1
Mr. Man Mohan Gupta	Member	5
Mr. Peeyush Kumar Aggarwal	Member (till 14th November, 2013)	4
Mr. Ajay Sharma	Member (from 29th November, 2013)	1

Primary Objective:

The Primary objective of the Audit Committee (the Committee) of the Company is to monitor and provide effective supervision of the management financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The role and powers of the Audit Committee is as set out in Clause 49 of the Listing Agreement(s) with Stock Exchanges and Section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee are broadly as follows:

1. Oversight of Company's financial reporting process and disclosure of its financial information.
2. Review with the management, quarterly and annual financial statements.
3. Review of related party transactions.
4. Review of Company's financial and risk management policies.
5. Review with the management, statutory and internal auditors, adequacy of internal control systems.
6. Recommend to the Board the appointment, re-appointment and removal of the statutory auditor, fixation of their remuneration.
7. Discussion with Statutory Auditors about the nature and scope of audit as well as post audit discussion to ascertain any area of concern and internal control weaknesses observed by the Statutory Auditors.
8. Discussion of Internal Audit Reports with Internal Auditors and significant findings and follow up there on and in particular internal control weaknesses.

B. REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee in conformity with the requirements of Clause 49 of the Listing Agreement. The Committee comprises three Non-Executive Directors, the Chairman being Non-Executive and Independent Director. The Company Secretary of the Companies Acts as Secretary to the Remuneration Committee.

During the financial year 2013-14, Remuneration Committee met once on 30th May 2013. Attendance record of Remuneration Committee members for the meeting held during Financial Year 2013-14 is given below:

Name of Director	Designation	No of Meeting Attended
Mr. Kamal Kishore Sharma	Chairman	1
Mr. Peeyush Kumar Aggarwal	Member (till 14th November, 2013)	1
Mr. Ajay Sharma	Member (from 14th November, 2013)	-
Mr. Shiv Nandan Sharma	Member (till 29th November, 2013)	1
Mr. Man Mohan Gupta	Member (from 29th November, 2013)	-

1. ROLE OF REMUNERATION COMMITTEE

The Remuneration Committee of the Company determines on behalf of Board and on behalf of the shareholders, the Company's policy governing remuneration payable to Executive Directors including pension rights and compensation payment.

2. REMUNERATION POLICY

The Remuneration Policy of the Company for managerial personnel is primarily based on the following criteria:

- Performance of the Company.
- Track record, potential and performance of individual managers and
- External competitive environment

3. REMUNERATION OF DIRECTORS

The remuneration to the Managing Director is paid on the scale determined by the Remuneration Committee and approved by the Shareholders at the General Meeting. Non-Executive Directors are not paid any remuneration. However, Non-Executive Independent Directors are entitled to sitting fees for attending meetings of the Shareholders, Board and Committees thereof. But no sitting fees was paid to them during the year under review.

The Company does not have any Employee Stock Option Scheme.

C. SHARE TRANSFER & SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Company has constituted a Shareholders' & Investors' Grievance Committee and Share Transfer Committee in conformity with the requirement of Clause 49 of the Listing Agreement. The Committee comprises one Executive Director and two Non- Executive Directors. At present, Mr. Kamal Kishore Sharma being Non-Executive Director is the Chairman of the Committee.

Role of Shareholders' & Investors' Grievance Committee and Share Transfer Committee

The Committee frames the policy & look into the redressal of shareholders & Investors grievances pertaining to:

- 1) Transfer of shares & its timeliness.
- 2) Transmission of Shares.
- 3) Issuance of duplicate shares.
- 4) Investors/ shareholders grievance(s) pertaining to all types of matters concerning their dealing with the Company with respect to their investment in the securities of the company, more specially pertaining to non-receipt of Annual Reports, delay in transfers, non-redressal of complaint, non-receipt of Annual Reports.

4. COMPLIANCE OFFICER

Ms. Heena Jain is the Company Secretary and Compliance Officer of the Company as on 31st March, 2014.

5. CODE ON CONDUCT

In compliance with the Clause 49 of the Listing Agreement, the Company has adopted a Code of Conduct for the Board and the Senior Management of the Company. The Board and Senior Management personnel affirm the compliance of the code of conduct annually.

6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This is included as a separate section in this Annual Report.

7. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement, the Statutory Auditors' Certificate is provided in this Annual Report.

8. CEO/CFO CERTIFICATION

In terms of the requirements of Clause 49(v) of the Listing Agreement, a certificate on the financial statements of the Company stating the particulars specified under the said Clause was placed and considered by the Board.

9. DISCLOSURE

A. Related Party Transactions

Related party transactions during the year have been disclosed as required under the Accounting Standard 18 of the Company (Accounting Standards) Rules, 2006. There was no transaction of material nature with the directors or the management or their subsidiaries or relatives during the year.

B. Disclosure of Compliances by the Company

During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on matters related to capital markets.

C. Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards as notified under Companies (Accounting Standards), Rules 2006, as applicable.

D. Risk Management

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of Directors periodically reviews the risk management framework of the Company.

The Company has complied with all the mandatory requirements and has adopted non-mandatory requirements as per details given below:

(A) Chairman office

The Corporate Office of the Company supports the Chairman in discharging the responsibilities.

(B) Remuneration Committee

The Company has constituted Remuneration Committee as detailed in hereinabove. The Chairman of the Remuneration Committee is an independent director and was present at the last Annual General Meeting.

(C) Shareholders Rights

The quarterly financial results are published in the newspapers as mentioned under the heading "Means of Communication" herein below and also displayed on the website of the Company. The results are not separately circulated to the shareholders.

(D) Audit qualifications

There are no audit qualifications in the Company's financial statements for the year under reference.

