InterWorld
DIGITAL CINEMA
ISO 9001 : 2000 Company

Interworld Digital Limited

CIN : L72900DL1995PLC067808
Regd. Office: 701, Arunachal Building,
19, Barakhamba Road, Connaught Place,
New Delhi – 110001
Tel. No. : 011-43571044-45
Fax No. : 011-43571047
URL: www.interworlddigital.in
Email: interworlddigital.in@gmail.com

Dated: 10th October, 2018

To,

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

Subject: **Submission of Annual Report for the Financial Year 17-18**

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

Dear Sir,

Please find enclosed herewith the Annual Report for the Financial Year 17-18 as per the requirements of Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, duly approved and adopted by the shareholders in the Annual General Meeting held on 29th September, 2018.

We hope that you will find the above in order.

This is for your information and records please.

Thanking You.

Yours Truly,

For Interworld Digital Limited

Shweta Chawla
Company Secretary

Encl : As Above

23rd ANNUAL REPORT
2017-2018

INTERWORLD DIGITAL LIMITED

CIN : L72900DL1995PLC067808
Regd. Office: 701, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001
Tel.: 91-11-43571045
Email: interworlddigital.in@gmail.com Website: www.interworlddigital.in

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Corporate Information

BOARD OF DIRECTORS

Mr. Peeyush Kumar Aggarwal
Director
(DIN 00090423)

Mr. Ajay Sharma
Independent Director
(DIN 03344008)

Mr. Soban Singh Aswal
Independent Director
(DIN 00349919)

Ms. Madhu Sharma
Independent Director
(DIN 06947852)

COMPLIANCE OFFICER & COMPANY SECRETARY
Ms. Shweta Chawla

CHIEF EXECUTIVE OFFICER (CEO)
Mr. Manoj Kumar

CHIEF FINANCIAL OFFICER (CFO)
Mr. Rachit Garg

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

INTERNAL AUDITORS
M/s. Sanghi & Co., Chartered Accountants
(Firm Registration No- 012619N)

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.interworlddigital.in
Email: interworlddigital.in@gmail.com

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.Ph. No.:011-64732681-88
Fax No.:011-26812682
Contact Person Details: Mr. Atul /Anil
Email Id: admin@skylinerta.com

Notice

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF INTERWORLD DIGITAL LIMITED WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2018, AT 701, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110 001 AT 09:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss of the Company and Cash Flow Statement and other Annexures thereof for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN 00090423), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. 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 pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory enactment or modification(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi (Firm Registration No. 010192N),be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of 23rdAnnual General Meeting until the conclusion of 28th Annual General Meeting of the Company, at such remuneration and out of pocket expenses, etc, as may be mutually agreed between the Board of the Directors of the Company and the said Auditors."

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with following related parties:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2018 (Rs. in lacs)
1	Omkam Global Capital Private Limited	Promoter	100.00

   * Expected maximum annual value of transactions per related party over the year

   "**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.

For and on behalf of the Board
of Interworld Digital Limited
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN 00090423

Place : New Delhi
Date : 01.09.2018

NOTES:

1. 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.

2. 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 Sunday, 23rd September, 2018 to Saturday, 29th September, 2018(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.***

    Members holding shares in physical form are requested to convert their shareholdings into DEMAT form with their respective Depository Participants.

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 / Promoters 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 as well as to get their shares on and before 5th December, 2018, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed on or after 05th December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a***

Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.

15. ***Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e Skyline Financial Services Pvt. Ltd. having registered office is D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.***

16. 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 22nd September, 2018 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 23rdAnnual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 22ndSeptember, 2018 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 23rd AGM on 29th September, 2018.

17. The e-voting period will commence at 09.00 A.M. on 26th September, 2018 and will end at 05.00 P.M. on 28th September, 2018. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325), 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 Central Depository Services (India) Limited (CDSL) as the Authorised Agencies to provide e-voting facilities.

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 Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL 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 www.evotingindia.com.

The e-voting period commences on September 26, 2018 (09:00 A.M.) and ends on September 28, 2018 (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. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the annual general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Saturday, September 22, 2018.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, 26.09.2018 at 09.00 A.M. and ends on Friday, 28.09.2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 22.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the INTERWORLD DIGITAL LIMITED on which you choose to vote. **EVSN of the Company is 180903024**

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of https://www.evoting.nsdl.com

2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communicaton(s).

3. The e-voting period commences on Wednesday, September 26, 2018 (09:00 A.M. IST) and ends on Friday, September 28, 2018 (05:00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Saturday, September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 22, 2018.

5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 22, 2018 and not casting their vote electronically, may only cast their vote at the 23rd Annual General Meeting.

6. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), Practicing Company Secretaryhas been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.

8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions

   The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.interworlddigital.in and on the website of CDSL immediately after the declaration of the results by the Chairman.

For and on behalf of the Board of
Interworld Digital Limited

Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN 00090423

Place: New Delhi
Date: 01.09.2018

ANNEXURE TO THE NOTICE

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

Item No. 4:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

The Company is inter alia engaged in the Digital Cinema business. For the smooth functioning of the operations of the company, the company, from time to time, needs funds. Further, at times the excess funds if any, are deployed in companies in which the Director(s) of the Company are interested. The deployments of funds in such companies are at an arm's length basis. The Promoter Director of the Company and his associate companies had been infusing and intends to infuse funds and intends to involve in other transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions are likely to exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and applicable Rules made thereunder and the SEBI (Listing and Disclosure) Regulations, 2015, the following contracts/arrangements/transactions are material in nature and require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2018 (Rs. in lacs)
1	Omkam Global Capital Pvt. Ltd.	Promoter Group	100.00

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 4 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in Item No. 4 for approval of the Member as an Ordinary Resolution.

Except Promoter Director and other related parties to the extent of their shareholding interest in the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

For and on behalf of the Board of
Interworld Digital Limited
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN 00090423

Place: New Delhi
Date: 01.09.2018

Director's Report

To,
The Members,

I am privileged to present, on behalf of the Board of Directors, 23rd Annual Report on the business and operations of your Company for the Financial Year ended on 31st March, 2018 together with Audited Statement of Accounts, Auditor's Report for the period ended on 31st March 2018.

1. 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 2017-18	Previous Year 2016-17
Income from Operations	-	7.18
Other Income	4.19	5.59
Total Income	4.19	12.77
Total Expenditure	83.40	14.34
Profit before Depreciation, Interest & Tax (PBDIT)	(79.21)	(1.57)
Interest	4.57	8.56
Depreciation	68.13	97.19
Profit before tax	(151.91)	(107.33)
Provision for taxation	-	-
Deferred Tax	(28.34)	(19.40)
Short Provision for earlier year	15.42	25.57
Profit after tax (PAT)	(139.00)	(113.50)
Profit brought forward from previous year	183.06	296.56
Balance carried to Balance Sheet	44.06	183.06
Paid-up equity share capital	4783.77	4783.77
Reserves & Surplus	7523.48	7662.48

2. Operations

During the year under review, your company's total income was 4.19Lacs in as compared to Rs 12.77Lacs in the previous financial year. The operating Loss for the year ended March 31, 2018 is Rs. 151.92 Lacs as compared Loss to Rs. 107.33Lacs in the preceding financial year. The Loss after tax in 2017-18 is Rs.139.00 Lacs and was Loss Rs. 113.50 Lacs in 2016-17.

3. Dividend

Keeping in view the insufficiency of profits, the Board of Directors does not recommend any dividend for the year ended March 31, 2018.

4. Reserves

In view of insufficiency of profits, no amount is proposed to be transferred to Reserves for the year under review.

5. Brief description of the Company's working during the year

A. Review Of Operations

During the year under review, total revenue of the Company was Rs. 4.19 Lacs as against Rs. 12.77 Lacs in the previous year. The company earned a netloss (before tax) of Rs. 151.92 Lacs as against a net loss (before tax) of Rs. 107.33 Lacs during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company and necessary steps are being taken by the Directors to get back the business of the Company which was wrongly shifted by the then Managing Director of the Company in one of the Companies incorporated by him

B. Future Prospects

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

Ministry of Information and Broadcasting has set up the Film Facilitation Office (FFO) to facilitate efficient approvals and improving the ease of shooting in India. Filmmakers can expect clearance between 6-8 weeks, depending on the shooting location. India has signed film co-production treaties with 11 countries (UK, Spain, Germany, Canada, New Zealand, Brazil, Italy, France, Poland, China, and most recently, South Korea) providing a huge opportunity for growth. Negotiations are on-going to finalize the agreement with Australia. Over past few years, international film studios have collaborated with local film production houses to develop Hindi and regional movies. Local film production can leverage the experience of these international studios to expand their international reach and incorporate enhanced project planning and cost controls.

India is still under penetrated in terms of screens which means there is a huge scope of growth for the film sector. With the proliferation of multiplex screens coupled with technology to conveniently book tickets, footfalls are expected to increase. Many foreign players have expanded their base in India by acquiring a controlling stake and increasing the number of screens across the country. On account of huge Indian population residing overseas, there is an opportunity for Indian broadcasters to expand their footprint overseas by broadcasting channels in such countries. Apart from the above, content syndication now extends to local audiences as well.

Considering the increasing growth of Indian Media and Entertainment (M&E) industry your Directors are optimistic that coming years will fetch better returns for the Company.

6. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

7. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments, which affect the financial position of the company.

8. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future

During the year under review, there is no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

However, SEBI vide its letter dated 7th August 2017, took pre-emptive interim measures under section 11(1) of SEBI Act in respect of listed shall companies which included the name of your company also. SEBI directed stock exchanges to place trading restrictions on promoters / directors and place the scrip in the 'trade to trade' category with limitation on the frequency of trade and imposed a limitation on the buyers by way of 200% deposit on the trade value. The said measures were directed by SEBI pending final determination after verification of credentials and fundamentals by the Stock Exchanges, including by way of Audit and forensic audit, if necessary.

Pursuant to the above, Bombay Stock Exchange (BSE) vide notice dated August 7, 2018 addressed to all its market participants, initiated actions envisaged in SEBI letter dated August 7, 2018 in respect of all the listed companies including your company w.e.f. 8th August 2017.

Your company had thereafter made representation, provided the stock exchange, on their request, the Auditors Certificate, inter alia to following effect:

(a) Status of filing of Income Tax Returns for the last three years and status of disputes, if any, pending with the Income Tax Department.

(b) Status w.r.t. your company's compliance with all requirements of Companies Act and Annual Returns filed during last three years; Your Company also provided Secretarial Audit Reports for the last three years.

(c) Description of business model along with Bank statements of last year with active / dormant status, evidencing the company is a going concern

(d) Status of Company w.r.t. defaults to any bank / financial institution

(e) Status of compliance with all the listing regulations requirements for a period of last three years

Your company was given an opportunity of personal hearing in the matter by BSE. Pursuant to which BSE vide order bearing Ref No: L/SURV/OFL/KM/2017-2018/SHELL/COMP/532072/1 dated 15th January, 2018, disposed of the representation filed by the Company and ordered forensic audit of the Company. The Stock exchange while directing forensic audit, advised the Company that the persons in control of the Company and the directors of the Company who are prima facie liable for action as directed by SEBI should not be permitted to exit the Company at the cost of innocent shareholders.

In view of the above directions passed by the Exchange, the trading in securities of the Company shall be reverted to the status as it stood prior to issuance of SEBI letter dated August 07, 2017.The Stock Exchange to appoint independent Auditors to conduct forensic audit of the Company for verification, including the credentials/financials of the Company.
The promoters and directors in the Company are permitted only to buy the securities of the Company and they shall not sell their existing holding in the Company.

Further Bombay Stock Exchange Limited (BSE) vide letter bearing ref No: L/SURV/OFL/KM/2017-2018/SHELL/COMP/532072/2 dated 22nd February, 2018 appointed M/s Suresh Chandra & Associates, Chartered Accountants, to carry out the forensic audit of the Company. The said forensic Auditors concluded their audit and we presumed that they have submitted their report Bombay Stock Exchange (BSE). Your Company is yet to receive any communication in this regard from Exchange.

9. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

10. Details of Subsidiary/Joint Ventures/Associate Companies

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

11. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

During the year, the company has prepared no consolidated financial statements as the Company has no subsidiary company.

12. Deposits

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under:-

(a)		accepted during the year	Rs Nil
(b)		remained unpaid or unclaimed as at the end of the year	Rs Nil
(c)		whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	N.A
	(i)	at the beginning of the year	Rs Nil
	(ii)	maximum during the year	Rs Nil
	(iii)	at the end of the year	Rs Nil

13. Auditors

M/s RMA & Associates, the Statutory Auditors of the Company were originally appointed in the 14th Annual General Meeting held in September, 2009 as per the provisions of Companies Act, 1956.

Further, In accordance with the provisions of Section 139(1) of the Companies Act, 2013, the members had at the 19thAnnual General Meeting held on 30th September, 2014 re-appointed M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 000978N), for further term of five consecutive financial years, i.e. from the conclusion of the 19th AGM till the conclusion of the 23rd AGM of the shareholders of the Company.

Hence, as per the provisions of section 139 of the Companies Act, 2013 and Rules made thereunder the 2 consecutive terms of Statutory Auditors of the Company will be completed at the ensuring Annual General Meeting. Hence the Company needs to appoint another Statutory Auditor as per the Provisions of Section 139(1) of the Company Act, 2013.

Therefore, the Board of Directors has upon the recommendation of the Audit Committee, decided to appoint M/s Nemani Garg Agarwal & Co. (Firm Registration No. 010192N),Chartered Accountants ,as the Statutory Auditor of the Company in place of existing Auditors, in its meeting held on 13th August, 2018, to hold the office for a term of five consecutive years i.e., from the conclusion of the 23rd Annual General meeting of the Company until the conclusion of 28th Annual General Meeting, subject to the approval of members in the 23rd Annual General Meeting.

The Company has received the consent letter from M/s NemaniGargAgarwal& Co. (Firm Registration No. 010192N),to act as Statutory Auditor of the Company and has also obtained a certificate from M/s sNemaniGargAgarwal& Co. (Firm Registration No. 010192N),Chartered Accountants, confirming that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 and SEBI(LODR) Regulation, 2015.

14. Auditors' Report

Auditors' Obervation:

(a) The Company has increased its authorised capital from Rs. 21 Crores to Rs. 70 Crores during the period from FY 2010-11, ROC Fees of Rs. 55.97 lacs towards the same stands payable.

(b) Company is not regular in paying statutory dues, Rs. 191.45 lacs are still payable, hence shown under the head "Other Current Liabilities" in the Financial Statement.

(c) Due to default in payments of bank loans, the company's accounts have been classified as Non Performing Assets (NPA) by the bank. Bank of India has not charged interest on Cash credit limit. During the period under review no provision has been made for such interest in the books of account of the company and to that extent bank's loan liability and total loss is understated by Rs. 3.44 lacs plus penal charges that the bank may charge.

