



## Kundan Agrawal & Associates

Company Secretaries

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### FORM No. MGT - 13

### Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To  
The Chairman,  
**M/S INTERWORLD DIGITAL LIMITED**  
701, Arunachal Building, 19,  
Barakhamba Road, Connaught  
Place, New Delhi-110001

**Subject:** For the 23<sup>rd</sup> Annual General Meeting of the members of M/S Interworld Digital Limited (the Company) held on Saturday, 29<sup>th</sup> day of September, 2018 at 09:00 A.M at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/S Interworld Digital Limited at their meeting held on 01.09.2018 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made there under for their 23<sup>rd</sup> Annual General Meeting.

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. There were no ballot papers, which were incomplete or which were otherwise found Defective.



4. The result of the Poll is as under:

**(a) Resolution No. 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 Account 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.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
37	1036300	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

\*Total No. of members present 61 but 37 of them polled as 24 members have already voted through e-voting.

**(b) Resolution No. 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.**

(i) Voted **in favour** of the resolution :



Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
37	1036300	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

\*Total No. of members present 61 but 37 of them polled as 24 members have already voted through e-voting.

**(c) Resolution No. 3**

**Subject Matter: Appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi ( Firm Registration No.010192N), as Statutory Auditors of the Company to hold office for a term of five years, i.e. , from the conclusion of 23<sup>rd</sup> Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
37	1036300	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



**(iii) Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

\*Total No. of members present 61 but 37 of them polled as 24 members have already voted through e-voting.

**(d) Resolution No. 4**

**Subject Matter: To approve transactions with related parties.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
37	1036300	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

**(iii) Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

\*Total No. of members present 61 but 37 of them polled as 24 members have already voted through e-voting.




5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.

7. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.


8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,  
Yours faithfully,


  
**Kundan Agrawal**  
(Scrutinizer)  
Membership No.: 7631  
C P No 8325  
(Kundan Agrawal & Associates)

Place: New Delhi  
Date: 01/10/2018

Witness-1

:   
Pooja  
Occupation - Job  
C-369, Surya Nagar  
Ghaziabad, U.P. 201011.

Witness-2

  
: Shantenu Singh  
J-26, 3rd Floor  
Laxmi Nagar  
Delhi - 110092



## **Report of Scrutinizer (E-Voting)**

**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of the 23<sup>rd</sup> Annual General Meeting of the members of **M/S Interworld Digital Limited** (the Company) held on Saturday, 29<sup>th</sup> day of September, 2018 at 09:00 A.M at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Dear Sir,

I, **Kundan Agrawal, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014 for Annual General Meeting held on Saturday 29<sup>th</sup> day of September, 2018 at 09:00 AM at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 23<sup>rd</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Service ( India ) Limited (CDSL), for the e-voting process engaged by the Company.

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

1. The e-voting period remained open from 26<sup>th</sup> September; 2018 (9am) to 28<sup>th</sup> September, 2018 (5pm). AGM is on Saturday 29<sup>th</sup> September, 2018.
2. The Members of the Company as on the cut-off date i.e. 22nd September 2018 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 29<sup>th</sup> September, 2018.
4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website **Central Depository Service (India) Limited (CDSL). i.e. www.evotingindia.com**





Nil	Nil	Nil
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**Item No. 3 of the notice Ordinary Business**

**Appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi ( Firm Registration No.010192N), as Statutory Auditors of the Company to hold office for a term of five years, i.e. , from the conclusion of 23<sup>rd</sup> Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company**

(i)Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
36	90227843	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

**Item No. 4 of the notice Ordinary Business**

**To approve transactions with related parties.**

(i)Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
35	65227843	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



All the above mentioned resolutions have duly passed with requisite majority.

Thanking You,  
Yours faithfully



**Kundan Agrawal**  
**Scrutinizer**  
**Membership No.: 7631**  
**C P No 8325**  
**(KUNDAN AGRAWAL & ASSOCIATES)**

**Place: New Delhi**  
**Date: 01/10/2018**

**Witness-1**

: Etisha  
Etisha  
Occupation - Job  
C-369 Surya Nagar  
Ghaziabad, U.P. 201011.

**Witness-2**

: Shantanu Singh  
J-26 3rd Floor  
Laxmi Nagar  
Delhi - 110092



## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

### CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

**REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS OF M/S INTERWORLD DIGITAL LIMITED FOR 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY 29.09.2018 AT 701, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI - 110001 AT 09:00 A.M.**

The 23<sup>rd</sup> Annual General Meeting of the Members has been held on Saturday 29<sup>th</sup> day of September, 2018 at 09:00 AM. At 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the notice of 23<sup>rd</sup> AGM of M/S Interworld Digital Limited dated 1<sup>st</sup>, September 2018.

The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the scrutinizer, by the board of directors of M/S Interworld Digital Limited for their 23<sup>rd</sup> Annual general meeting held on 01.09.2018. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

#### Resolution No. 1

**Nature of Resolution**                      **Ordinary Resolution**

**Subject Matter: 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 Account 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.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shares of Face Value of Re. 1/- each	No. of votes	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
By Poll	37	1036300 (1.14%)	0	0	0
By E- Voting	36	90227843 (98.86%)	0	0	0
<b>Consolidated Votes</b>	<b>73</b>	<b>91264143 (100%)</b>	<b>0</b>	<b>0</b>	<b>0</b>



Resolution No. 2

Nature of Resolution Ordinary Resolution

**Subject Matter: 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.**

Details of Voting	Assent (For) No. of Shares of Face Value of Re. 1/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	37	1036300 (1.56%)	0	0	0
By E- Voting	35	65227843 (98.44%)	0	0	0
Consolidated Votes	72	66264143 (100%)	0	0	0

Resolution No. 3

Nature of Resolution Ordinary Resolution

**Subject Matter: Appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi ( Firm Registration No.010192N), as Statutory Auditors of the Company to hold office for a term of five years, i.e. , from the conclusion of 23<sup>rd</sup> Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company**

Details of Voting	Assent (For) No. of Shares of Face Value of Re. 1/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
By Poll	37	1036300 (1.14%)	0	0	0
By E- Voting	36	90227843 (98.86%)	0	0	0
Consolidated Votes	73	91264143 (100%)	0	0	0

Resolution No. 4

Nature of Resolution Ordinary Resolution

**Subject Matter: To approve transactions with related parties.**



Details of Voting	Assent (For) No. of Shares of Face Value of Re. 1/- each		Dissent (Against) No. of votes      Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
<b>By Poll</b>	37	1036300 (1.56%)	0	0	0
<b>By E- Voting</b>	35	65227843 (98.44%)	0	0	0
<b>Consolidated Votes</b>	<b>72</b>	<b>66264143 (100%)</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the abovementioned details, the Resolution No. **1-4** was duly passed at Annual General Meeting of the company.

Thanking You,  
Yours faithfully



**Kundan Agrawal**  
**Company Secretary**  
**Membership No.: F7631**  
**C.P. No.: 8325**

**Dated: 01/10/2018**  
**Place: New Delhi**