(E) Training of Board Members

No specific training program was arranged for Board members. However, at the Board/Committee meetings Professionals, Consultants as well as Senior Executives of the Company on the business related matters, risk assessment, strategy, effect of the regulatory changes etc, make detailed presentations.

(F) Mechanism for evaluating Non-Executive Board Members

The Company has not adopted any mechanism for evaluating individual performance of Non-Executive Directors.

(G) Postal Ballot

The provisions relating to Postal Ballot will be complied with in respect of matters, wherever applicable.

(H) Whistle Blower Policy

The Board of Directors of the Company at its meeting has approved Whistle Blower Policy of the Company and issuance of the same is under process. Further, no person has approached the Audit Committee of the Company during the year. The Company has also laid down a Code of Conduct for all its employees across the Organisation. The Code of Conduct of the Company lays down that the employees shall promptly report any concern or breach and suggests not to hesitate in reporting a violation or raising a policy concern to the Code Compliance Cell or concerned superior. The Code provides that the Company shall support and protect employees for doing so.

10. CORPORATE GOVERNANCE VOLUNTARY GUIDELINES

In December 2009, the Ministry of Corporate Affairs had issued the Guidelines on the voluntary adoption of Corporate Governance Practices. The Company follows the Guidelines such as constitution of Remuneration Committee which determines remuneration policy, providing timely information to Board of Directors for quality decision making, identification of risks, review of internal controls and constitution and functioning of Audit Committee. While some of these Guidelines like maximum tenure of independent directors, rotation of audit firm etc. have not yet become due and the Guidelines on payment of remuneration to Independent Directors would require amendment to the Companies Act. Further, evaluations of Directors, conducting their training etc. are yet to be adopted by the Company.

11. SHAREHOLDERS' INFORMATION

(I) DETAILS OF 19TH ANNUAL GENERAL MEETING OF THE COMPANY

Day and Date	Tuesday, 30 th September, 2014
Venue	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001
Time	09:30 A.M.

(ii) FINANCIAL CALENDAR

The financial year covers the period from 1st April, 2014, to 31st March, 2015.

Calendar for the financial year ending 31st March, 2015

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2014	Within the period as stipulated Under the Listing Agreement with the Stock Exchange from time to time.
Second quarter ending 30th September, 2014	
Third quarter ending 31st December, 2014	
Fourth quarter ending 31st March, 2015	

(iii) GENERAL BODY MEETING

Details of Annual General Meeting (AGM) held during last Three Years:

Description of Meeting	Date	Time	Venue
16th AGM	September 30, 2011	9.30 A.M.	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
17th AGM	September 29, 2012	9.30 A.M.	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
18th AGM	September 30, 2013	9.30 A.M.	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001

During the year under review, no Special Resolution was passed at any general meeting of the Shareholders and no consent of the members was sought through Postal Ballot.

(iv) DATE OF BOOK CLOSURE

From 27th September 2014 to 30th September 2014 (both days Inclusive) for the purpose of Annual General Meeting.

(v) LISTING ON STOCK EXCHANGES

The Equity Shares of the Company as on March 31, 2014 are listed on the Bombay Stock Exchange Ltd. The Company states that it has paid annual listing fees due to the Bombay Stock Exchange Limited for the Financial Year 2014-15.

(vi) STOCK CODE/ISIN NO.

Bombay Stock Exchange : 532072 (Scrip Code)

Demat International Security Identification Number (ISIN) in NSDL and CDSL for equity shares: INE177D01020

(vii) MARKET PRICE DATA

The Company's equity shares are listed at Bombay Stock Exchange (BSE). The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2013-14 is as follows:

Month	Face Value (In Rs.)	BSE		
		High (Rs.)	Low (Rs.)	No of shares Traded
Apr-13	1.00	2.20	1.30	6,30,608
May-13	1.00	1.73	1.13	5,87,028
Jun-13	1.00	1.50	1.16	7,68,156
Jul-13	1.00	1.34	0.77	4,86,208
Aug-13	1.00	1.07	0.81	3,85,909
Sep-13	1.00	1.06	0.74	8,82,957
Oct-13	1.00	0.92	0.52	15,88,447
Nov-13	1.00	0.73	0.59	5,27,561
Dec-13	1.00	0.81	0.71	8,48,663
Jan-14	1.00	0.95	0.65	5,90,970
Feb-14	1.00	0.69	0.39	17,23,137
Mar-14	1.00	0.44	0.31	4,94,710

Source: BSE Limited

(viii) REGISTRAR AND SHARE TRANSFER AGENT

Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase -1 , New Delhi-110020 is the Registrar and Share Transfer Agent for physical shares of the Company. Skyline is also the depository interface of the Company with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

(ix) SHARE TRANSFER SYSTEM

With a view to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfer time to time. The delegated Person(s) attend(s) to the share transfer formalities

once in a fortnight. The shares for transfers received in physical form are transfer expeditiously, provided the documents are complete and the shares under transfer are not under any dispute. The share certificates duly endorsed and returned immediately to shareholders. Confirmation in respect of the requests for dematerialization of shares is sent to the respective depositories i.e. NSDL and CDSL expeditiously.