Further company has not cleared its term loan to Kotak Mahindra and around 4 installments are pending and to that extent bank loan liability and total loss is understated by around Rs. 11000/- plus overdue charges that the bank may charge.

(d) Loans & Advances are subject to confirmation, reconciliation, adjustments & provisions, if any which may arise out of confirmation and reconciliation**.**

Clarification on Auditors' Observation:

a. The Company has increased its authorised capital from Rs. 21 Crores to Rs. 70 Crores during the period from F.Y. 2010-11. However, due to financial constraints and technical problems the company could not file Form 5 with ROC for increase in its authorised share capital. With the advent of the Companies Act, 2013 which came into effect from 01st April, 2014, the schedule of fees applicable w.r.t. increase in Authorised capital has been revised and increased. The Schedule of fees as per the Companies Act, 2013 has been made applicable and payable on the increased authorised share capital which the Company had increased prior to the applicability of Companies Act, 2013. Therefore, the company had filed the writ petition in the Hon'ble High Court of Delhi challenging the applicability of provisions prescribed under Para 3 of Table B under Registration of Offices and Fees Rules, 2014 vide diary no. 159963 dated 30/05/2016. The fees & Additional fees payable as per Companies Act, 1956 has already been provided for hence there is no further impact on the financials/profitability of the Company.

b. As regards Auditor's observation that the Statutory dues of Rs.191.45 lacs are still payable, our Company has already provided for the amount payable towards Service Tax. Hence, this liability will have no further impact on the profits/losses of the Company for the period under consideration. Further, the management of the Company is making necessary efforts to arrange the funds required to repay the same.

c. We wish to state that the management of the Company is making necessary efforts to arrange the funds required to repay the loan and other related dues of Bank of India and Kotak Mahindra Bank. As soon as the necessary funds will be arranged, the Company will clear its outstanding dues of both the Banks.

d. The Company is in the process of obtaining the necessary confirmations from the parties to whom loans & advances are given & the Company shall provide the same to the Auditors as soon as it will be received by it.

15. Share Capital

A	Issue of equity shares with differential rights:	During the year, company has not issued any equity shares with differential rights.
B	Issue of sweat equity shares	During the year, company has not issued any Sweat equity shares.
C	Issue of employee stock options	During the year, company has not issued employee stock options.
D	Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees	Rs Nil
E	Bonus Shares	No bonus shares were issued during the year under review.

16. Extract of the annual return (MGT-9)

The extract of the annual return in Form No. MGT–9 is annexed herewith **(Annexure 1).**

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Your company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

(B) Technology absorption:
The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

(C) Foreign exchange earnings and Outgo during the year:

Particulars	Rs
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

18. Corporate Social Responsibility (CSR)

In terms of Section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Changes in Directors and Key Managerial Personnel

Appointment

During the year under review, Mr. Rachit Garg was appointed as a Chief Financial Officer and designated as the and Key managerial Personnel of the Company in the meeting of the Board held on 15th July, 2017.

Further, Mr. Manoj Kumar was appointed as a Chief Executive Officer and designated as a Key Managerial Personnel of the Company with effect from 14th November, 2017 by the Board of Directors in its meeting held on 14/11/2017.

Brief Profile of Mr. Manoj Kumar

Mr. Manoj Kumar, aged 50, has a rich and vast experience of over 27 years in the areas of Corporate Laws, Audit, Finance &Taxation, Project Management, Import & Exports, Stock Broking, Information Technology and ecommerce, etc. He worked with a reputed organization MAS Services Ltd and has an enriched experience of share transfer registry work. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Cessation

Mr. Rachit Garg, resigned from the post of Chief Executive Officer of the Company with effect from 15th May, 2017 and the same was accepted by the Board in its meeting held on 30th May, 2017.

Vacation of office of Mr. Man Mohan Gupta, Director of the Company

During the year under review, the office of Mr. Man Mohan Gupta, Director of the Company stood vacated w.e.f 30th May, 2017, as per the provisions of Section 167 (1) (b) of the Companies Act, 2013 due to absenting himself from all the meetings of the Board for a continuous period of 12 months.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Peeyush Kumar Aggarwal, (DIN 00090423), Director of the Company, retires by rotation at the forthcoming AGM, and being eligible offers himself for reappointment.

Considering the background of Mr. Peeyush Kumar Aggarwal, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment.

Brief profile of Mr. Peeyush Kumar Aggarwal, Director of the Company who is proposed to be re-appointed is mentioned hereinbelow:

Mr. Peeyush Kumar Aggarwal, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of over 32years. A first generation Entrepreneur having a clear business vision and practicing a hands- off approach. He has mastered the art of Mergers & Acquisitions. His business interests today are in the areas of Information Technology; Telecom VAS; Digital Cinema ; Retail ; Broking (Shares, Commodities, Insurance) ; Real Estate ; Construction & Hospitality. In addition, he has had an extensive experience in strategic and feasibility consulting, preparing business plans, conducting due diligence, reviews and business valuation. He has had significant expertise in assisting Indian Companies in financial and management audits. He also has rich and vast experience in the field of Corporate Laws, Finance and Taxation, Project Management etc. He is an emerging Venture Capitalist who has helped several young entrepreneurs in establishing and growing their dream businesses.

Mr. Peeyush Kumar Aggarwal held 2,50,00,000 shares in the company. Further, Mr. Peeyush Kumar Aggarwal is not related to any of the directors of the company.

B. Appointment of Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

C. Declaration by Independent Directors

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

D. Formal Annual Evaluation

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

20. Number of meetings of the Board of Directors

Nine meetings of the Board of Directors were held during the year on 29.05.2017, 30.05.2017, 15.07.2017, 02.09.2017, 14.09.2017, 14.11.2017, 14.12.2017, 14.02.2018 and 22.03.2018.

During the year under review, the meeting of the Board of Directors held on 29/05/2017 was adjourned for 30/05/2017 due to paucity of time.

One separate meeting of Independent Directors of the Company was held on 22.03.2018.

21. Committees of the Board

During the year under review, in accordance with the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement and the applicable SEBI Listing Regulations, 2015, the Board reconstituted some of its Committees. The Committees are as follows:

* Audit Committee
* Stakeholders' Relationship Committee
* Nomination and Remuneration Committee
* Risk Management Committee
* Investigation Committee

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance as a part of this Annual Report.

Recommendation of Audit Committee

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

22. Board Evaluation

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The performance of the Board was evaluated by the Board on the basis of Performance Evaluation Policy formulated by the Board and after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. and on such further criteria as is set out in the Performance Evaluation Policy **(as per Annexure 2)** formulated by the Nomination and Remuneration Committee and approved by the Board to evaluate the performance of the Board and its Committees.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors held on 22.03.2018 performance of non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Based on the outcome of performance evaluation for the financial year 2017-18, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

23. Policy On Directors' Appointment And Remuneration

Your Company has a policy to have an appropriate mix of non executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as **Annexure – 3** to the Board Report. Further, the remuneration paid to the Directors, if any, is as per the terms laid out in the nomination and remuneration policy of the Company.

24. Risk management policy and Internal Control

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify, access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

25. Whistle Blower Policy and Vigil Mechanism

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the link http://www.interworlddigital.in/policy.html.

26. Particulars of loans, guarantees or investments under Section 186

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, are given in the Notes to the Financial Statements.

27. Contracts and arrangements with related parties

All Related Party Transactions, if any, that were entered into during the financial year were on an arm's length basis

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website http://www.advikindia.com/reports/policy/related_party.pdf.". The details of the transactions with related parties are provided in Notes to Financial Statements.

28. Secretarial Audit Report

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s Kundan Agrawal & Associates. was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2017-18. The report of the Secretarial Audit in **Form No. MR -3** is annexed to and forms part of this Report as per **Annexure – 4**

29. Corporate Governance

Your Company has been benchmarking itself with well established Corporate Governance practices besides strictly complying with the requirements of Regulation 17 to 27 and any other applicable Regulation of the SEBIunder SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

A separate "Report on Corporate Governance" together with requisite certificate obtained from Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

30. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and belief confirm that:

(a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards had been followed and no material departures have been made from the same;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. on 31st March, 2018 and of the profit or loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

31. Particulars of Employees

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 102 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 8.5 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure – 5.**

During the year under review, none of the Directors of the Company have received remuneration from the Company.

The Nomination and Remuneration Committee of the Company has affirmed in its meeting held on 22nd March, 2018 has affirmed that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

32. Internal Auditors & Their Report

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi& Co. as Internal Auditor for the financial year 2017-18.

Internal Financial Control And Their Adequacy

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

33. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

34. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which need to be mentioned in this Report.

35. SECRETARIAL STANDARDS

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

36. Human Resources

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

37. Segment-wise performance

The Company is into single reportable segment only.

38. Management Discussion and Analysis

The Management Discussion and Analysis Report on the business of the Company and performance review for the year ended March 31, 2018, as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate report which forms part of the Report.

39. Acknowledgements

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.
Finally, the Directors thank you for your continued trust and support.

For and On Behalf of the Board
of Interworld Digital limited

Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN 00090423

Place: New Delhi
Date: 01st September, 2018

Management Discussion & Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitalization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics

The year 2017-18 was a mixed bag for the Indian Media and Entertainment (M&E) industry. A slow economic recovery in the US and muted growth in China saw the global economy grow at a sluggish rate of 2.6%, with Brexit, the US election and the rise of protectionist and free trade rhetoric adding to business uncertainty. The Indian economy, nevertheless, is expected to outperform major economies with a projected Financial Year (FY) 2018 GDP growth rate of 7.1%, despite the speed bump caused by demonetisation.

In 2017-18, the Indian M&E industry grew at 9.1% on the back of advertising growth of 11.2%. This was aided by strong fundamentals and a steady growth in consumption, although demonetisation shaved off 150 to 250 basis points in terms of growth.

Television experienced slower growth due to a lacklustre year for subscription revenues. Television advertising saw sunrise sectors such as eCommerce scaling back spend significantly and the event of demonetisation leading to an adverse impact across categories. However, strong long-term fundamentals driven by domestic consumption augur well for the future.

Films had a disappointing year with a near flat performance as the core revenue streams of domestic theatricals and cable and satellite rights declined, on the back of poor box office performance of Bollywood and Tamil films.

Recent development/Investments

- PE major Warburg Pincus has purchased 14 per cent stake in India's largest multiplex chain PVR Ltd for Rs 820 crore (US$ 123 million).
- ITW Consulting, a global sports consulting and management company, has forayed into the Indian market by launching its entertainment, media and communication arm, ITW Playworx, which will be based in Mumbai with offices across Delhi, Bengaluru, Chennai and Kolkata.
- Carnival Cinemas, the third largest cinema multiplex chain in India, has partnered with Odisha government to build 30 entertainment centres or recreation zones over 1-1.5 acres of land in tier-II or tier-III locations of each district.
- Dekkho, an online video streaming platform, has raised US$ 1.2 million in a seed round from seven angel investors, which will be used for scaling its technology infrastructure and invest in content licensing.
- Amazon has launched its Prime Video service in India at a competitive annual subscription price of Rs 499 (US$ 7.48), with a one-month free trial, including range of Hollywood as well as international movies, TV Shows and nine Indian original shows, in its content library.
- Reliance Capital, part of Anil Ambani-led Reliance Group, has announced the sale of its radio and television broadcasting businesses under Reliance Broadcast Network to the Zee group for Rs 1,900 crore (US$ 285 million).
- The Ministry of Information & Broadcasting has outlined plans to set up a Film Promotion Fund, to provide financial assistance to Indian films which would be selected in any competition section of an International Film Festival, or being India's official nomination to the Academy Awards under Foreign Film Category, for promotional activities.
- KidZania, a Mexican chain of family entertainment centers, plans to expand its footprint to southern India by investing Rs 100 crore (US$ 15 million) for setting up a theme park, which will be spread over 75,000 sqft, by the end of 2017, or early 2018.
- LeEco, the China-based technology company, plans to invest about Rs 1,330 crore (US$ 199.5 million) into developing content for India, including its own produced content, in the next two to three years.
- Vice Media LLC, a US-based digital media and broadcasting company, has entered into a Joint Venture (JV) agreement with the Times Group to open a new bureau and production hub in Mumbai, and launch digital, television, mobile and branded content in India.

- Cinepolis, a Mexico-based multiplex chain, plans to add 160 more screens by investing around Rs 400 crore (US$ 60 million) in India in the next two years, thereby taking its total count to 400 screens in the country.
- Dalian Wanda Group Co Ltd, world's largest cinema chain operator, has initiated talks with leading multiplex owners in India such as PVR Ltd and Carnival Cinemas Ltd, to acquire assets and enter the Indian market.
- US based investment firm Tiger Global Management LLC has acquired a 25 per cent stake in 'The Viral Fever' (TVF), an online video content creator, for US$ 10 million.
- Balaji Telefilms Limited (Balaji Telefilms) has raised Rs 150.08 crore (US$ 22.51 million) through allotment of equity shares on preferential basis to catapult the launch and growth of ALT Digital Media, a Business-to-Consumer(B2C) digital content business segment of Balaji Group.
- Reliance Entertainment (owned by Mr Anil Ambani) and DreamWorks (led by Mr Steven Spielberg), along with Participant Media (led by Mr Jeff Skoll) and Entertainment One (eOne) have formed a new film, television and digital content creation company called 'Amblin Partners', and have raised US$ 500 million in debt to develop and produce films.
- ScoopWhoop, an Indian digital media and content start-up, has raised US$ 4 million from Kalaari Capital and plans to use the funds for expansion of its video production unit called ScoopWhoop Talkies.
- The digital arm of New Delhi Television Limited (NDTV) namely NDTV Convergence, that owns and operates the NDTV group's digital properties, has signed a deal worth US$ 13-15 million with content discovery platform Taboola.
- Turner International India has announced the expansion of its television bouquet for children with the launch of Toonami, a channel dedicated to animated action. This is the American company's third children's channel in India after Cartoon Network and POGO. Toonami joins an assortment of over 15 channels in the kids' genre, which attracts close to Rs 500 crore (US$ 75 million) in advertising.

SWOT ANALYSIS OF MEDIA AND ENTERTAINMENT INDUSTRY/INDIAN FILM INDUSTRY

STRENGTHS:

Indian film industry comes with many privileges and it is not easy to embrace them all if not set to face challenges and threats on the pathway to success. Establishing a film company does not come easy. You have to toil and moil all day and night. Regardless of whether you want to establish a small fill business or an empire, a SWOT analysis of the Indian film industry can lend a helping hand. A SWOT analysis offers an investor and opportunity to understand how the market operates and the best move to make and excel. It also helps managers, supervisors or group of employees easily comprehend a certain situation.
Brainstorming is advantageous while conducting a SWOT analysis of Indian film industry. Generally, this is a one of the oldest areas that have played great role in development and growth of the Indian economy. Thus, carefully look at the probable strengths, weaknesses, opportunities and threats in the field. On your SWOT analysis, do not only look at the relevant internal factors, but also external factors that will easily impact your film company in India. For instance, in your SWOT analysis of Indian film industry, base your focus on.

These are the traits within the film industry that make it easy to lead a company whether small or large to triumph. Indian film industry as great appeal and presence in major cities in the country. There is also a higher viewership in the country due to the rich, creative and innovative content. It is easy to access film and broadcasting rights in the country. Technology innovations like online channels, web-stores and others have helped implement the growth of the sector. Low cost of production and high revenues are a great attraction into the market.

Weaknesses–

These are the internal factors that hinder the achievement of a successful film production projects. For instance, the India film industry is highly fragmented and some companies who want to outshine its competitors via any means. For many small companies in India, lack of consistent production and distribution infrastructures has been a core challenge. It has been hard for
media saturation in the lower socio-economic classes.

Opportunities–

This area has to do with the external aspects that will make it easy to achieve company's goals and objectives. For example, there is rapid de-regulation in the Indian film industry. Technological innovations such as multiplexes, animation and others have opened doors for new opportunities. Poor penetration of India media to rural poor parts of the society offers great opportunities to invest in the areas. Rise in viewership and advertising expense presents an opportunity to invest in the media industry. Technological innovations like animations, multiplexes, etc and new distribution channels like mobiles and Internet have opened up the doors of new opportunities in the sector.

Threats–

These are external factors that impend success of a company and piracy is one of the issues affecting film industry. Violation of intellectual property rights has been on rise and many film companies are victims. Lack of high quality content has been on rise as many producers and project managers use quick-money routes to exploit the market. Advent of technology has ripped off good revenues from film companies as consumers can easily access material online. With technological innovations taking place so rapidly, the media sector is facing considerable uncertainty about success in the marketplace.

The main threat for the film industry now-a-days is PIRACY. Where hackers sell the duplicate CD's and DVD's. Online piracy has also come into action and every illegal download cost to the film industry is huge. It is obvious that people get attracted to the internet as it is free. Online piracy is could impact the film industry losing up to $460m (275 million pounds) annually according to leading motion picture studios and distributors report. Technology is playing a key role where things became more easy and simple. A recent report estimated around 144,000 films is downloaded every day across the world. The main piracy is done with the help of camcorders in the theatres.

To prevent this threat for film industry government is taking necessary steps with the "FEDERATION AGAINST COPYRIGHT THEFT (FACT) ". The primary purpose of FACT is to prevent the UK's film and broadcasting industry from being infringed. FACT closely works with UK police, HM Revenue & Customs, UK border agency, Serious and organised crime agency and the other agencies. FACT assess, analyse and report the threats. It plays a key role in ensuring that the awareness is created among people about the growing piracy.

Indian film industry comes with many privileges and it is not easy to embrace them all if not set to face challenges and threats on the pathway to success. Establishing a film company does not come easy. You have to toil and moil all day and night. Regardless of whether you want to establish a small fill business or an empire, a SWOT analysis of the Indian film industry can lend a helping hand. A SWOT analysis offers an investor and opportunity to understand how the market operates and the best move to make and excel. It also helps managers, supervisors or group of employees easily comprehend a certain situation.

GOVERNMENT INITIATIVES

Make in India

- Promote Foreign Films shooting in India
- Develop technical skills for film production, post production, and VFX
- Explore additional film treaties

Digital India

- Digitization of cable television in 4 phases to attract institutional funding, improve profitability and value chain.
- Strengthen the sectors such as video streaming, online music consumption and gaming by increasing internet penetration.
- Give consumer better control in terms of subscription choices. It will also lead to increase in ARPU and subsequently increase in broadcasters' share of subscription revenues.
- The Budget reinforced India's huge shift towards digitization especially with the proposed deployment of high optic cables to increase internet penetration in rural India. This is a big positive for content creators as it will boost the digital content consumption across online and mobile platforms.
- Further impetus on digital payments and transactions will eventually help the subscription model.

Skill India

- Increase productivity of the existing workforce in M&E sector
- Develop technical skills for film production, post production and VFX
- Create employment opportunities - 1.2 million skilled workforce by 2022

OUTLOOK AND INDUSTRY PROJECTIONS

The Indian Media and Entertainment industry is on an impressive growth path. The revenue from advertising is expected to The Indian M&E industry is projected to grow at a faster pace of 14% over the period 2016–21, with advertising revenue expected to increase at a CAGR of 15.3% during the same period. However, in 2017, advertising revenues are expected to grow at a marginally slower rate of 13.1% due to the lingering effects of demonetisation and initial volatilities arising from GST implementation.

Print is projected to continue its growth at 7.3%, largely on the back of continued readership growth in vernacular markets and advertisers' confidence in the medium, especially in the tier II and tier-III cities. However, rising digital content consumption is perceived to be a long-term risk to the industry.

Digital advertising is expected to grow at a CAGR of 31% to reach Rs 294.5 billion by 2021, contributing 27.3% to the total advertising revenues by that point. As digital infrastructure continues to develop and data costs are driven down, digital consumption is likely to become more frequent and more mainstream.

The fallout of demonetization

The government of India's de-legalisation of high denomination currency notes led to a decline in consumption across sectors, such as FMCG, auto, banking, financial services and Insurance and real estate. This led to a pull back on discretionary spends on marketing and advertising, the repercussions of which were felt across M&E industry.

Advertising revenues across television, print and radio suffered while the attendance at cinema halls, particularly single screens, and live events, was also impacted. It is estimated that the annual advertising growth rates for television, print and radio were adversely impacted by about 1.5 to 2.5%.

However, the impact is expected to be shortlived, as since January 2017, there has been an upswing in consumption and advertising demand, although spend levels continue to remain lower than the same period in the previous year. It is expected that the spend level would be back to usual by Q2 2017.

GST to rationalise taxation

The GST, which is implemented in FY18, is likely to streamline the multiple incidences of taxes currently being levied by both the central and state governments. While the introduction of GST is likely to have varied levels of impact across the various media segments on an overall basis, M&E industry is expected to be a net beneficiary. This is primarily due to availability of input credits across the board and inclusion of entertainment tax within the ambit of GST.

However, GST rules are complex and particularly the move from a place of production-based taxation to destination-based taxation would require change in operating models to optimise the impact of GST. Further, adherence to compliance would also require multiple changes in an organisation's reporting systems.

It is expected that in 2017, there would be an initial adverse impact on advertising spend as organisations across the board struggle with the implementation of GST. However, in the long term, with the formalisation of the economy and widening of tax base, there could be a positive impact on the country's GDP and consequently on advertising spends.

Consolidation gaining momentum

The M&E industry continued to witness consolidation in 2016-17 as leading players explored options to expand their footprint across genres and markets. Even though the number of transactions decreased in 2016, the overall value of deal increased compared to the previous year. While Dish TV and Videocon d2h merged operations to form the single-largest pay TV operator, Ten Sports was sold to Sony resulting in a two-player dominance in the sports genre. ZEE also acquired the TV broadcasting business of Reliance ADAG Group and acquired 49% stake in their radio business. The year 2016 also saw larger players in the radio segment expanding into non-metro cities and towns through acquisitions of smaller players in the industry.

The 'Bharat' story strengthens

Print has been a testament to the importance of small town and rural markets. Amidst the competition from digital media, the Indian print industry stands strong (unlike its western counterparts) on the back of growing demand from the regional markets. In the film exhibition space too, the number of multiplexes witnessed an increase across smaller towns, with major operators entering tier-II cities leading to increased footfalls and revenue realisations.

On the cusp of transformation

While strong economic fundamentals would continue to drive growth, the Indian M&E industry is on the cusp of rapid transformation with digital media taking centre stage across all the sub-sectors. Digital media, which was earlier being viewed as just an additional distribution platform and just another touch point, is rapidly emerging as a core revenue engine. While M&E organisations are looking to build out digital strategies, the economic and business models required to succeed in the digital landscape are challenging and would require a significant shift in mindset and approach.

Future Prospects

Ministry of Information and Broadcasting has set up the Film Facilitation Office (FFO) to facilitate efficient approvals and improving the ease of shooting in India. Filmmakers can expect clearance between 6-8 weeks, depending on the shooting location. India has signed film co-production treaties with 11 countries (UK, Spain, Germany, Canada, New Zealand, Brazil,

Italy, France, Poland, China, and most recently, South Korea) providing a huge opportunity for growth. Negotiations are on-going to finalize the agreement with Australia. Over past few years, international film studios have collaborated with local film production houses to develop Hindi and regional movies. Local film production can leverage the experience of these international studios to expand their international reach and incorporate enhanced project planning and cost controls.

India is still under penetrated in terms of screens which means there is a huge scope of growth for the film sector. With the proliferation of multiplex screens coupled with technology to conveniently book tickets, footfalls are expected to increase. Many foreign players have expanded their base in India by acquiring a controlling stake and increasing the number of screens across the country. On account of huge Indian population residing overseas, there is an opportunity for Indian broadcasters to expand their footprint overseas by broadcasting channels in such countries. Apart from the above, content syndication now extends to local audiences as well.

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 SERVICES

Your company is mainly engaged in the Service segment and provides a variety of services to the corporates and class of person. Our Services includes the following:

- **Digi Cine-** For the first time in India, our company introduced the unique "pay as you go" model and which is successfully tested by our competitors in India and abroad. Digi Cine is best in Technology, Delivery Mode and Business Model.

- **Technology (Satellite to Screen)-** Digital Cinema is technological version of conventional cinema. 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.

- **Digital Cinema-** Digital Cinema is a high technological concept of exhibiting and distributing movies. Various digital media are used (Fibre Optics, Satellite transmission etc) for transportation of digital signals and data, instead of analogue media (Prints) to record, transmit and replay images.

INTERNAL CONTROL SYSTEM

The Company has adequate internal audit and control systems. Internal auditors comprising of professional firm of Chartered Accountants has been entrusted with the job to regular conduct the internal audit and report to the management the lapses, if any. Both internal auditors and statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up, remedial measures are being taken including review thereof. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggests areas of improvements.

In view of the changes in Companies Act, the Company has taken additional measures from the financial year 2014-15 to strengthen its internal control systems. Some of the additional measures in this regard are strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk assessment.

The organization is well structured and the policy guidelines are well documented with pre defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations. The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported.

The Audit Committee of Directors in its periodical meetings, reviews the adequacy of internal control systems and procedures and suggests areas of improvements. Needless to mention, that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain central point of the entire control system.

HUMAN RESOURCES

Human resource is considered as key to the future growth strategy of the Company and looks upon to focus its efforts to further align human resource policies and processes to meet its business needs. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's growth.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement.

CAUTIONARY STATEMENT

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. 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.

For and On Behalf of the Board
of Interworld Digital limited

Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN 00090423

Place : New Delhi
Date :01st September, 2018

Corporate Governance

Philosophy on Code of Corporate Governance

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

Corporate Governance to the Company is not just a compliance issue but central guiding principle for everything it does. It's a way of thinking, way of conducting business and a way to steer the organization to take on challenges for now and for the future. The following report on the implementation of the Corporate Governance Code is a sincere effort of the Company to follow the Corporate Governance Principles in its letter and spirit.

Your Directors are committed to good Governance practices and the company has been sharing all important information about its various business segments and operations of the company through Directors Report, Quarterly Results, Chairman's Statement and Annual Reports. Further as required by the Listing Agreement, report on Corporate Governance is given below:

Board of Directors

The Company is managed by well- qualified Directors. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors.
As on 31st March, 2018, the Board of Directors consists of four members, comprising of OneNon Executive-Non Independent Promotor, Director and three Non Executive-Independent Directors including one Woman Director. The Board's composition meets the stipulated requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on 31st March, 2018 across all public limited companies in which they are Directors.

Board Meetings

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Nine Board Meetings were held on 29.05.2017, 30.05.2017 15.07.2017, 02.09.2017, 14.09.2017, 14.11.2017, 14.12.2017, 14.02.2018 and 22.03.2018.

During the year under review, the meeting of the Board of Directors held on 29/05/2017 was adjourned for 30/05/2017 due to paucity of time.

Details of attendance of each Director at various meetings of the Company as on 31st March, 2018 are as follows:

Name	Category and Designation (as on 31st March, 2018)	No. of Board Meeting		Whether attended last AGM Yes/No	No. of Committees Chairmanship/Membership of other Board Committees*		Number of other Directorships Held in Public Companies	No. of Shares and convertible instruments held by Directors
		Held	Attended		Chairman	Members	Public	
Mr. Peeyush Kumar Aggarwal	Non Executive and Non-Independent Director	9	9	Yes	1	1	4	2,50,00,000
Mr. Ajay Sharma	Non Executive and Independent Director	9	9	Yes	0	0	0	52,000
Mr. Soban Singh Aswal	Non Executive and Independent Director	9	9	Yes	0	0	0	NIL
Ms. Madhu Sharma	Non Executive and Independent Director	9	9	Yes	2	2	4	NIL
Mr. Man Mohan Gupta (Vacated w.e.f. 30.05.2017)	Non Executive and Non-Independent Director	9	0	No	0	0	0	17976616

* As per the requirements of Regulations 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committee in other Public Limited Companies is mentioned only.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

Relationship Between Directors

None of the Directors are related to each other.

Induction and Familiarisation Programme for Independent Directors

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Directors with their role, rights and responsibilities, nature of business model of the Company, etc.

The Details of the familarisation programme held for the Independent Directors are available on the Company's website i.e. http://www.interworlddigital.in/investor.html.

Independent Directors' Meeting

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, One separate meeting of Independent Directors of the Company was held on 22nd March, 2018.

All the Independent Directors were present at the meeting.

Performance Evaluation

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

Board Committees

I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc.

During the year under review, Six Audit Committee Meetings were held on 29th May, 2017, 02nd September, 2017, 14th September, 2017, 4th October, 2017, 14th December, 2017 and 14th February, 2018 .The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2017.

Details of attendance of each members of the Audit Committee are as under:

Name of the Director	Category (as on 31st March, 2018)	Number of meetings during the financial year 2017-18	
		Held	Attended
Mr. Ajay Sharma	Chairman	6	6
Mr. Peeyush Kumar Aggarwal	Member	6	6
Mr. Soban Singh Aswal	Member	6	6

II. Nomination and Remuneration Committee

The constitution and terms of reference of the Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia, are as follows:

a. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of directors, key managerial personnel and other employees.

b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

c. Devising a policy on diversity of board of directors.

d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal

e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Four meetings of Nomination and Remuneration Committee were held on 29thMay, 2017, 15th July, 2017, 14thNovember, 2017, 22nd March, 2018.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2018 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the year is as given below:

Name of Members*	Status	Number of meetings during the financial year 2017-18	
		Held	Attended
Mr. Ajay Sharma	Chairman	4	4
Ms. Soban Singh Aswal	Member	4	4
Ms. Madhu Sharma	Member	4	4

Performance Evaluation

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updations with the latest developments.
8. Communication with other Board members, senior management and others.