(x) DEMATERIALISATION OF SHARES

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both NSDL and CDSL. International Securities Identification Number - INE177D01020 (with NSDL and CDSL)

Status of Issued Share Capital as on 31.03.2014

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form - NSDL	205599242	42.98
CDSL	143643558	30.03
Physical Form	129134200	26.99
Total	478377000	100.00

(xi) SHAREHOLDING PATTERN AS ON 31.03.2014

As on 31.03.2014, the Authorized Share Capital of the Company is Rs. 70,00,00,000/- and paid up share Capital is Rs. 47,83,77,000/- consisting of 47,83,77,000 equity shares of Re. 1/- each. The shareholding pattern of the Company as on 31.03.2014 is as follows:

S. No	Category of Shareholder	Total No. of Shares	% of shareholding
(A)	Shareholding of Promoter and Promoter Group		
	Indian		
1.	Individuals / Hindu Undivided Family	4,59,76,616	9.61
2.	Bodies Corporate	1,90,46,048	3.98
3.	Foreign	NIL	NIL
	Total shareholding of Promoter and Promoter Group (A)	6,50,22,664	13.59
(B)	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non-Institutions		
	Bodies Corporate	30,53,96,444	63.84
3.	Individuals		
	Individual shareholders holding nominal share capital up to Rs. 1 lakh	2,22,32,447	4.65
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	8,27,06,196	17.29
4.	Any Others (Specify)		
	Non Resident Indians	3,35,370	0.07
	Hindu Undivided Family	26,73,379	0.56
	Clearing Members	10,500	0.00
	Total Public shareholding (B)	41,33,54,336	86.41
	Total (A)+(B)	47,83,77,000	100.00

Distribution of Shareholding – As on 31.03.2014

Shareholding of nominal value of Rs.	No. of share holders	% to total Number	Total Shares Re. 1/	Amt. in (Rs.)	% to total
Upto 500	1848	29.43	5,59,797	5,59,797	0.12
From 501 upto 1000	1438	22.90	13,88,499	13,88,499	0.29
From 1001 upto 2000	888	14.14	16,04,716	16,04,716	0.34
From 2001 upto 3000	399	6.35	10,90,395	10,90,395	0.23
From 3001 upto 4000	145	2.31	5,39,917	5,39,917	0.11
From 4001 upto 5000	454	7.23	22,37,457	22,37,457	0.47
From 5001 upto 10000	505	8.04	42,21,314	42,21,314	0.88
From 10001 & above	602	9.59	46,67,34,905	46,67,34,905	97.57
Total	6279	100	47,83,77,000	47,83,77,000	100.00

12. MEANS OF COMMUNICATION

The quarterly/ half-yearly/ annual financial results are published in Business Standard (English and Hindi Daily). The financial results and the official news releases are also placed on the Company's website www.interworld.co.in.

The Company has an exclusive email id – info@interworld.co.in dedicated for prompt redressal of shareholders' queries, grievances etc.

The Company holds analysts calls in each quarter, to apprise and make public the information relating to the Company's working and future outlook.

13. BRIEF PROFILE OF THE INDEPENDENT DIRECTORS PROPOSED TO BE APPOINTED.

Brief resumes of the Directors who are proposed to be appointed is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forming part of this Annual Report.

14. ADDRESS FOR CORRESPONDENCE**Registered office**

701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001

Corporate office

110, Linkway Estate, New Link Road, Malad (W), Mumbai-400 064

On Behalf of the Board of Directors

Place : New Delhi
Date : 02.09.2014

Sd/-
Man Mohan Gupta
Chairman & Managing Director

Sd/-
Kamal Kishore Sharma
Director

**Auditor's Certificate pursuant to compliance of conditions of
Corporate Governance**

To,
The Members of
INTERWORLD DIGITAL LIMITED

We have examined the compliance of conditions of Corporate Governance by INTERWORLD DIGITAL LIMITED for the period ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. RMA & Associates
Chartered Accountants**

Sd/-

**Pankaj Chander
Partner**

Membership No. 89065

**Place: New Delhi
Dated: 30.05.2014**

**CERTIFICATE PURSUANT TO CLAUSE 49V OF
THE LISTING AGREEMENT**

Confirmation of compliance of Code of Conduct and Ethics

To,
The Members of
Interworld Digital Limited

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct and ethics framed by the company during the year 2013-14.

For Interworld Digital Limited

Sd/-

**Man Mohan Gupta
Chairman & Mg. Director**

**Place: New Delhi
Dated: 30.05.2014**

**RMA & Associates**

(ISO 9001:2000 Firm)

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

The Members,
INTERWORLD DIGITAL LIMITED
New Delhi.

Report on the Financial Statements

We have audited the accompanying financial statements of INTERWORLD DIGITAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") Issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

48, UG-2, Hasanpur, IP Extention, Delhi- 110092

Phone : 91-11-45261214, Fax : 91-11-22248165, E-mail: rma.ca12@gmail.com

Branches : • New Delhi • Faridabad • Kanpur • Ahmedabad

2. As required by section 227(3) of the Act, we report that:-
- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];
 - the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];
 - in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013.
 - on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N
Sd/-

Place: New Delhi
Dated : 30th May, 2014

Pankaj Chander
Partner
M. No. 89065

ANNEXURE TO THE AUDITORS' REPORT INTERWORLD DIGITAL LIMITED

- The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
 - The company has not disposed off a substantial part of its fixed assets during the year.
- The company is not dealing in any physical goods, therefore there is no inventory. However, the company has inventory of bulk-SMS.
 - As already stated, since the company is not dealing in any physical goods, there is no question of procedure of physical verification of inventory.
 - As already mentioned, the company is not dealing in any physical goods and therefore there is no question of proper records of inventory.
- The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
 - The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register maintained under that section.
- (b) In our opinion, transactions if any made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The company has not accepted deposits from the public within the meaning of sections 58A, 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) According to the information and explanation given to us, no undisputed dues in respect of provident fund , employees state insurance , income tax, wealth tax, service tax, sales tax, custom duty, excise duty , cess and other statutory dues were outstanding at the yearend for a period of more than six months from the date they become payable except as service tax of Rs. 90,03,759/-.
- (x) The company does not have any accumulated losses at the end of the financial year covered by our audit and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the company has not defaulted in repayment of dues of the loan taken from bank. The company has neither taken any loan from a financial institution nor issued any debentures.
- (xii) The company has not granted any loan or advance against the security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, the company has not obtained any term loans.
- (xvii) According to the information and explanations given to us, we report that no short term funds have been used for long term investment.
- (xviii) According to the information and explanations given to us, the company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the company.
- (xix) The company has not issued debentures during the period covered by our audit.
- (xx) The company has not raised money by way of public issues during the period covered by our audit.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N
Sd/-
Pankaj Chander
Partner
M. No. 89065