Remuneration of Directors

During the year under review, none of the Non Executive Directors has entered into pecuniary relationship or transaction with the Company.

The detailed criteria for making remuneration to Non- Executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at http://www.interworlddigital.in/policy.html.

At present, none of the Non- Executive Directors is drawing any remuneration from the Company.

Shareholding of Directors

As on 31st March, 2018, Mr. Peeyush Kumar Aggarwal holds 250,00,000equity shares of the Company and Mr. Ajay Sharma holds 52,000 equity shares of the Company. Apart from the Mr. Peeyush Kumar Aggarwal and Mr. Ajay Sharma, none of the Directors hold any equity shares of the Company.

During the financial year 2017-18, the company did not came out with any stock options plans andno Stock Options were granted to any of the Directors.

III. Stakeholders' Relationship Committee:

In Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has formed an "Stakeholders' Relationship Committee". Stakeholders' Relationship Committee reviews the redressal of grievances of stakeholders pertaining to the requests/complaints of the shareholders related to transfer/transmission of shares, Dematerialization/ Rematerialisation of shares, non-receipt of annual reports, non-receipt of dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The committee met 3 times during the year i.e as on 02nd September, 2017, 12th October, 2017and 04th January, 2018.

The Composition of the Committee as on 31st March, 2018 and details of attendance of the Committee members at the meetings are as follows:

Name of Members	Status	Number of meetings during the financial year 2017-18	
		Held	Attended
Mr. Ajay Sharma	Chairman	3	3
Mr. Soban Singh Aswal	Member	3	3
Ms. Madhu Sharma	Member	3	3

Details of Investor complaints received and redressed during the Financial Year 2017-18 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

IV. Risk Management Committee

The Risk Management Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has a risk management programme which comprises of a series of processes, structures and guidelines to assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile. The objectives and scope of the Risk Management Committee broadly comprises:

(i) Oversight of the risk management performed by the executive management,
(ii) Review of the risk management policy,
(iii) Reviewing risks and initiating mitigation activities,
(iv) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

During the Financial Year 2017-18, the Risk Management Committee met once on 22nd March, 2018.

The Composition of the Risk management Committee as at March 31, 2018 and the attendance of each member at the Committee Meetings are as given below:

Name of Members	Status	Number of meetings during the financial year 2017-18	
		Held	Attended
Mr. Ajay Sharma	Chairman	1	1
Mr. Soban Singh Aswal	Member	1	1
Ms. Madhu Sharma	Member	1	1

V. Investigation Committee

The Board had constituted an Investigation Committee to investigate into the matter of closure of Mumbai Office of the Company and recovery of Company's business and assets. The members of the Investigation Committee are Mr. Peeyush Kumar Aggarwal and Mr. Ajay Sharma. The Committee meets regularly to investigate into the matter of Mr. Man Mohan Gupta, erstwhile Managing Director of the Company and sudden closure of Mumbai's Corporate office of the Company and for recovery of Company's business and assets.

Annual General Meetings

The details of last three Annual General Meetings are as follows:

Year	Date	Venue	Time
2015	30.09.2015	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	09.30 A.M.
2016	30.09.2016	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	09.30 A.M.
2017	29.09.2017	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	09:00 A.M

Special Resolutions passed during the last three Annual General Meetings:

No Special resolution has been passed by the Shareholders of the Company in the previous three Annual General Meetings.

Postal Ballot

During the year under review, no resolution was passed through Postal Ballot. None of the Businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a special resolution through Postal Ballot.

Means of Communication

The quarterly audited/un-audited financial results are sent to BSE, i.e., where the Company's shares are listed immediately after the conclusion of the Board Meetings.

The Company regularly publishes its Audited/Unaudited Financial Results, Notices of Board Meeting, E voting Notice and other Communications in the following Newspapers:

- For English Edition- Financial Express.
- For Hindi Edition- Jansatta.

At the Company's website www.interworlddigital.in information for shareholders is available. The Company's website displays the information as stipulated under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 such as Quarterly/Annual Financial Results, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern, Policies, Investors' Contact details etc.

In addition, the Company makes use of this website for publishing official news release, if any.

General Shareholders' Information

Details of 23rd Annual General Meeting of the Company

Day & Date	Saturday, 29th September, 2018
Time	09:00 A.M.
Venue	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001

Tentative Calendar for the financial year ending 31st March, 2019

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2018	First fortnight of September, 2018
Second quarter ending 30th September, 2018	First fortnight of November, 2018
Third quarter ending 31st December, 2018	First fortnight of February, 2018
Fourth quarter ending 31st March, 2019	By the end of May, 2019

Date of Book Closure

From 23rd September, 2018 to 29th September, 2018 (both days Inclusive) for the purpose of 23rd Annual General Meeting.

Listing on Stock Exchanges

Name and Address of the Stock Exchanges	Stock Code
The Bombay Stock Exchange Ltd (BSE) 1st Floor, P.J. Towers, Dalal Street, Mumbai-400001	Scrip Code -532072/INTERDIGI

Listing Fees

The Listing Fees of the Bombay Stock Exchange (BSE) for the Financial Year 2018-19 is pending. The Company is in the process of making the payment of the same.

CIN Number: L72900DL1995PLC067808

ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is

INE177D01020.

Stock Market Data

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE). The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2017-18 are as follows:

Share Price as per BSE's Limited website are as under:

Company: INTERWORLD DIGITAL LIMITED-532072
Period: 01st April, 2017 to 31st March, 2018

Company :INTERWORLD DIGITAL LTD.-$ 532072

Period: April 2017 to March 2018

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades
Apr 17	0.15	0.15	0.15	0.15	3,42,000	14
May 17	0.15	0.15	0.15	0.15	68,822	7
Jun 17	0.15	0.15	0.15	0.15	33,000	2
Jul 17	0.15	0.15	0.15	0.15	10,900	4
Aug 17	0.15	0.15	0.15	0.15	350	1
Jan 18	0.16	0.16	0.15	0.15	27,07,569	91
Feb 18	0.15	0.15	0.15	0.15	8,10,544	92
Mar 18	0.15	0.15	0.15	0.15	40,25,577	38

Source: BSE's Website

Name and Address of the Registrar and Share Transfer Agent (RTA):

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor
Okhla Industrial Area
Phase -1, New Delhi-110020.
Ph. No.:011-64732681-88
Fax No.: **011-** 26812682
Contact Person Details: Mr. Atul/Anil
Email Id: admin@skylinerta.com

Share Transfer System

The Company's equity shares which are in dematerialized form are transferable through the dematerialized system Equity Shares in physical form are processed by Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited and approved by the Stakeholder's Relationship Committee of the Board.

Reconciliation of Share Capital Audit Report

A practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued/ paid up capital is in consonance with the total number of shares in physical form and the total number of dematerialized shares held with the depositories.

Distribution of Shareholding as on 31st March, 2018:

Nominal Value of Each Share : Re. 1/-

Share or Debenture holding Nominal Value **(Rs.)**	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount **(Rs.)**	% to Total Amount
1	2	3	4	5
Up To 5,000	5387	77.33	7928216	1.66
5001 To 10,000	624	8.96	5255815	1.1
10001 To 20,000	300	4.31	4601318	0.96
20001 To 30,000	129	1.85	3294485	0.69
30001 To 40,000	64	0.92	2324608	0.49
40001 To 50,000	78	1.12	3735923	0.78
50001 To 1,00,000	155	2.23	12032050	2.52
1,00,000 and Above	229	3.29	439204585	91.81
Total	**6966**	**100**	**478377000**	**100**

Dematerialisation of Shares and Liquidity

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). M/s. Skyline Financial Services Pvt. Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares. As of 31st March, 2018 shares comprising approximately 80.98% of the Company's Equity Share Capital have been dematerialized.

Status of Dematerialised Shares as on 31st March, 2018

(Equity ISIN No. INE177D01020)

Shares Held through	**No. of Shares**	**Percentage of Holding**
NSDL	15,42,48671	32.25
CDSL	23,31,19,129	48.73
Physical	9,10,09,200	19.02
Total	47,83,77,000	100.00

Shareholding Pattern of the Company as on 31st March, 2018

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters Indian Promoters Body Corporates Foreign Promoters	 4,29,76,616 92,98,848 Nil	 8.98 1.94 Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	**5,22,75,464**	**10.93**
B. Non-Promoters' holding		
3. Institutional Investors a. Mutual Funds & UTI b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions) c. FIIs	 Nil Nil Nil	 Nil Nil Nil
Sub-total	**Nil**	**Nil**
4. Non Institutional Investors a. Bodies Corporate b. individuals -Individual shareholders holding nominal share capital up to Rs. 2 Lakhs -Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs c. NBFCs registered with RBI d. Any Other NRI Hindu Undivided Family Clearing Members	 27,17,66,860 4,76,85,400 9,41,06,353 25,000 33,09,459 82,08,464 10,00,000	 56.80 9.97 19.67 0.01 0.69 1.72 0.21
Sub-total (B)	**426101536**	**89.07**
Grand Total (A)+(B)	**478,377,000**	**100.00**

ADRs/GDRs/Warrant

The Company has not issued any ADRs/GDRs/Warrants or any other convertible instruments.

Commodity Price Risk or Foreign Exchange Risk And Hedging Activities:

The Company is not involved into any activities relating to commodities price risks and hedging thereof.

Brief profile of the Directors liable to retire by rotation and others

Brief profile of the Directors who is proposed to be re-appointed is furnished in the Directors Report forming part of this Annual Report.

Address for Correspondence

Interworld Digital Limited

Registered Office:701, Arunachal Building, 19,

Barakhamba Road, Connaught Place, New Delhi – 110001

Phones: 011 – 43571044-45

Fax: 011 - 43571047

Email Id: www.interworlddigital.in, interworlddigital.in@gmail.com

Investor's Correspondence may be addressed to

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary,
Interworld Digital Limited
701, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi – 110001
Ph. No.: 011-43571044-45
Fax No.: 011-43571047
Email Id: www.interworlddigital.in, interworlddigital.in@gmail.com

SEBI Complaints Redress System (SCORES)

SCORES, i.e., a Sebi Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company, is registered with SEBI under the SCORES system.

Probihition of Insider Trading

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

CEO/CFO Certification

The Chairman and CEO of the Company has issued certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations certifying that the financial statements and the cash flow statement do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The same is annexed to this Report

Auditors' Certificate on Corporate Governance

A Certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Schedule V (E) of the SEBI (LODR) Regulations, 2015 in force. The same is annexed to this report.

Disclosures

(i) There were no transactions of the material nature with the related parties during the year that may have potential conflict with the interests of the Company at large. The policy on related party transaction is available in the website of the Company i.e. http://www.interworlddigital.in/policy.html.

(ii) There was no instance of non- compliance and no penalties or strictures were imposed on the Company by Stock Exchange or SEBI or any other Statutory Authorities on any matter related to the Capital Markets during the last three years.

(iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. The Whistle Blower Policy/Vigil Mechanism policy is available in the website of the Company i.e.http://www.interworlddigital.in/policy.html. Further, no employee has been denied access to the Audit Committee.

(iv) The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the Company. The Company also endeavors to follow Non-Mandatory requirements.

(v) The Company is not involved into activities relating to commodity price risks and hedging thereof.

Details of Compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations

The Company has complied with all the Mandatory requirements as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including Corporate Governance requirements as specified under Regulation 17 to 27 and Clause (b) to (i) of Sub- Regulation (2) of Regulation 46 of the Listing Regulations as applicable to the Company.

A Certificate from M/s. RMA and Associates, the Statutory Auditors of the company confirming compliance with the conditions of corporate governance as specified under Schedule V (E) of the Listing Regulations is annexed to this Report. Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub para (2) to (10) of Clause C of Schedule V of the Listing Regulations.

Non- Mandatory requirements of Regulation 27(1) and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. The Company has a Non- Executive Chairman.
2. The quarterly/half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
3. The Internal Auditors report to the Audit Committee.

Disclosure of Accounting Treatment

During the year under review, the Company has adopted Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs. The financial statements for the financial year 2017-18 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevent rules issued thereunder and other recognised accounting practices and policies to the extent applicable. The company has for the first time adopted Ind AS w.e.f. April 01, 2017 with a transition date of April 1, 2016.
As these are the first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101. First-time Adoption of Indian Accounting Standards has been applied.

Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the members to the Depositories or to the Company.

To support this green initiative in full measure, members/ Promoters who have not registered their E-mail address and PAN Number. so far, are requested to register their E-mail address and PAN Number and their Bank Account details, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill their e-mail address and PAN Number and Bank Account Details for our records in the registration form which can be downloaded from the Company's website i.e. www.rcccements.com for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. and Bank Account Details alongwithself attested copy of their PAN Card.Necessary communication in this regard has already been sent separately to the shareholders by the Company.

Dematerialization of Shares

Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, multilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180th day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience.Necessary communication in this regard has already been sent separately to the shareholders by the Company.

Consolidation of Multiple Folios

Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

Updation of Registered Address with the Company

Shareholders are requested to update their addresses registered with the Company directly through theShare Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form, are requested to deal only with their Depository Participants in respect of change of address.

Code of Conduct

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is also available on the website of the Company. All Board Memebers and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

Declaration of Compliance of the Code of Conduct in terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

" In terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code Of Conduct during the F.Y. 2017-18.

For and on behalf of the Board
of Interworld Digital Limited

Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Dated: 01st September, 2018
Place: New Delhi

Auditor's Certificate pursuant to compliance of conditions of CorporateGovernance

To,
The Members of
INTERWORLD DIGITAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Interworld Digital Limited for the year ended 31st March, 2018 as per the provisions of SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) and Regulations 17 to 27 and other applicable Regulations and Schedules thereof of the Listing Regulations for the period from 01st April, 2017 to 31st March, 2018.