Place: New Delhi
Dated: 30th May, 2014

INTERWORLD DIGITAL LIMITED

701, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD,
CONNAUGHT PLACE, NEW DELHI-110001

BALANCE SHEET AS AT 31ST MARCH, 2014**(Amounts in Rs)**

I. EQUITY AND LIABILITIES	Notes	As At March 31,2014	As At March 31,2013
(1) Shareholder's Funds			
(a) Share Capital	1	47,83,77,000	47,83,77,000
(b) Reserves and Surplus	2	78,56,21,752	78,09,63,820
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	3,13,66,566	2,76,81,603
(b) Deferred Tax Liabilities (Net)		1,39,60,080	1,34,43,829
(4) Current Liabilities			
(a) Trade Payables		1,53,10,393	1,56,99,575
(b) Other Current Liabilities	4	2,44,67,045	2,25,14,339
(c) Short-Term Provisions	5	19,41,055	12,31,128
Total		135,10,43,890	133,99,11,294
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	6		
(i) Tangible Assets		1,78,81,067	1,86,15,587
(ii) Intangible Assets		5,10,73,487	4,99,51,963
(iii) Capital work-in-progress		107,98,63,103	109,19,13,103
(b) Other non-current assets	7	35,00,000	35,00,000
(2) Current Assets			
(b) Inventories		40,26,387	40,26,387
(c) Trade receivables	8	14,04,73,250	12,70,09,123
(d) Cash and cash equivalents	9	15,19,935	25,45,593
(e) Short-term loans and advances	10	5,21,19,628	4,09,35,972
(f) Other current assets	11	5,87,034	14,13,566
Total		135,10,43,890	133,99,11,294

Accompanying notes forming part of the financial statement 1 to 33

Auditor's Report

As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

For and on behalf of the Board of Directors

Sd/-
(Pankaj Chander)
Partner
M.No. 89065
Place: New Delhi
Date: 30th May, 2014

Sd/-
(Man Mohan Gupta)
Mg. Director
DIN : 00161861

Sd/-
(Kamal Kishore Sharma)
Director
DIN : 02039980

Sd/-
(Heena Jain)
Company Secretary
M.No. 22738

INTERWORLD DIGITAL LIMITED

701, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD,
CONNAUGHT PLACE, NEW DELHI-110001

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014

(Amounts in Rs)

	Notes	As At March 31,2014	As At March 31,2013
INCOME :			
Revenue from operations	12	16,82,22,036	15,97,39,012
Other Income	13	14,37,082	15,46,825
Total		16,96,59,118	16,12,85,837
EXPENSES :			
Purchase of Stock-in-Trade & Service	14	13,49,56,850	12,89,56,850
Changes in inventories of Finished Goods, WIP & Stock	15	-	-
Employee Benefit Expenses	16	79,03,083	67,08,557
Financial Costs	17	9,52,554	6,50,948
Depreciation and Amortization Expense	18	1,35,51,331	1,19,10,865
Other Administrative Expenses	19	51,80,063	65,97,701
Total		16,25,43,881	15,48,24,921
Profit before exceptional & extraordinary items & tax		71,15,237	64,60,916
Exceptional Items		-	-
Profit before extraordinary items and tax		71,15,237	64,60,916
Extraordinary Items		-	-
Profit before tax		71,15,237	64,60,916
Tax Expense:			
(1) Provision for Current Tax		19,41,055	12,31,128
(2) Deferred tax provision		5,16,251	10,00,141
Profit(Loss) from the period from continuing operations		46,57,932	42,29,647
Tax expense of discontinued operations		-	-
Profit/(Loss) for the period		46,57,932	42,29,647
Earning per equity share:			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01

Accompanying notes forming part of the financial statement 1 to 33

Auditor's Report

As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

For and on behalf of the Board of Directors

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

Place: New Delhi

Date: 30th May, 2014

Sd/-

(Man Mohan Gupta)

Mg. Director

DIN : 00161861

Sd/-

(Kamal Kishore Sharma)

Director

DIN : 02039980

Sd/-

(Heena Jain)

Company Secretary

M.No. 22738

INTERWORLD DIGITAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(Amounts in Rs.)

Particulars	As At March 31,2014	As At March 31,2013
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	7,115,237	6,460,916
Adjustments for:		
Interest income	-	-
Depreciation	12,724,799	11,084,333
Interest & Finance Charges	-	-
Preliminary & Share Issue expenses written off	826,532	826,532
Operating cash flow before changes in working capital	20,666,568	18,371,781
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	(13,464,127)	(49,098,505)
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	(11,183,656)	(27,930,944)
Increase/(Decrease) in Current Liabilities	2,273,451	19,040,603
Cash provided by / (used in) operating activities	(1,707,764)	(39,617,065)
Less: Income Tax Paid	1,941,055	1,231,128
Net cash from operating activities	(3,648,819)	(40,848,193)
B. Cash Flow From Investing Activities:		
Sale/(Purchase) of fixed assets	(13,111,803)	(20,093,519)
(Increase)/Decrease in Capital work in progress	12,050,000	(449,598,457)
(Increase)/Decrease in investments	-	-
Interest received	-	-
Net cash outflow in investing activities	(1,061,803)	(469,691,976)
C. Cash Flow From Financing Activities:		
Increase in capital	-	(110,613,842)
Proceeds from Long Term Borrowings	-	-
Increase in Share Premium	-	620,000,000
Interest and Finance Charges	-	-
Repayment of Long Term Borrowings	3,684,963	2,476,261
Miscellaneous Expenditure	-	-
Net cash inflow from financing activities	3,684,963	511,862,419
Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]	(1,025,659)	1,322,250
Cash and Cash Equivalents:		
Cash and Cash Equivalent as at 01.04.2013	2,545,593	1,223,342
Cash and Cash Equivalent as at 31.03.2014	1,519,935	2,545,593

Notes :

- Comparative figures have been regrouped wherever necessary.
- The cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006
- These earmarked account balance with banks can be utilised only for the specific identified purposes.

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N

For and on behalf of the Board of Directors

Sd/-
(Pankaj Chander)
Partner
M.No. 89065
Place: New Delhi
Date: 30th May, 2014

Sd/-
(Man Mohan Gupta)
Mg. Director
DIN : 00161861

Sd/-
(Kamal Kishore Sharma)
Director
DIN : 02039980

Sd/-
(Heena Jain)
Company Secretary
M.No. 22738

INTERWORLD DIGITAL LIMITED

Notes on forming part of Financial Statements as at 31.03.2014

Note No.	Particulars	As At March 31,2014	As At March 31,2013
1	Share Capital		
	Authorized Share Capital : 70,00,00,000 (70,00,00,000) Equity Shares of Re. 1/- each	70,00,00,000	70,00,00,000
	Issued , Subscribed and paid up shares capital 47,83,77,000 (47,83,77,000) Equity Shares of Re. 1/- each fully paid up	47,83,77,000	47,83,77,000
	Total	47,83,77,000	47,83,77,000

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Particulars	As At March 31,2014	As At March 31,2013
At the beginning of the period	47,38,00,000	7,38,00,000
Issued during the period	-	40,00,00,000
At the end of the period	47,38,00,000	47,38,00,000

1. The Company has only one class of Equity shares having a par value of Re.1/- each per share. Each holder of equity share is entitled to one vote per share.
2. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company after discharging the liabilities of the Company.
3. In terms of resolutions passed under section 81(1A) of the Companies Act, 1956, the Board allotted 40,00,00,000 equity shares of Re. 1/- each fully paid up to Promoters & Non Promoters Category on conversion of convertible warrants.

Details of Shareholders holding more than 5% equity shares in the company

Name of Shareholders	As At March 31,2014	As At March 31,2013
Govind Shivshankerlal Gupta	3,99,61,028(8.35%)	4,00,00,000(8.36%)
M M Commodities Private Limited	3,71,26,600(7.76%)	3,71,26,600(7.76%)
Peeyush Kumar Aggarwal	2,50,00,000(5.23%)	2,50,00,000(5.23%)

(Amount in Rs.)

Note No.	Particulars	As At March 31,2014	As At March 31,2013
2	Reserves & Surplus		
	Security Premium Reserve :		
	Opening Balance :	73,88,64,820	11,88,64,820
	Add : additions During the year	-	62,00,00,000
	Closing Balance	73,88,64,820	73,88,64,820
	Surplus During the year		
	Shares Forfeiture Account	90,77,066	90,77,066
	Add : Additions During the year	-	0
		90,77,066	90,77,066
	Balance as per last financial statements	3,30,21,934	2,87,92,287
	Profit (-Loss) after tax for the year	46,57,932	42,29,647
	Closing Balance	3,76,79,866	3,30,21,934
	Total	78,56,21,752	78,09,63,820

Details of Shareholders holding more than 5% equity shares in the company

Name of Shareholders	As At March 31,2014	As At March 31,2013
Govind Shivshankarlal Gupta	3,99,61,028(8.35%)	4,00,00,000(8.36%)
M M Commodities Private Limited	3,71,26,600(7.76%)	3,71,26,600(7.76%)
Peeyush Kumar Aggarwal	2,50,00,000(5.23%)	2,50,00,000(5.23%)

(Amount in Rs.)

Note No.	Particulars	As At March 31,2014	As At March 31,2013
2	Reserves & Surplus		
	Security Premium Reserve :		
	Opening Balance :	73,88,64,820	11,88,64,820
	Add : additions During the year	-	62,00,00,000
	Closing Balance	73,88,64,820	73,88,64,820
	Surplus During the year		
	Shares Forfeiture Account	90,77,066	90,77,066
	Add : Additions During the year	-	0
		90,77,066	90,77,066
	Balance as per last financial statements	3,30,21,934	2,87,92,287
	Profit (-Loss) after tax for the year	46,57,932	42,29,647
	Closing Balance	3,76,79,866	3,30,21,934
	Total	78,56,21,752	78,09,63,820

Note No.	Particulars	As At March 31,2014	As At March 31,2013
3	Long Term Borrowings		
	Secured		
	Bank of India (OD A/c)	47,95,856	-
	HDFC Bank Ltd. (Hypothycation of Vehicle)	15,06,899	23,45,941
	Kotak Mahindra Prime Limited (Hypothycation of Vehicle)	37,03,811	45,75,662
	Unsecured		
	Loans from related parties (corporates)	13,60,000	7,60,000
	Loans from others	2,00,00,000	2,00,00,000
	Total	3,13,66,566	2,76,81,603