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 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 Regulations, 2015. We further state that such compliance is neither an assurance as to the further 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 LLP
Chartered Accountants
Firm Reg. No. 000978N/N500062
Sd/-
Amit Jain
Partner
Membership No. 503109

Place: New Delhi
Dated: 29.05.2018

CEO/CFO Certification

This is to certify to the Board that:

a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2018 and that to the best of our knowledge and belief state that:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:

   i. significant changes in internal control over financial reporting during the year, whenever applicable;
   ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notesto the financial statements; and
   iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Interworld Digital Limited

Sd/-	**Sd/-**
Manoj Kumar	**Peeyush Kumar Aggarwal**
Chief Executive Officer	**Director**
(PAN: BZGPK6177A)	**(DIN: 00090423)**

Place: New Delhi
Date: 29.05.2018

Annexure-1

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L72900DL1995PLC067808
2.	Registration Date	25/04/1995
3.	Name of the Company	Interworld Digital Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non- Government Company
5.	Address of the Registered office & contact details	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 011-43571044-45
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 011-64732681-88

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY *(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)-*

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
1.	Motion Picture, Video and T.V Programme activities including digital distribution for direct projection in theaters or for broadcasting on T.V.	591	100%

III .PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- Not Applicable

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st-April-2017]				No. of Shares held at the end of the year [As on 31st-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	42,976,616	-	42,976,616	08.98	42,976,616	-	42,976,616	08.98	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	80,46,048	-	80,46,048	01.68	92,98,848	-	92,98,848	01.94	0.26
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	**5,10,22,664**	**-**	**5,10,22,664**	**10.66**	**5,22,75,464**	**-**	**5,22,75,464**	**10.92**	**0.26**
(2) Foreign									

a)NRIs-Individual	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporates	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	**5,10,22,664**	**-**	**5,10,22,664**	**10.66**	**5,22,75,464**	**-**	**5,22,75,464**	**10.92**	**0.26**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	18,74,77,191	90,148,900	27,76,26,091	58.03	18,16,17,960	9,01,48,900	27,17,66,860	56.81	(1.22)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	3,46,49,656	2,60,300	3,49,09,956	07.30	3,50,76,120	2,60,300	3,53,36,420	7.39	0.09
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10,34,72,581	6,00,000	10,40,72,581	21.76	10,58,55,333	6,00,000	10,64,55,333	22.25	0.49
c) Others (specify)									
Non Resident Indians	33,55,384	-	33,55,384	0.70	33,09,459	-	33,09,459	0.69	(0.01)

Hindu Undivided Family	73,65,324	-	73,65,324	1.54	82,08,464	-	82,08,464	1.72	0.18
Clearing Members	-	-	-	-	10,00,000	-	10,00,000	0.21	0.21
NBFCs Registered with RBI	25,000	-	25,000	0.01	25,000	-	25,000	0.01	0.00
Sub-total (B)(2):-	**33,63,45,136**	**9,10,09,200**	**42,73,54,336**	**89.33**	**33,50,92,336**	**91,009,200**	**42,61,01,536**	**89.07**	**(0.26)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	33,63,45,136	9,10,09,200	42,73,54,336	89.33	33,50,92,336	91,009,200	42,61,01,536	89.07	(0.26)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**38,73,67,800**	**9,10,09,200**	**47,83,77,000**	**100**	**33,82,46,136**	**91,009,200**	**47,83,77,000**	**100**	**-**

II) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2017]			Shareholding at the end of the year [As on 31st-March-2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Man Mohan Gupta	1,79,76,616	3.75	-	1,79,76,616	3.75	-	-
2.	Mr. Peeyush Kumar Aggarwal	2,50,00,000	5.23	-	2,50,00,000	5.23	-	-
3.	Omkam Capital Markets Pvt. Ltd.	20,38,100	0.43	-	20,38,100	0.43	-	-
4.	Omkam Commodities Pvt. Ltd.	5,00,000	0.10	-	5,00,000	0.10	-	-
5.	MPS Informatics Pvt. Ltd.	19,26,000	0.40	-	19,26,000	0.40	-	-
6.	Omkam Apparels Ltd.	18,46,000	0.39	-	30,98,800	0.65	-	0.26
7.	Omkam Global Capital Pvt. Ltd.	16,01,000	0.33	-	16,01,000	0.33	-	-
8.	M M Commodities Pvt. Ltd.	1,21,600	0.03	-	1,21,600	0.03	-	-
9.	Firstbiz Network Pvt. Ltd.	13,348	0.02	-	13,348	0.02	-	-
	Total	**5,10,22,664**	**10.67**	**-**	**5,22,75,464**	**10.93**	**-**	**0.26**

iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable*

Sl. No.	Particulars	Shareholding at the beginning of the year [As on 1st-April-2017]		Cumulative Shareholding during the year (1st-April-2017 to 31st-March-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Omkam Apparels Private Limited**				
	At the beginning of the year	18,46,000	0.39		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Off Market Transaction (Acquisition of 12,52,800 shares on 27/12/2017).			
	At the end of the year			30,98,800	0.65

*During the year under review, there is no change in the Other Promoters' Shareholding of the Company.

iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2017]		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year (1st-April-2017 to 31st-March-2018)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1. Mr. GovindShivshankarlal Gupta								
	At the beginning of the year	**3,47,64,428**	**7.27**					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						**3,47,64,428**	**7.27**
2. M/s. Neelabh Spinning Mills Private Limited								
	At the beginning of the year	**2,93,35,955**	**6.13**					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						**2,93,35,955**	**6.13**
3. M/s. Lakeview Land Private Limited								
	At the beginning of the year	**2,20,00,000**	**4.60**				**2,20,00000**	**4.60**
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						**2,20,00000**	**4.60**
4. Mr. Tejpal Ambalal Shah								
	At the beginning of the year	**2,12,09,173**	**4.43**				**2,12,09,173**	**4.43**
	Date wise Increase / Decrease in Shareholding during the year specifying the	Nil	Nil	24-11-2017	(4,09,173)	Sale	2,08,00,000	4.35

	reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)							
	At the end of the year						**2,08,00,000**	**4.35**
5. M/s. UFO Moviez India Limited								
	At the beginning of the year	**2,00,00,000**	**4.18**				**2,00,00,000**	**4.18**
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						**2,00,00,000**	**4.18**
6. M/s. Adamina Traders Private Limited								
	At the beginning of the year	**1,84,83,776**	**3.86**				**1,84,83,776**	**3.86**
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	23-06-2017 14-07-2017	(50,00,000) (1,34,78,776)	Sale Sale	1,34,83,776 5,000	2.82 0.00
	At the end of the year						**5,000**	**0.00**
7. M/s. Shriram Credit Company Limited								
	At the beginning of the year	**1,81,78,377**	**3.80**					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	23-06-2017 30-06-2017 19-01-2018 25-01-2018 02-02-2018 16-02-2018 23-02-2018 02-03-2018 30-03-2018	11,99,000 4,33,500 (23,19,169) (2,46,531) (250) (2,96,484) (68,396) (1,010) (40,00,000)	Purchase Purchase Sale Sale Sale Sale Sale Sale Sale	1,93,77,377 1,98,10,877 1,74,91,708 1,72,45,177 1,72,44,927 1,69,48,443 1,68,80,047 1,68,79,037 1,28,79,037	4.05 4.14 3.66 3.60 3.60 3.54 3.53 3.53 2.69
	At the end of the year						**1,28,79,037**	**2.69**
8. M/s. Anvita Trading Co Pvt. Ltd.								
	At the beginning of the year	**1,50,00,000**	**3.14**				**1,50,00,000**	**3.14**
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	etc.)							
	At the end of the year						1,50,00,000	3.14
9. M/s. NaseemTradelink Private Limited								
	At the beginning of the year	1,45,00,000	3.03				1,45,00,000	3.03
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
-	At the end of the year						1,45,00,000	3.03
10.M/s. Gateway Textiles Traders Pvt. Ltd.								
	At the beginning of the year	1,45,00,000	3.03				1,45,00,000	3.03
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						1,45,00,000	3.03
11. M/s. JeshnaMultitrade Private Limited								
	At the beginning of the year	1,42,50,000	2.98				1,42,50,000	2.98
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year						1,42,50,000	2.98
12. M/s. Adan Traders LLP								
	At the beginning of the year	0	0.00					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	14-07-2017 22-09-2017	1,34,78,776 44,81,327	Purchase Purchase	1,34,78,776 1,79,60,103	2.82 3.75
	At the end of the year						1,79,60,103	3.75

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year [As on 1st-April-2017]		Cumulative Shareholding during the Year (1st-April-2017 to 31st-March-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Mr. Man Mohan Gupta (Director) * (office of Director vacated w.e.f. 30.05.2017)					
	At the beginning of the year	1,79,76,616	3.76	1,79,76,616	3.76
	Shares sold or purchase	Nil	Nil	Nil	Nil
	At the end of the year			1,79,76,616	3.76
2. Mr. Peeyush Kumar Aggarwal (Director)					
	At the beginning of the year	2,50,00,000	5.23	2,50,00,000	5.23
	Shares sold or Purchase	Nil	Nil	Nil	Nil
	At the end of the year			2,50,00,000	5.23
3. Mr. Ajay Sharma					
	At the beginning of the year	52,000	0.01	52,000	0.01
	Shares sold or Purchase	Nil	Nil	Nil	Nil
	At the end of the year			52,000	0.01

No other Directors/KMP hold Shares in the Company as on 31.03.2018.

*V) **INDEBTEDNESS** -*Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	61,60,034	1,05,00,000	-	1,14,70,534
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	61,60,034	1,05,00,000	-	1,14,70,534
Change in Indebtedness during the financial year				
*** Addition**	-	-	-	-
*** Reduction**	9,54,532	-	-	5,10,909
Net Change	9,54,532	-	-	5,10,909
Indebtedness at the end of the financial year				
i) Principal Amount	52,05,502	1,05,00,000	-	1,09,59,625
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	52,05,502	1,05,00,000	-	1,09,59,625

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	**Gross salary**	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	**Stock Option**	Nil	Nil
3	**Sweat Equity**	Nil	Nil
4	**Commission** **- as % of profit** **- others, specify…**	Nil	Nil
5	**Others, please specify**	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Nil	Nil

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ajay Sharma	**Mr. Soban Singh Aswal**	**Ms. Madhu Sharma**	
1	**Independent Directors**	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	**Other Non-Executive Directors**	**Mr. Peeyush Kumar Aggarwal**			
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	**CS**	**CFO**	**Total**
1	**Gross salary**	1,93,500/-	2,40,000/-	2,42,250/-	6,75,750/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	**Stock Option**	Nil	Nil	Nil	Nil
3	**Sweat Equity**	Nil	Nil	Nil	Nil
4	**Commission**	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify…	Nil	Nil	Nil	Nil
5	**Others, please specify**	Nil	Nil	Nil	Nil
	Total	1,93,500/-	2,40,000/-	2,42,250/-	6,75,750/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	**None**				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	**None**				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	**None**				
Punishment					
Compounding					

For and on behalf of the Board of
Interworld Digital Ltd.
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Dated : 01st September, 2018
Place: New Delhi

Annexure - 2

Performance Evaluation Policy

1. Introduction

The Interworld Digital Limited (**"The Company"**) conducts its operations as per the directions provided by the Board of Directors within the framework laid down by the Companies Act, 2013 (**"the Act"**), the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company's Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.
The Act provides that the Nomination and Remuneration Committee shall formulate the criteria for evaluation of performance of Independent Directors and the Board. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. The Act further casts an obligation on part of the board of directors for evaluating the performance of independent directors. All the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.
As one of the most important functions of the Board of Directors is to oversee the functioning of
Company's top management, this Board Performance Evaluation process aims to ensure individual directors ("Directors") and the Board of Directors of the Company ("Board") as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and individual directors**.** Hence, it is important that every individual Board Member effectively contributes in the Board deliberations.

2. Role of Board and Independent Directors

In conformity with the requirement of the Act, the performance evaluation of all the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
The Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall meet at least once in a year to review the performance of the non- independent directors, performance of Chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

3. Evaluation Criteria

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and individual directors. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director being evaluated.

Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

Rating Scale:

Performance	Rating
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

Evaluation of Independent Directors

While evaluating the performance of Independent Directors following points needs to be Considered.

Name of the Director being assessed: _____

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company.		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		
8.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
9.	Contribution to development of strategy and to risk management		
10.	Updations with latest developments		
11	Communications with Board members, senior management and others		

Evaluation of Non Independent/ Executive Directors

While evaluating the performance of Non-Independent Directors/ Executive Directors following point's needs to be considered:

Name of the Director being assessed: _____

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Motivating employees, providing assistance & directions		
7.	Attendance and presence in meeting of Board, Committee and General Meeting.		
8.	Safeguarding of interest of whistle blowers under vigil mechanism.		
9.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		
10.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
11.	Contribution to development of strategy and to risk management		
12.	Updations with latest developments		
13.	Communications with Board members, senior management and others		

Evaluation of Board of Directors

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The Board considers the independent audit plan and provides recommendations.		

COMMITTEES OF BOARD

The Board has constituted the following committees:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;
4. Risk Management Committee

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
2.	Compliance with ethical standards & code of conduct of Company		
3.	Committee's accomplishments w.r.t. performance objectives		
4.	Redressal of complaints & grievances		
5.	Coordination with other committees and Board of Directors		
6.	Fulfillment of roles & responsibilities assigned to them		
7.	Adherence to Company's policies and internal procedures		

Evaluation of Key Management Personnel and Senior Executives

While evaluating the performance of Key Management Personnel and Senior Executives (other than Directors) following points shall be kept in mind:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws. Applicable to the Company		
3.	Interpersonal and communication skills		

4.	Team work attributes		
5.	Safeguard of confidential information		
6.	Compliance with policies of the Company, ethics, code of conduct, etc.		
7.	Punctuality and other personality related aspects		

4. Review of the Policy

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

5. Disclosure

Company will disclose details of its Board Performance Evaluation processes in its Board's report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and individual directors of the Company.

For and on behalf of the Board
of Interworld Digital Limited
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Dated :01st September, 2018
Place:New Delhi

Annexure - 3

NOMINATION & REMUNERATION POLICY
(As amended w.e.f. 10th November, 2015)

1. Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of had constituted the Nomination and Remuneration Committee.The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

2. Objective and purpose of the policy

The objectives and purpose of this policy are:

2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;

2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.

2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;

2.4 To devise a policy on Board diversity; and

2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Definitions

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstitutedby the Board, in accordance with the Act and applicable SEBI listing Regulations, 2015 and/or any other Act/Regulations.
- 'Company' means Interworld Digital Limited.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-

  (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
  (ii) the Company Secretary; and
  (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

(a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and SEBI listing Regulations, 2015;

(b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

(c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

(d) Evaluation of performance:

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

(e) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

(i) the remuneration of the Managing Director, Whole-time Directors and KMPs
(ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
(iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
(iv) attract and motivate talent to pursue the Company's long term growth;
(v) demonstrate a clear relationship between executive compensation and performance; and
(vi) be reasonable and fair, having regard to best governance practices and legal requirements.
(vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
(viii) the Company's remuneration reporting in the financial statements.

PART – B

Policy for appointment and removal of Director, KMPs and Senior Management

I. Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.

2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.

4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.