Note No.	Particulars	As At March 31,2014	As At March 31,2013
4	Other Current Liabilities		
	Security (Theatre & Video)	49,89,468	51,94,755
	Expenses Payable	35,79,084	34,58,458
	Others Liabilities	1,24,46,422	1,20,57,296
	Other Advance	13,353	13,353
	Advance from Customers	34,38,718	17,90,477
	Total	2,44,67,045	2,25,14,339

Note No.	Particulars	As At March 31,2014	As At March 31,2013
5	Short-Term Provision		
	Provision for taxation (A.Y. 2013-14)	-	12,31,128
	Provision for taxation (A.Y. 2014-15)	19,41,055	-
	Total	19,41,055	12,31,128

(Statement Showing Depreciation Forming Part of Financial Statement As On 31.03.2014 as per Companies Act,1956)

NOTE NO.- 6 FIXED ASSETS

(Amount in Rupees)

S. No.	Description	Rate	<-----GROSS BLOCK----->				<-----DEPRECIATION/AMORTISATION----->				<---NET BLOCK--->	
			As on 1.4.2013	Addition during the year	Sales/adjust during the year	Total as on 31.03.2014	Up to 31.03.2013	For the year	Adjustment during the year	Up to 31.03.2014	As on 31.03.2014	As on 31.03.2013
	A. Tangible											
1	Building	-	30,00,000	-	-	30,00,000	-	-	-	-	30,00,000	30,00,000
2	Computers	60.00%	2,38,37,486	2,59,605	-	2,40,97,091	2,36,53,707	1,64,681	-	2,38,18,388	2,78,703	1,83,779
3	Furniture & Fixture	6.33%	7,94,868	72,000	-	8,66,868	3,40,451	52,117	-	3,92,568	4,74,300	4,54,417
4	Office Equipment	4.75%	6,51,858	72,744	-	7,24,602	2,59,879	31,943	-	2,91,822	4,32,780	3,91,979
5	UPS	4.75%	25,54,931	-	-	25,54,931	2,32,243	1,21,359	-	3,53,602	22,01,329	23,22,688
6	Vehicles	9.50%	1,23,27,434	-	-	1,23,27,434	28,50,548	11,71,106	-	40,21,654	83,05,780	94,76,886
7	Machinery and Plant	7.07%	35,18,293	6,57,454	-	41,75,747	7,32,455	2,55,115	-	9,87,570	31,88,177	27,85,838
	Sub-Total (A)		4,66,84,870	10,61,803	-	4,77,46,673	2,80,69,283	17,96,323	-	2,98,65,606	1,78,81,067	1,86,15,587
	B. Intangible											
1	Softwares	10.00%	10,26,46,133	12,050,000	-	11,46,96,133	5,27,84,170	1,08,98,476	-	6,36,82,646	5,10,13,487	4,98,61,963
2	Copy Right	10.00%	3,00,000	-	-	3,00,000	2,10,000	30,000	-	2,40,000	60,000	90,000
	Sub-Total (B)		10,29,46,133	1,20,50,000	-	11,49,96,133	5,29,94,170	1,09,28,476	-	6,39,22,646	5,10,73,487	4,99,51,963
	TOTAL (A+B)		14,96,31,003	1,31,11,803	-	16,27,42,806	8,10,63,453	1,27,24,799	-	9,37,88,252	6,89,54,554	6,85,67,550
	Capital Work in Progress (including Advances on Capital		6,79,14,310	-	1,20,50,000	5,58,64,310	-	-	-	-	5,58,64,310	6,79,14,310
	Development Exp.		3,74,056	-	-	3,74,056	-	-	-	-	3,74,056	3,74,056
	Computer Systems, Hardware and Networking (IT Park - Advances)		102,36,24,737	-	-	102,36,24,737	-	-	-	-	102,36,24,737	102,36,24,737
	Sub-Total (C)		109,19,13,103	-	1,20,50,000	107,98,63,103	-	-	-	-	107,98,63,103	109,19,13,103
	GRAND TOTAL(A+B+C)		124,15,44,106	1,31,11,803	1,20,50,000	124,26,05,909	8,10,63,453	1,27,24,799	-	9,37,88,252	114,88,17,657	116,04,80,653
	Previous Year		77,18,52,130	48,12,04,456	1,15,12,480	124,15,44,106	6,99,79,120	1,10,84,333	-	8,10,63,453	116,04,80,653	

Note No.	Particulars	As At March 31,2014	As At March 31,2013
7	Other non-current assets		
	Security Deposit	35,00,000	35,00,000
	Total	35,00,000	35,00,000

Note No.	Particulars	As At March 31,2014	As At March 31,2013
8	Trade receivables		
	(Unsecured, Considered Good)		
	Outstanding for more than six months	6,54,17,770	4,15,80,378
	Others	7,50,55,480	8,54,28,745
	Total	14,04,73,250	12,70,09,123

Note No.	Particulars	As At March 31,2014	As At March 31,2013
9	Cash & Cash Equivalent		
	Cash on Hand	6,48,247	12,23,653
	Balance with Banks	8,71,688	13,21,940
	Total	15,19,935	25,45,593

Note No.	Particulars	As At March 31,2014	As At March 31,2013
10	Short-term loans and advances (unsecured, considered good) (Advance recoverable in cash or in kind or for value to be received)		
	TDS/ Advance Tax/ Self Assessment tax	4,20,20,715	3,48,03,192
	Prepaid Expenses	80,17,796	43,85,081
	Advance to suppliers	1,34,382	87,555
	VAT Receivable	3,11,192	24,601
		16,35,543	16,35,543
	Total	5,21,19,628	4,09,35,972

Note No.	Particulars	As At March 31,2014	As At March 31,2013
11	Other current assets		
	Miscellaneous Expenditure to the extent not written off		
	Opening Balance	14,13,566	22,40,098
	Add: Addition during the year	-	-
		14,13,566	22,40,098
	Less: Written off during the year	8,26,532	8,26,532
	Total	5,87,034	14,13,566

Note No.	Particulars	As At March 31,2014	As At March 31,2013
12	Revenue from operations		
	Sales & Services Charges	16,82,22,036	15,97,39,012
	Total	16,82,22,036	15,97,39,012

Note No.	Particulars	As At March 31,2014	As At March 31,2013
13	Other Income		
	Interest on Loans	14,15,000	14,15,000
	Miscellaneous Income	22,082.00	1,31,825
	Total	14,37,082	15,46,825

Note No.	Particulars	As At March 31,2014	As At March 31,2013
14	Purchase of Stock-in-Trade		
	Purchases & Services	13,49,56,850	12,89,56,850
	Total	13,49,56,850	12,89,56,850

Note No.	Particulars	As At March 31,2014	As At March 31,2013
15	Changes in inventories		
	Opening Stock	40,26,387	40,26,387
	Closing Stock	40,26,387	40,26,387
	Total	-	-

Note No.	Particulars	As At March 31,2014	As At March 31,2013
16	Employee Benefit Expenses		
	Salaries and other allowances	47,82,551	35,97,395
	Director's Remuneration	30,00,000	30,00,000
	Staff Welfare Expenses	1,20,532	1,11,162
	Total	79,03,083	67,08,557

Note No.	Particulars	As At March 31,2014	As At March 31,2013
17	Financial Cost		
	Bank Charges & Commission	36,673	28,061
	Interest	9,15,881	6,22,887
	Total	9,52,554	6,50,948

Note No.	Particulars	As At March 31,2014	As At March 31,2013
18	Depreciation and Amortization Expense		
	Depreciation	1,27,24,799	1,10,84,333
	Share Issue Expenses written off	8,26,532	8,26,532
	Total	1,35,51,331	1,19,10,865

Note No.	Particulars	As At March 31,2014	As At March 31,2013
19	Other Administrative Expenses		
	Advertisement Expenses	2,38,678	32,17,141
	AGM / EGM Expenses	73,450	75,450
	Auditors' Remuneration	68,500	56,180
	Business Promotion Expenses	1,80,616	1,47,900
	Conveyance Expenses	39,423	1,15,985
	Commission Expenses	2,67,062	-
	Fees & Subscription	1,77,642	1,81,761
	Insurance Expenses	1,71,777	1,34,972
	Internet & Communication Expenses	1,67,634	1,92,785
	Legal & Professional Charges	1,03,623	1,28,713
	Miscellaneous Expenses	52,055	1,49,718
	Office Expenses	1,03,188	1,21,891
	Office Rent	-	24,500
	Postage & Courier Expenses	3,68,465	1,98,364
	Printing & Stationery	1,33,851	1,10,334
	Rebate and Discount	473	-
	Repairs & Maintenance Expenses	4,73,780	1,89,496
	Telephone Expenses	4,38,521	4,15,633
	Travelling Expenses	13,67,430	8,07,182
	Vehicle Running & Maintenance Expenses	5,55,272	2,03,500
	Water & Electricity Expenses	1,98,623	1,26,196
	Total	51,80,063	65,97,701

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N

For and on behalf of the Board of Directors

Sd/-
(Pankaj Chander)
Partner
M.No. 89065
Place: New Delhi
Date: 30th May, 2014

Sd/-
(Man Mohan Gupta)
Mg. Director
DIN : 00161861

Sd/-
(Kamal Kishore Sharma)
Director
DIN : 02039980

Sd/-
(Heena Jain)
Company Secretary
M.No. 22738

INTERWORLD DIGITAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT

20. SIGNIFICANT ACCOUNTING POLICIES

(i) Corporate Information

INTERWORLD DIGITAL LIMITED is a Public Limited Company incorporated under the provisions of the Companies Act, 1956. The company is engaged in IT enabled services, Digital Cinema etc.

(ii) Basis of preparation

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

(iii) Summary of significant accounting policies

From the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

(iv) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(v) Fixed Assets

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated at the rates prescribed under Schedule XIV to the Companies Act, 1956.

(vi) Depreciation

Tangible Assets: Depreciation on tangible fixed assets is provided on straight-line method at the

rate prescribed in Schedule XIV of the Companies Act, 1956, except on Computers for which depreciation has been charged @ 60% on written down value method which is higher than the rate specified in Schedule XIV.

(vii) Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprises and the cost of the asset can be measured reliably. Internally generated intangible asset arising from development activity are recognized only on demonstration of its technical feasibility, the intention and ability of the company to complete, use or sell it. The intangible assets are recorded at cost and are carried at cost less accumulated depreciation.

(viii) Investment

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(ix) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

(x) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(xi) Income tax

- a. Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

(xii) Impairment of Assets

All assets other than inventories, investments and deferred tax assets are reviewed for impairment at each balance sheet date, wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying values exceed their recoverable amount are written down to the recoverable amount.

- Miscellaneous Expenditure

Preliminary expenses & Public issue expenses are written off over a period of ten years.

- Contingent Liabilities

Contingent liabilities are not provided for, and if any, are disclosed separately by way of notes.

21. Balance of Sundry Debtors, Sundry Creditors and Loans & Advances as shown in the accounts are subject to confirmation and reconciliation. However, in the opinion of the Board of Directors, the current assets, loans & advances are fully realizable at the values stated, if realizable in the ordinary course of business. The provisions for depreciation and all other known liabilities are adequate in the opinion of the Board.