5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

II. Term / Tenure

1. Managing Director / Whole-time Director

Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

III. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

PART – C

Policy relating to the remuneration for Directors, KMPs and other employees

A. General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.

2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.

4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

B. Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

1. Fixed pay

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

b) Long-term rewards

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

2. Minimum remuneration to Managing Director/ Chief Executive officer

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

***C.* Remuneration/ Setting Fees / Commission to Non-Executive / Independent Directors**

1. Remuneration/ Setting Fees / Commission

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Non-Executive Directors/ Independent Director shall be paid a Setting Fees / Commission as may be decided by the Board of Directors from time to time subject to the limits specified in Companies Act, 2013 and other applicable laws/ Regulations.

2. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

For and on behalf of the Board
of Interworld Digital Limited
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Dated :01st September, 2018
Place:New Delhi

Annexure-4

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

[*Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies* (*Appointment and Remuneration of Managerial Personnel*) *Rules, 2014*]

To
The Members
M/s Interworld Digital Limited
701, Arunachal Building, 19,
Barakhamba Road, Connaught Place,
New Delhi - 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Interworld Digital Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.

c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

(*i*) The Companies Act, 2013 (the Act) and the rules made thereunder;

(*ii*) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(*iii*) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(*iv*) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(*v*) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

(*a*) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(*b*) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(*c*) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(*d*) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;

(*e*) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(*f*) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(*g*) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(*h*) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) Indian Stamp Act, 1899;

(Vii) Indian Contract Act, 1872;

(viii) Income Tax Act, 1961 and indirect tax laws;

(ix) Central Excise and Service Tax Act;

(x) Central and State Sale Tax/Value Added Tax Laws;

(xi) Applicable Labour Laws; and

(xii) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors and Internal Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the key managerial personnel that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate system is required to exist for seeking and obtaining further information and clarifications on the agenda items before the meeting, circulation of notices before the prescribed time limit for the various meetings and for meaningful participation at the meeting and also for the proper and complied conduct of all the meetings in the company. All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and further improvement will be appreciated.

- Forensic Audit by BSE was ordered against the company. Company has given proper reply and representations to BSE notices.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on the information received and records maintainedthere are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Kundan Agrawal & Associates
Company Secretaries
Sd/-
Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325

Place: Delhi
Date: 29.05.2018

Annexure - 5

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2017-18 (Rs.In Lacs p.a.)	% Increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
2.	Mr. Peeyush Kumar Aggarwal Non- Executive Director	NIL	Not Applicable	Not Applicable	
3.	Mr. Ajay Sharma Independent Director	NIL	Not Applicable	Not Applicable	
4.	Mr. Soban Singh Aswal Independent Director	NIL	Not Applicable	Not Applicable	
5	Ms. Madhu Sharma Independent Director	NIL	Not Applicable	Not Applicable	
5.	Mr. Rachit Garg (CEO) (from 01.04.2017 to 15.05.2017)	0.43	NIL	Not Applicable	Net loss for the financial year 2017-18is Rs. 139.00Lacs as compared to Net Loss of Rs. 113.50Lacs for the financial year 2016-17.
6.	Ms. Shweta Chawla Company Secretary	2.40	NIL	Not Applicable	Net loss for the financial year 2017-18 is Rs. 139.00 Lacs as compared to Net Loss of Rs. 113.50 Lacs for the financial year 2016-17.
7.	Mr. Rachit Garg (CFO) (w.e.f. 15.07.2017)	2.42	NIL	Not Applicable	Net loss for the financial year 2017-18 is Rs. 139.00 Lacs as compared to Net Loss of Rs. 113.50 Lacs for the financial year 2016-17.
8.	Mr. Manoj Kumar (CEO) (w.e.f. 14.11.2017	1.51	NIL	Not Applicable	Net loss for the financial year 2017-18 is Rs. 139.00 Lacs as compared to Net Loss of Rs. 113.50 Lacs for the financial year 2016-17.

No sitting fee was paid to any of the Directors for attending Board Meeting/Committee Meetings.

ii. In the financial year, there was no increase in the median remuneration of employees;

iii. There were 04 permanent employees on rolls of Company as on March 31, 2018;

iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2017-18, there was no increase in remuneration. The company had a net loss of Rs. 139.00Lacs for the financial year 2017-18, Further; there was no increase in median remuneration.

v.

a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2018and March 31, 2017 was Rs. 7,17,56,550/-.

b) The closing price of the Company's equity shares on the BSE as on March 31, 2018and March 31, 2017 was Re. 0.15 per share.

vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.

vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was NIL

viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

ix. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board
Of Interworld Digital Limited
Sd/-
PeeyushKumar Aggarwal
Chairman
DIN: 00090423

Dated: 01st September, 2018
Place: New Delhi

RMA & Associates (ISO 9001:2000 Firm)
Chartered Accountants

Independent Auditor's Report

To the Members of
INTERWORLD DIGITAL LIMITED
New Delhi

Report on the IND AS Financial Statements

We have audited the accompanying IND AS Financial Statements of **INTERWORLD DIGITAL LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including statement of other comprehensive income ,Cash Flow Statement for the year then ended, and the Statement Of Changes In Equity for the year ended summary of significant accounting policies and other explanatory information.

Management's Responsibility for the IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these IND AS Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS 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 IND AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the IND AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the IND AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

Basis for Qualified Opinion

The Company has increased its authorized capital from Rs. 21 Crores to Rs. 70 Crores during the period From FY 2010-11, ROC fees of Rs. 55,97,309 towards the same stands payable, under the head "Current Liabilities" in the Financial Statements.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid IND AS 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, of the state of affairs of the Company as at 31st March, 2018, and its loss and its 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, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

   d) in our opinion, the aforesaid (Standalone) IND AS Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. Detail of pending litigations which would impact company' financial position, is given as under:-The company filed writ petition before the Hon'ble Delhi High Court with regard to increase in ROC fees for increasing authorized capital (impact of Companies Act, 2013 provisions) challenging the applicability of provisions prescribed under para 3 of Table B under Registration of Offices and Fees Rules, 2014 vide Dairy no. 159963 dated 30.05.2016.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
M/s. RMA & Associates LLP
Chartered Accountants
Firm Regn. No. 000978N/N500062

Sd/-
Amit Jain
Partner
M. No. 503109

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal Regulatory Requirement' of our report of even date to the IND AS Financial Statements of the Company for the year ended March 31, 2018:

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of the fixed assets.

   (b) All the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.

   (c) The title deeds of immovable properties is not held in the name of the company.

2. The inventories have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.

3. Accordingly to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments guarantees and security.

5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.

6. As informed to us, maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.

7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account of Company, undisputed statutory dues including provident fund, employees state insurance, income-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues havegenerallybeen regularly deposited with the appropriate authorities except following:-

Sr. No.	Nature of Statutory Dues	Amount Payable for more than 6 months
1.	Service tax	1,78,52,685
2.	TDS u/s 192	13,91,315

(b) According to the information and explanation given to us, there are no statutory dues which have not been deposited on account of any dispute.

Sr. No.	Nature of Statutory Dues	Amount Payable under Dispute
1.	ROC fee for increase of authorized share capital	Rs. 55,97,309

8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.

Sr. No.	Name of Bank	Type of credit Facility	Amount outstanding as on 31.03.2018	Nature and amount of Default
1.	KotakMohindra Prime Ltd	Car Loan	4,59,625	4 installments of Rs. 110600/each are overdue.
2.	Bank of India	Cash credit	47,45,877	Account is NPA since 15.02.2018.

9. According to the information & explanation given to us and the records of the Company examined by us the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.

10. Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company and nor any fraud on the company by its officers or employees has been noticed or reported during the year.

11. No Managerial Remuneration is paid by the company during the year hence provisions of Section 197 read with Schedule V to Companies Act, 2013 are not applicable.

12. In our opinion, the company is not a Nidhi company within the meaning of relevant law.

13. Based on the audit procedures performed and the information and explanations given by the management, all transactions with related parties are in compliance with the provisions of section 177 and 188 of the Companies Act, 2013 and requisite details have been disclosed in the IND AS Financial Statements as required by the applicable accounting standards.

14. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or partly convertible debentures u/s 42 of the Companies Act, 2013 during the year.

15. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered in to any non-cash transaction with directors or others in contravention of section 192 of the Companies Act, 2013.

16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For and on behalf of
M/s. RMA & Associates LLP
Chartered Accountants
Firm Regn. No. 000978N/N500062

Sd/-
Amit Jain
Partner
M. No. 503109

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED

"Annexure B" to the Independent Auditor's Report of even date on the IND AS Financial Statements of INTERWORLD DIGITAL LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INTERWORLD DIGITAL LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the IND AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of IND AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of IND AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
M/s. RMA & Associates LLP
Chartered Accountants
Firm Regn. No. 000978N/N500062

Sd/-
Amit Jain
Partner
M. No. 503109

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED
CIN: L72900DL1995PLC067808
Balance Sheet as at 31st March, 2018

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I. ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	4	37,37,767	49,29,762	64,04,983
(b) Capital work-in-progress		432,23,366	432,23,366	432,23,366
(c) Investment Property		-	-	-
(d) Intangible assets	5	301,71,470	357,92,369	440,36,532
(e) Financial Assets				
(i) Investments	6	147,28,500	147,28,500	147,28,500
(ii) Loans	7	10519,00,930	10573,21,931	10655,48,939
(f) Other Non-Current Assets		-	-	-
		11437,62,033	**11559,95,928**	**11739,42,320**
(2) Current assets				
(a) Inventories	8	-	65,60,592	65,60,592
(b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade receivables	9	2384,88,308	2390,20,708	2439,56,752
(iii) Cash and cash equivalents	10	10,772	1,30,791	14,00,008
(iv) Bank balances other than iii) above		-	-	-
(v) Loans	11	75,89,925	64,62,918	13,70,586
(c) Other Current Assets	12	17,76,218	29,37,580	29,35,787
		2478,65,223	**2551,12,589**	**2562,23,725**
Total Assets		**13916,27,256**	**14111,08,517**	**14301,66,045**
II. EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share Capital	13	4783,77,000	4783,77,000	4783,77,000
(b) Others Equity	14	7523,47,607	7662,47,692	7775,97,668
		12307,24,607	**12446,24,692**	**12559,74,668**
Liabilities				
(2) Non Current Liabilities				
(a) Financial Liabilities				
(i) Other financial liabilities	15	105,00,000	105,00,000	110,63,842
(b) Deferred tax liabilities (Net)	16	67,52,913	95,86,656	115,26,722
		172,52,913	**200,86,656**	**225,90,564**
(3) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	17	47,45,877	51,89,500	48,54,901
(ii) Trade payables	18	1066,96,164	1067,51,861	1070,10,299
(iii) Other financial liabilities	19	74,41,298	77,71,761	114,91,837
(b) Other current liabilities	20	247,66,397	247,42,992	247,31,921
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Provision)		-	19,41,055	35,11,855
		1436,49,736	**1463,97,169**	**1516,00,813**
Total Equity & Liabilities		**13916,27,256**	**14111,08,517**	**14301,66,045**
Summary of significant accounting policies	1 - 3			

The accompanying notes are an integral part of the financial statements.
As per our attached report of even date

For RMA & Associates LLP
Chartered Accountants
Firm Reg. No. 000978N/N500062

For and on behalf of the Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Amit Jain)	(Peeyush Kumar Aggarwal)	(Ajay Sharma)	(Rachit Garg)	(Shweta Chawla)
Partner	Director	Director	CFO	Company Secretary
M.No. 503109	DIN : 00090423	DIN : 03344008	PAN: AZSPG7226K	M. No. A45385

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED
CIN: L72900DL1995PLC067808
Profit & Loss Statement for the year ended 31st March, 2018

(Amount in Rs.)

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Continuing Operations			
Revenue from Operations	21	-	7,17,885
Other Income		4,19,286	5,58,639
Total Income (I)		**4,19,286**	**12,76,524**
Expenses			
Changes in Inventory of Finished Goods,	22	65,60,592	-
Stock In Trade and Work In Progress		-	-
Employee Benefit Expenses	23	7,57,130	4,04,065
Finance Cost	24	4,63,928	8,71,598
Depreciation & amortization expenses	25	68,12,894	97,19,383
Other expenses	26	10,16,041	10,14,571
Total Expenses (II)		**156,10,585**	**120,09,617**
III. Profit / (loss) before Tax (I) - (II)		**(151,91,299)**	**(107,33,093)**
IV. Tax expense:			
(1) Current Income Tax		-	-
(2) Deferred Tax		(28,33,743)	(19,40,066)
(2) Short provision for earlier year		15,42,529	25,56,949
V.Profit / (loss) for the year from Continuing Operations (III-IV)		**(139,00,085)**	**(113,49,976)**
VI. Discontinuing Operations			
Profit / (loss) for the year from discontinued Operations		-	-
Tax Income /(Expense) of discontinuing operations		-	-
VII. Profit /(loss) for the year from discontinued Operations (after tax)		-	-
VIII. Profit / (Loss) for the year (V +VII)		**(139,00,085)**	**(113,49,976)**
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
(IX) Other Comprehensive Income for the year		-	-
(X) Total Comprehensive Income for the year (VIII+IX)		**(139,00,085)**	**(113,49,976)**
Earning per share for continuing operations [face value of Share Re. 1/-each]			
(Previous Year Re. 1/- each)			
(i) Basic			
Computed on the basis of total profit for the year		**(0.03)**	**(0.02)**
(ii) Diluted			
Computed on the basis of total profit for the year		**(0.03)**	**(0.02)**
Summary of significant accounting policies	1 - 3		

The accompanying notes are an integral part of the financial statements.
As per our attached report of even date

For RMA & Associates LLP
Chartered Accountants
Firm Reg. No. 000978N/N500062

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Amit Jain)	(Peeyush Kumar Aggarwal)	(Ajay Sharma)	(Rachit Garg)	(Shweta Chawla)
Partner	Director	Director	CFO	Company Secretary
M.No. 503109	DIN : 00090423	DIN : 03344008	PAN: AZSPG7226K	M. No. A45385

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED
CIN: L72900DL1995PLC067808
Cash flow statement for the period ending 31st March, 2018

(Amounts in Rs.)