22. Deferred Tax Assets & Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax Liability as at 01.04.2013	Current Year Charge	Deferred Tax Liability as at 31.03.2014
On account of difference Between W.D.V as on 31.03.2014 As per Income tax & Companies Act	1,34,43,829	5,16,251	1,39,60,080
Total	1,34,43,829	5,16,251	1,39,60,080

In accordance with AS 22 issued by ICAI, the company has provided for deferred tax during the year.

23. No provision for the payment of gratuity has been made as none of the employees has put the qualifying period of service for entitlement of gratuity.

24. Allocation of Development expenses is pending to fixed assets.

25. Contingent Liabilities not provided for Bank Guarantees outstanding Rs. NIL (Rs. Nil).

26. Adoption of Accounting Standard 28 on impairment of assets does not have any impact either on the profit for the year or on the net assets of the company as at the year end.

27. Auditors' Remuneration:

	2013-14 (Rs.)	2012-13 (Rs.)
Statutory Audit fee	35,000	35,000
Tax Audit fee	25,965	15,000
Others	7,535	6,180
	68,500	56,180

28. Directors' Remuneration Rs.30,00,000/- (Previous Year Rs. 30,00,000/-).

29. Segment Reporting: The company has only one reportable segment.

30. Related Party Disclosures:

Related party disclosures as required under Accounting Standard (AS) – 18 “Relate Party Disclosure”

A. Related parties and nature of related party relationships where control exists

Name of the party
Mr. Man Mohan Gupta
Ms. Heena Jain

Description of relationship
Key Management Personal
Key Management Personal

B. Related parties and nature of related party relationship with whom transactions have been taken place

Name of the party
Man Mohan Gupta
Interworld Digital Cinema Pvt .Ltd.

Description of relationship
Key Management Personnel
Enterprises over which Key
Managerial Person are able to
exercise significant influence

Transactions during the year with related parties:

Mr. Man Mohan Gupta	Remuneration	30,00,000
Interworld Digital Cinema Pvt .Ltd	Purchase/Services	2,71,62,955

B. Outstanding Balances with related parties	NIL	NIL
--	-----	-----

31. Previous year figures have been regrouped / rearranged / reconsidered, wherever considered necessary.

32.

Earning per share (EPS): (As per A.S.- 20)	F.Y.- 2013-14	F.Y.- 2012-13
(a) No of Equity Shares outstanding at the beginning of year	47,83,77,000	7,83,77,000
(b) Allotment of 40,00,00,000 Equity Shares on 08/05/2012	-	40,00,00,000
(c) Weighted average no. of equity shares Outstanding during the year (Face value: Re. 1/- per share)	47,83,77,000	43,78,29,055
(d) Net Profit after tax (Rs.)	46,57,932	42,29,647
Basic Earnings Per Share	0.01	0.01
Diluted Earnings per share (Rs.)	0.01	0.01

33. As per information available with the company, there are no outstanding dues to Small Scale Ancillary Industrial Undertakings as at 31.03.2014.

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N

For and on behalf of the Board of Directors

Sd/-
(Pankaj Chander)
Partner
M.No. 89065
Place: New Delhi
Date: 30th May, 2014

Sd/-
(Man Mohan Gupta)
Mg. Director
DIN : 00161861

Sd/-
(Kamal Kishore Sharma)
Director
DIN : 02039980

Sd/-
(Heena Jain)
Company Secretary
M.No. 22738

INTERWORLD DIGITAL LIMITED

CIN: L72900DL1995PLC067808

Regd. Office.:701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001

Phone: 011-43571044-45, Fax : 011-43571047

Email : info@interworld.co.in, Website : www.interworld.co.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of Interworld Digital Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.interworld.co.in.

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

Best Regards,

Sd/-

Man Mohan Gupta

(Managing Director)

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1)..... (2).....

Registered Address:.....

.....

.....

E-mail ID (to be registered):.....

Mob./Tel. No.:.....

I/We shareholder(s) of Interworld Digital Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: Signature:

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e. mail address.

INTERWORLD DIGITAL LIMITED

CIN: L72900DL1995PLC067808

Regd. Office.:701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001

Phone: 011-43571044-45, Fax : 011-43571047

Email : info@interworld.co.in, Website : www.interworld.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy*:
(*Strike off whichever is not applicable)

Registered address:.....

E-mail Id: Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of shares of the above named company, hereby record my/our presence at the 19th Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 9.30 a.m. at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof.

Signature of the Member/Proxy*:
(*strike out whichever is not applicable)

NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted.

INTERWORLD DIGITAL LIMITED

CIN: L72900DL1995PLC067808

Regd. Office.:701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001

Phone: 011-43571044-45, Fax : 011-43571047

Email : info@interworld.co.in, Website : www.interworld.co.in

Form No. MGT 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):

Registered address:

E-mail Id: Folio No. /DP ID & Client ID:

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1) Name: E-mail Id:

Address:

..... Signature:or failing him/her

2) Name: E-mail Id:

Address:

..... Signature:or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 9.30 a.m. at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report.		
2.	Re-appointment of Statutory Auditors.		
3.	Appointment of Mr. Kamal Kishore Sharma as an Independent Director.		
4.	Appointment of Mr. Ajay Sharma as an Independent Director.		
5.	Re-Appointment of Mr. Man Mohan Gupta as the Managing Director.		
6.	Authorisation to increase the Borrowing Limits.		
7.	Creation of charges(s), mortgage(s) and hypothecation(s) on movable and immovable properties of the Company.		

Signed this day of 2014. Signature of Shareholder:.....

**Affix
Revenue
Stamp**

NOTES:

1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



InterWorld

If undelivered, please return to:
Interworld Digital Ltd.

Registered Office:

701, Arunachal Building,

Barakhamba Road, New Delhi - 110 001

Telephone : +91. 11.43571045

E.mail : info@interworld.co.in

www.interworld.co.in



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