Particulars	As At March 31,2018	As At March 31,2017
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	(139,00,085)	(107,33,093)
Adjustments for:		
Interest income	-	-
Depreciation	68,12,894	97,19,383
Interest & Finance Charges	4,63,928	8,71,598
Preliminary & Share Issue expenses written off	-	-
Operating cash flow before changes in working capital	(79,14,477)	(1,42,112)
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	5,32,400	49,36,044
(Increase)/Decrease in Inventories	65,60,592	-
(Increase)/Decrease in Loans & Advances	54,55,356	31,32,883
Increase/(Decrease) in Current Liabilities	(27,47,433)	(52,03,644)
Cash provided by / (used in) operating activities	18,86,438	27,23,171
Less: Income Tax Paid	15,42,529	25,56,949
Net cash from operating activities	**3,43,909**	**1,66,222**
B. Cash Flow From Investing Activities:		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in Capital work in progress	-	-
(Increase)/Decrease in investments	-	-
Interest received	-	-
Net cash outflow in investing activities	-	-
C. Cash Flow From Financing Activities:		
Increase in capital	-	-
Proceeds from Long Term Borrowings	-	-
Increase in Share Premium	-	-
Interest and Finance Charges	(4,63,928)	(8,71,598)
Repayment of Long Term Borrowings	-	(5,63,842)
Miscellaneous Expenditure	-	-
Net cash inflow from financing activities	**(4,63,927)**	**(14,35,440)**
Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]	(1,20,018)	(12,69,218)
Cash and Cash Equivalents:		
Cash and Cash Equivalent as at 01.04.2017	1,30,791	14,00,008
Cash and Cash Equivalent as at 31.03.2018	**10,772**	**1,30,791**

As per our report of even date

Auditor's Certificate:

The above Cash Flow Statement has been prepared under the Indirect method as set out in Indian Accounting Standard (IND AS-7).The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact upon on the financial statements of the Company.

Previous year figures have been re-grouped/re-arranged wherever considered necessary.

For RMA & Associates LLP
Chartered Accountants
Firm Reg. No. 000978N/N500062

For and on behalf of the Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Amit Jain)	(Peeyush Kumar Aggarwal)	(Ajay Sharma)	(Rachit Garg)	(Shweta Chawla)
Partner	Director	Director	CFO	Company Secretary
M.No. 503109	DIN : 00090423	DIN : 03344008	PAN: AZSPG7226K	M. No. A45385

Place: New Delhi
Dated: 29th May, 2018

INTERWORLD DIGITAL LIMITED

Statement of Changes in Equity as at 31st March, 2018

A. Equity Share Capital

Equity Shares of Re. 1 each issued, subscribed & fully Paid-up	Note	Numbers	Amount (Rs.)
At 1st April 2016	13	4783,77,000	4783,77,000
Changes in Equity Share Capital Shares during the year		-	-
At 31st March, 2017		**4783,77,000**	**4783,77,000**

B. Other Equity

For the year ended 31st March, 2018 **(Amount in Rs.)**

Particulars	Reserve and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at April 01, 2016	**-**	**7479,41,886**	**296,55,782**	**7775,97,668**
Profit for the period	-	-	(113,49,976)	(113,49,976)
Other Comprehensive Income	-	-	-	-
Total comprehensive Income for the year	**-**	**7479,41,886**	**183,05,806**	**7662,47,692**
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
As at 31st March, 2017	**-**	**7479,41,886**	**183,05,806**	**7662,47,692**
				-
As at 1st April, 2017	-	7479,41,886	183,05,806	7662,47,692
Profilt for the period		-	(139,00,085)	(139,00,085)
Other Comprehensive Income	-	-	-	-
Restated balance at the begining of the reporting period	-	-	-	-
Total comprehensive Income for the year	-	-	(139,00,085)	(139,00,085)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
As at 31st March, 2018	-	**7479,41,886**	**44,05,721**	**7523,47,607**

Notes to the IND AS Financial Statements for the year ended March 31, 2018

1. Corporate information

Interworld Digital Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of IT enabled services and Digital Cinema services.

2. Basis of preparation of Financial Statements

(i) Statement of compliance:
The IND AS Financial Statements of the Company for the year ended 31 March 2018 are prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies(Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant provisions of the Companies Act, 2013.

(ii) Basis of Preparation:
Effective April1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

(iii) Basis of Measurement
The IND AS Financial Statements have been prepared under the historical cost convention except for the following which have been measured at fair value:

• Financial assets and liabilities except borrowings carried at amortised cost

3. Significant accounting policies:

i) Property, plant and equipment:
Property, plant and equipment are stated at original cost net of tax /duty credit availed, less accumulated depreciation and accumulated impairment Losses, if any, Cost includes all incidental expenses relating to acquisition and installation of Property, plant and equipment.

Depreciation on computers and related equipment is provided on the written down value method over their useful lives and in the manner prescribed under Schedule II of the Companies Act, 2013.

An Item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognized in profit or loss.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

ii) Cash and cash equivalents:
Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are ready convertible into known amounts of cash and which are subject to insignificant risk of change in value.

iii) Employees Benefits:

Short term employee benefits
All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Termination benefits:
Termination benefits are recognized as an expense in the period in which they are incurred.

iv) Foreign currency transactions:

(a) Functional and presentation Currency
The Company's IND AS Financial Statements are presented in INR, which is also the Company's functional and presentation currency.

(b) Transaction and Balance

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of profit and loss of the year.
Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognized in the Statement of profit and loss.
Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transactions.

v) Revenue recognition:
Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured.

vi) Provisions and contingencies

(a) Provisions
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation is available for measuring the amount of provision. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(b) Contingencies
A disclosure for contingent liability is made when there is possible obligation arising from past event the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
A disclosure for contingent assets is also made when there is possibility of an inflow of economic benefits to the entity which arise from unplanned or other unexpected events.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

vii) Earnings per share:
Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

viii) Income Taxes:
Income tax comprises current tax (including MAT) and deferred tax. Income tax expenses is recognized in net profit in statement of Profit and loss extent to the extent that it relates to items recognized directly in other comprehensive income/equity, in which case it is recognized in other comprehensive income/equity.

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961.Current tax asset and liabilities are offset when company has a legally enforceable right to set off the recognized amount and also intends to settle on net basis.

Deferred income tax assets and liabilities are recognized for deductible and taxable temporary difference arises between the tax basses of assets and liabilities and their carrying amount in the financial statement

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable profit will be available against which those deductible temporary differences can be utilized. Deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax is measured at the tax rates and tax law that that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary difference is expected to be recovered or settled.

ix) Financial instruments:

Initial measurement
Financial instrument is recognized as soon as the company become a party to the contractual provision of the instruments. All Financial assets and financial liabilities are measured at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial instrument (other than financial measured at fair value through profit or loss) are added or deducted from the value of the financial instrument, as appropriate, on initial recognition.

Financial Instrument sated as financial assets or financial liabilities are generally not offset, and they are only offset when a legal right to set off exist at that and settlement on a net basis is intended.

Subsequent measurement

Financial assets:

Subsequent measurement of financial assets depends on their classification as follows: -
(a) Financial asset carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within business model whose objective is to hold the asset in order to collect contractual cash flow and the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

(b) Financial asset carried at Fair Value through other comprehensive income
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

For all other equity instrument, the company make irrevocable election to present in other comprehensive income subsequent change in fair value. The company makes such election on an instrument- to- instrument basis.

(c) Financial asset carried at Fair Value through Profit and loss
A financial asset which is not classified in any of the above category is subsequently measured at fair value through profit and loss.

Financial liabilities and equity instruments:
Debts and equity instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

a). Equity Instruments
An equity instrument is any contract that an evidence and residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recognized at the proceeds received, net of direct issue costs.

b) Financial Liabilities
All Financial liabilities are subsequently measured at amortised cost using the Effective interest method.

De-recognition of financial Instrument: -
A financial asset is primarily derecognized when the contractual right to the cash flow from the financial asset expires and it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

(x). Impairment

A). Financial Asset

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

B). Non-Financial Asset

(a) Property, plant and equipment and Intangible asset
The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amount is estimated as higher of its net selling price and value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of profit and loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, had no impairment loss been recognized.
Post Impairment, depreciation/amortisation is provided on the revised carrying value of the impaired assets over its remaining useful life.

(b). Critical accounting estimates, assumptions and judgements
In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

i) Property, plant and equipment
Property, Plant and equipment represent at proportion of the asset base of the company. The useful lives and residual value of the company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

ii) Income taxes
The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions

iii) Contingencies
Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

iv) Allowance for uncollected accounts receivable and advances
Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

v) Impairment of non-financial assets
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

vi) Impairment of financial assets
The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

vii) Fair value measurement of financial instruments
When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

INTERWORLD DIGITAL LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

4 Property, Plant and Equipment

(Amount In Rs)

Description	Building	Computers	Furniture & Fixtures	Office Equipments	Vehicles	Machinery & Plant	Total
Gross carrying value							
As at April 1, 2016*	30,00,000	241,37,891	8,66,868	32,79,533	49,45,447	42,90,258	405,19,997
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-
As at March 31, 2017	**30,00,000**	**241,37,891**	**8,66,868**	**32,79,533**	**49,45,447**	**42,90,258**	**405,19,997**
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-
As at March 31, 2018	**30,00,000**	**241,37,891**	**8,66,868**	**32,79,533**	**49,45,447**	**42,90,258**	**405,19,997**
Accumulated depreciation							
As at April 1, 2016*	**19,15,000**	**240,33,366**	**6,67,107**	**25,78,463**	**33,05,479**	**16,15,599**	**341,15,014**
Charge for the year	95,000	60,889	75,318	4,06,289	5,22,978	3,14,747	14,75,221
Deduction during the year	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-
As at March 31, 2017	**20,10,000**	**240,94,255**	**7,42,425**	**29,84,752**	**38,28,457**	**19,30,346**	**355,90,235**
Charge for the year	95,000	18,050	42,314	1,98,906	5,22,978	3,14,747	11,91,995
Disposals	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-
As at March 31, 2018	**21,05,000**	**241,12,305**	**7,84,739**	**31,83,658**	**43,51,435**	**22,45,093**	**367,82,230**
Net block as at April 1, 2016*	**10,85,000**	**1,04,525**	**1,99,761**	**7,01,070**	**16,39,968**	**26,74,659**	**64,04,983**
Net block as at March 31, 2017	**9,90,000**	**43,636**	**1,24,443**	**2,94,781**	**11,16,990**	**23,59,912**	**49,29,762**
Net block as at March 31, 2018	**8,95,000**	**25,586**	**82,129**	**95,875**	**5,94,012**	**20,45,165**	**37,37,767**

*The company has exercised the exemption available under Ind AS 101 for Property, Plant and Equipment to measure the same at the carrying value as per previous GAAP on the date of transition i.e. Deemed Cost.

The deemed cost has been calculated as under

Deemed Cost at April 1, 2016

Particulars	Gross Block	Accumultaed Depreciation	Net Block	Ind AS Adjustments	Deemed Cost
	As at 1.04.16	As at 1.04.16	As at 1.04.16		As at 1.04.16
Property, plant & Equipment					
Building	30,00,000	19,15,000	10,85,000	-	10,85,000
Computer Equipments	241,37,891	240,33,366	1,04,525	-	1,04,525
Furniture & Fittings	8,66,868	6,67,107	1,99,761	-	1,99,761
Office Equipments	32,79,533	25,78,463	7,01,070	-	7,01,070
Vehicles	49,45,447	33,05,479	16,39,968	-	16,39,968
Plant and Machinery	42,90,258	16,15,599	26,74,659	-	26,74,659
Total	**405,19,997**	**341,15,014**	**64,04,983**	**-**	**64,04,983**

5 Intangible Assets

Description	Software	Copy Right	Total
Gross carrying value			
As at April 1, 2016*	1277,11,133	3,00,000	1280,11,133
Additions	-	-	-
Adjustments	-	-	-
As at March 31, 2017	**1277,11,133**	**3,00,000**	**1280,11,133**
Additions	-	-	-
Disposals	-	-	-
As at March 31, 2018	**1277,11,133**	**3,00,000**	**1280,11,133**
Accumulated amortisation			
As at April 1, 2016*	**836,74,601**	**3,00,000**	839,74,601
Charge for the year	82,44,163	-	82,44,163
Disposals	**-**	**-**	-
As at March 31, 2017	**919,18,764**	**3,00,000**	**922,18,764**
Charge for the year	56,20,899	-	-
Disposals	-	-	-
As at March 31, 2018	**975,39,663**	**3,00,000**	**922,18,764**
Net block as at April 1, 2016*	**1277,11,133**	**3,00,000**	**440,36,532**
Net block as at March 31, 2017	**357,92,369**	**-**	**357,92,369**
Net block as at March 31, 2018	**301,71,470**	**-**	**301,71,470**

*The company has exercised the exemption available for Intangible Assets under Ind AS 101 to measure the same at the carrying value as per previous GAAP on the date of transition i.e. Deemed Cost.

The deemed cost has been calculated as under

Deemed Cost at April 1, 2016

Particulars	Gross Block	Accumultaed Depreciation	Net Block	Ind AS Adjustments	Deemed Cost
	As at 1.04.2016	As at 1.04.2016	As at 1.04.2016		As at 1.04.2016
Intangible Assets					
Software	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

INTERWORLD DIGITAL LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

(Amount in Rs.)

Note	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
6	**Investments**			
	(a) Investment in equity instruments at cost			
	Unquoted equity instruments in Subsidiaries (Fully Paid):			
	1) 14,72,850 Equity Shares (Previous Year 14,72,850) of Rs.10/- each fully paid in Trine Entertainments Limited	147,28,500	147,28,500	147,28,500
	Total	**147,28,500**	**147,28,500**	**147,28,500**
	(a) Aggregate amount of unquoted investments	147,28,500	147,28,500	147,28,500
	(b) Aggregate amount of impairment in value of investments	147,28,500	147,28,500	147,28,500
		-	-	-
7	**Non Current Loans**			
	Long-term Loan and Advances	105,19,00,930	105,27,04,425	10528,54,425
	(Advance recoverable in cash or in kind or for value to be received)			
	TDS/ Advance Tax/ Self Assessment tax	-	46,17,506	126,94,514
		10519,00,930	**10573,21,931**	**10655,48,939**
8	**Inventories**			
	(Valued at cost or net realisable value whichever is lower)			
	Finished Goods	-	65,60,592	65,60,592
		-	**65,60,592**	**65,60,592**
9	**Trade Receivables**			
	Other receivables from related Parties (holding company)			
	(Unsecured, Considered Good)			
	Outstanding more than six months	23,84,88,308	23,90,20,708	2439,56,752
	Others	-	-	-
		2384,88,308	**2390,20,708**	**2439,56,752**
10	**Cash and Cash Equivalents**			
	Cash and cash equivalents			
	a) Balances with Bank	8,151	2,778	19,888
	b) Cash in Hand	2,621	1,28,013	13,80,120
		10,772	**1,30,791**	**14,00,008**
11	**Loans**			
	a) Secured Deposits	-	-	-
	b) Loan to related parties			
	i) Secured, Considered Good	-	-	-
	ii) Unsecured, considered good	-	-	-
	iii) Doubtful	-	-	-
		-	-	-
	c) Advance to Others	75,89,925	64,62,918	13,70,586
		75,89,925	**64,62,918**	**13,70,586**
12	**Other Current Assets**			
	i) Advances other than Capital Assets			
	a) Security Deposits			
	b) Advances to Related Parties	-	-	
	c) Other Advances	-	-	-
	ii) Others			
	a) Prepaid expenses	60,082	61,544	71,573
	b) VAT Recovarable	16,35,543	16,35,543	16,35,543
	c) Other	80,593	12,40,493	12,28,671
		17,76,218	**29,37,580**	**29,35,787**

INTERWORLD DIGITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

(Amount In Rs)

Note	Particulars	As at March 31, 2018	As at March 31, 2017	As at 1st April, 2016
13	**Share Capital**			
	a. Authorised			
	70,00,00,000 Equity Shares of Re.1/- each	2000,00,000	2000,00,000	2000,00,000
	(Previous Year 70,00,00,000 Equity Shares of Re. 1/- each)			
	b. Issued, Subscribed & fully Paid-up Shares			
	47,83,77,000 (Previous Year 47,83,77000) Equity Shares of Re.1/- each fully paid-up	4783,77,000	4783,77,000	4783,77,000
	Total Issued, Subscribed & fully Paid-up Share Capital	**4783,77,000**	**4783,77,000**	**4783,77,000**

c. Terms /rights attached to equity shares

The company has only one class of equity shares having a face value of Re.1/- per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. The board has not proposed any dividend for current year and previous year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares

	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	In Nos.	Amount in Rs.	In Nos.	Amount in Rs.	In Nos.	Amount in Rs.
At the beginning of the year	4783,77,000	4783,77,000	4783,77,000	4783,77,000	4783,77,000	4783,77,000
Add : Issued during the year ending	-	-	-	-	-	-
Outstanding at the end of the Year	**4783,77,000**	**4783,77,000**	**4783,77,000**	**4783,77,000**	**4783,77,000**	**4783,77,000**

e. Detail of shareholders holding more than 5% shares in the company

	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	In Nos.	% holding in the Class	In Nos.	% holding in the Class	In Nos.	% holding in the Class
Equity shares of Re.1/- each fully paid						
Govind Shivshankerlal Gupta	3,47,64,428	7.27%	3,47,64,428	7.27%	3,47,64,428	7.27%
Peeyush Kumar Aggarwal	2,50,00,000	5.23%	2,50,00,000	5.23%	2,50,00,000	5.23%

(Amount In Rs)

Note	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
14	**Other Equity**			
	a. Retained Earnings			
	Opening balance	183,05,806	296,55,782	362,76,911
	Add: Net profit/(loss) for the current year	(139,00,085)	(113,49,976)	(66,21,129)
	Profit available for appropriation	**44,05,721**	**183,05,806**	**296,55,782**
	Less : Appropriations	-	-	-
	Closing balance	**44,05,721**	**183,05,806**	**296,55,782**
	b. Securities premium reserve			
	Opening Balance	7388,64,820	7388,64,820	7388,64,820
	Change during the Year	-	-	-
	Closing Balance	**7388,64,820**	**7388,64,820**	**7388,64,820**
	Surplus During the year			
	Shares Forfeiture Account	90,77,066	90,77,066	90,77,066
	Add : Additions During the year	-	-	-
	Closing Balance	**90,77,066**	**90,77,066**	**90,77,066**
	Total Reserves and Surplus	**7523,47,607**	**7662,47,692**	**7775,97,668**

Securities Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

INTERWORLD DIGITAL LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

(Amount In Rs)

Note	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
15	**Other Non Current Financial liabilities**			
	Long Term Borrowings			
	Secured			
	Kotak Mahindra Bank (Hypothication of Vihicle)	-	-	5,63,842
	Unsecured			
	Loans from related parties (corporates)	5,00,000	5,00,000	5,00,000
	Loans from others	1,00,00,000	1,00,00,000	1,00,00,000
		1,05,00,000	**1,05,00,000**	**1,10,63,842**
16	**Deferred Tax Liabilities (Net):**			
	On temporary difference between the accounitng base & tax base			
	Deferred Tax Liabilities arising on account of			
	Property, plant and equipment	67,52,913	95,86,656	115,26,722
	Others	-	-	-
	Total Deferred Tax Liabilities	**67,52,913**	**95,86,656**	**115,26,722**
	Deferred Tax Assets			
	Effect of expenditure debited to statement of profit and loss but allowed for tax purposes on payment basis	-	-	-
	Total Deferred Tax Assets	-	-	-
	Net Deferred Tax Liability	**67,52,913**	**95,86,656**	**115,26,722**
17	**Borrowings**			
	Secured			
	Bank of India (OD A/c)	47,45,877	51,89,500	48,54,901
		47,45,877	**51,89,500**	**48,54,901**
18	**Trade Payables**			
	Trade Payables (dues to micro and other small enterprises)	-	-	-
	Trade Payables (dues to other than micro and other small enterprises)	1066,96,164	1067,51,861	1070,10,299
		1066,96,164	**1067,51,861**	**1070,10,299**
19	**Other Current Financial liabilities**			
	Security (Theatre & Video)	32,75,000	32,75,000	49,89,468
	Exp payable	5,23,516	2,49,383	1,64,383
	Other Advance	5,66,689	6,60,376	13,353
	Kotak Mahindra Prime Limited (Hypothycation of Vehicle)	4,59,625	9,70,534	11,73,276
	Advance from Customers	26,16,468	26,16,468	51,51,357
		74,41,298	**77,71,761**	**1,14,91,837**
20	**Other Current Liabilities**			
	Statutory dues			
	Roc Fee	55,97,309	55,97,309	55,97,309
	Service Tax, Tds Payable	1,91,69,088	1,91,45,683	1,91,34,612
	Total other liabilities	**2,47,66,397**	**2,47,42,992**	**2,47,31,921**

INTERWORLD DIGITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

(Amount In Rs)

Note	Particulars		For the year ended 31st March, 2018	For the year ended 31st March, 2017
21	**Revenue from Operations**			
	Sale and Services		-	7,17,885
	Other Income		4,19,286	5,58,639
		Total	**4,19,286**	**12,76,524**
22	**Changes in inventories**			
	Opening Stock		65,60,592	65,60,592
	Closing Stock		-	65,60,592
		Total	**65,60,592**	**-**
23	**Employee Benefit Expenses**			
	Salaries and other allowances		7,50,000	3,90,000
	Staff Welfare Expenses		7,130	14,065
		Total	**7,57,130**	**4,04,065**
24	**Finance costs**			
	Interest others		4,57,986	8,56,423
	Bank Service Charges		5,942	15,175
			4,63,928	**8,71,598**
25	**Depreciation & amortization expense**			
	Depreciation		68,12,894	97,19,383
	Share Issue Expenses written off		-	-
			68,12,894	**97,19,383**
26	**Other expenses**			
	Advertisement Expenses		64,994	75,970
	AGM / EGM Expenses		25,200	35,450
	Auditors' Remuneration		59,000	57,500
	Conveyance Expenses		17,016	23,073
	Fees & Subscription		5,27,085	4,47,841
	Interest on TDS & Others		225	27,226
	Insurance Expenses		86,462	1,18,882
	Legal & Professional Charges		1,19,214	69,493
	Miscellaneous Expenses		16,859	16,624
	Office Expenses		22,449	21,218
	Postage & Courier Expenses		25,890	48,833
	Printing & Stationery		18,547	21,247
	Repairs & Maintenance Expenses		23,500	44,014
	Telephone Expenses		9,600	7,200
		Total	**10,16,041**	**10,14,571**
	***Payment to Auditors**			
	As auditor:			
	Statutory Audit Fee		59,000	57,500
			59,000	**57,500**

INTERWORLD DIGITAL LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

(Amt In Rs)

Note	Particulars	As at March 31, 2018	As at March 31, 2017
27	INCOME TAX		
	The income tax expense consists of the following :		
	Current tax expense for the current year	-	-
	Current tax expense pertaining to previous years	-	-
	Minimum alternative tax (MAT) credit	-	-
	Deferred tax expense/(benefit)	(28,33,743)	(19,40,066)
	Total income tax	**(28,33,743)**	**(19,40,066)**
	Reconciliation of tax liability on book profit vis-à-vis actual tax liability		
	Profit before income taxes	(151,91,299)	(107,33,093)
	Enacted Tax Rate	25.75%	30.90%
	Computed Tax Expense	-	-
	Adjustments in respect of current income tax		
	Tax impact of exempted income	-	-
	Tax impact of expenses which will never be allowed	-	-
	Tax effect of expenses that are not dedcutible for tax purpose	-	-
	Tax effect due to non taxable income	-	-
	Minimum alternative tax (MAT) credit	-	-
	Previously unrecognised tax losses used to reduce current tax expense		
	Other	15,42,529	25,56,949
	Total income tax expense	**15,42,529**	**25,56,949**

28 EARNINGS PER SHARE

	As at March 31, 2018	As at March 31, 2017
Profit/(loss) attributable to shareholders	(139,00,085)	(113,49,976)
Weighted average number of equity shares	4783,77,000	4783,77,000
Nominal value per euity share	1	1
Weighted average number of equity shares adjusted for the effect of dilution	4783,77,000	4783,77,000
Earnings per equity share	(0.03)	(0.02)
Basic	(0.03)	(0.02)
Diluted		

29 CONTINGENCIES AND COMMITMENTS

		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(A)	**Contingent liabilities**			
I	Income Tax	Nil	Nil	Nil
II	Other Legal Cases	Nil	Nil	Nil
		-	-	-

(B) Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Property, plant and equipment	Nil	Nil	Nil

INTERWORLD DIGITAL LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2018

30. 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.

31. Deferred Tax Assets & Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax Liability as at 01.04.2017	Current Year Charge	Deferred Tax Liability as at 31.03.2018
On account of difference Between W.D.V as on 31.03.2018 As per Income tax & Companies Act	95,86,656	(28,33,743)	67,52,913
Total	95,86,656	(28,33,743)	67,52,913

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

32. 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.

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

34. Contingent Liabilities not provided for Bank Guarantees.

35. The company had not paid service tax and filed returns from financial year 2011-12 to 2015-16.

36. The company has only one reportable segment.

37. **Related Party Disclosures**:
Related party disclosures as required under Accounting Standard (AS) – 18 " Related Party Disclosure"

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

S. No.	Name of the party	Description of relationship
1.	**Key Managerial Person**	
	a. Mr. Man Mohan Gupta*	Director
	b. Mr. Peeyush Kumar Aggarwal	Director
	c. Mr. Manoj Kumar	CEO (Appointment 14.11.2017)
	d. Ms. Shweta Chawla	Company Secretary
	e. Mr. Rachit Garg	CEO (Resign 15.05.2017)
	f. Mr. Rachit Garg	Chief Financial Officer (Appointment 15.07.2017)

* Mr. Man Mohan Gupta ceased to be a Director and his office as a Director stood vacated w.e.f. 30.05.2017 under section 167(1)(b) of the Companies Act, 2013 due to absenting himself from all the Board Meetings for the continuous period of 12 months.

2. **Enterprises controlled by Promoter Director**

a. Omkam Global Capital Private Limited

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

Transactions during the year with related parties:

Name of Related Party	Nature of Transaction	Opening Balances as on 01.04.2017	Transactions		Closing Balance
			Received	Paid	
Mr. Manoj Kumar	Salary	-	-	1,50,750/-	-
Ms. Shweta Chawla	Salary	-	-	2,40,000/-	-
Mr. Rachit Garg	Salary	-	-	2,85,000/-	-
Mr. Man Mohan Gupta	Loan & Advance taken	1,05,462/-	-	1,05,462/-	-
Mr. Man Mohan Gupta	Loan & Advance given	-	85,000/-	7,50,538/-	6,65,538/-
M/s Omkam Global Capital Private Limited	Loan & Advance given	51,70,255/-	9,97,582/-	14,90,000/-	56,62,673/-

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

39. As per information available with the company, there are no outstanding dues to Small Scale Ancillary Industrial Undertakings as at 31.03.2018.

For M/s. RMA & Associates
Chartered Accountants LLP
Firm Regn. No. 000978N/N500062

For and on behalf of the Board of Directors of Interworld Digital Ltd.

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Amit Jain)	(Peeyush Kumar Aggrawal)	(Ajay Sharma)	(ShwetaChawla)	Rachit Garg
Partner	Director	Director	Company Secretary	CFO
M.No. 503109	DIN : 00090423	DIN: 03344008	M. No. A45385	PAN:AZSPG7226K

Place: New Delhi
Dated: 29th May, 2018

Interworld Digital Limited
CIN: L72900DL1995PLC067808
Regd.Office:701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001
Phone: 011-43571044-45, Fax : 011-43571047
Email : info@interworld.co.in, Website: www.interworld.co.in

E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS

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 interworlddigital.in.

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

To support this green initiative in full measure, members who have not registered their E-mail address, PAN Number and Bank Account Details so far, are requested to registered their E-mail address , PAN Number and Bank Account details along with self attested copy of their PAN Card and Original cancelled cheque/Bank Passbook/Statement attested by the Bank.

Best Regards,
Sd/-
Shweta Chawla
Company Secretary

E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS

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.:……

PAN: ……

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.

……

Unit: INTERWORLD DIGITAL LIMITED

Dear Sir,

I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in **INTERWORLD DIGITAL LIMITED**

Name of Shareholder(s)			
Folio No.(s)			
PAN	First Holder	Second Holder	Third Holder
Bank Name & Branch Address			
Bank A/c. No.			
IFSC Code			
MICR Code			
Email ID			
DP ID/Client ID			

I/we hereby declare that the particulars given hereinabove are correct and complete.

First Holder Second Holder Third Holder

Signature of Shareholder(s) - _____ _____ _____

Encl.: 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.
2. Original cancelled cheque/Bank Passbook/Statement attested by the Bank.

Interworld Digital Limited
CIN: L72900DL1995PLC067808
Regd.Office:701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001
Phone: 011-43571044-45, Fax : 011-43571047
Email : interworlddigital.in@gmail.com, Website: www.interworlddigital.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 23rd Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 9.00 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-110001
Phone: 011-43571044-45, Fax: 011-43571047
Email: interworlddigital.in@gmail.com, Website: www.interworlddigital.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 23rdAnnual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 9.00 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 for the Financial Year 2017-18.		
2.	Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as a Director liable to retire by rotation.		
3.	Appointment of M/s Nemani Garg and Associates (Firm Registration No. 010192N) Chartered Accountant, as the Statutory Auditors of the Company		
4.	Approval of Related Parties Transactions		

Signed this..... day of …….....2018. 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.

If Undelivered, Please Return to:

INTERWORLD DIGITAL LIMITED

CIN : L72900DL1995PLC067808
Regd. Office: 701, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001
Tel.: 91-11-43571045
Email: interworlddigital.in@gmail.com Website:www.interworlddigital.in