



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 22nd Annual General Meeting of the members of **M/S Interworld Digital Limited** (the Company) held on Friday, 29th day of September, 2017 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 Friday 29th day of September, 2017 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 22nd 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 26th September, 2017 (9am) to 28th September, 2017 (5pm). AGM is on Friday 29th September, 2017.
2. The Members of the Company as on the cut-off date i.e. 22nd September 2017 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 29th September, 2017.
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**



THE RESULT OF THE VOTE'S CASTED ELECTRONICALLY IS AS UNDER:

Item No.1 of the notice Ordinary Business

To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2017 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, 2017 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	89911024	100.00%

(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. 2 of the notice Ordinary Business

To re-appoint Mr. Peeyush Kumar Aggarwal (DIN 00090423), the Director of the Company, who is liable to retire by rotation.

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	89911024	100.00%

(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. 3 of the notice Ordinary Business

To ratify the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), for the Financial year 2017-18, who were appointed as Statutory Auditors of the Company at 19th Annual General Meeting held on 30th September, 2014, to hold office for a term of five years, i.e. , from the conclusion of 19th Annual General Meeting until the conclusion of 24th 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
44	89911024	100.00%

(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

Thanking You,
Yours faithfully



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

Place: New Delhi
Date: 29/09/2017

Witness-1

: *Itisha*

Itisha

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

Witness-2

: *Shivani*

Shivani
Occ - *Job*
BB, CC Block, Salimnagar
Delhi - 110088



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
702, Arunachal Building, 19,
Barakhamba Road, Connaught
Place, New Delhi-110 001.

Subject: For the 22nd Annual General Meeting of the members of M/S Interworld Digital Limited (the Company) held on Friday, 29th day of September, 2017 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 02.09.2017 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 22nd 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. The poll papers if any, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



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, 2017 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, 2017 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
23	66772	100.00%

(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



(b) Resolution No. 2

To re-appoint Mr. Peeyush Kumar Aggarwal (DIN 00090423), the Director of the Company, who is liable to retire by rotation.

(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
23	66772	100.00%

(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



(c) Resolution No. 3

To ratify the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), for the Financial year 2017-18, who were appointed as Statutory Auditors of the Company at 19th Annual General Meeting held on 30th September, 2014, to hold office for a term of five years, i.e. , from the conclusion of 19th Annual General Meeting until the conclusion of 24th 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
23	66772	100.00%

(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





Kundan Agrawal & Associates

Company Secretaries

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

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS OF M/S INTERWORLD DIGITAL LIMITED FOR 22ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY 29.09.2017 AT 701, ARUNACHAL BUILDING, 19, BARAKHAMB ROAD, CONNAUGHT PLACE, NEW DELHI - 110001 AT 09:00 A.M.

The 22ND Annual General Meeting of the Members has been held on Friday 29th day of September, 2017 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 22nd AGM of M/S Interworld Digital Limited dated 2nd, September 2017.

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 22nd Annual general meeting held on 29.09.2017. 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, 2017 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, 2017 and the Reports of the Board of Directors and Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	
	No. of Shareholder s	Number of shares with %	No. Of Sharehol ders	Number of shares with %	
By Poll	23	66772 (0.07%)	0	0	0
By E- Voting	44	8,99,11,024 (99.93%)	0	0	0
Consolidated Votes	67	89977796 (100.0000%)	0	0	0



Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter: To re-appoint Mr. Peeyush Kumar Aggarwal (DIN 00090423), the Director of the Company, who is liable to retire by rotation.

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- 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	23	66772 (0.07%)	0	0	0
By E- Voting	44	8,99,11,024 (99.93%)	0	0	0
Consolidated Votes	67	89977796 (100.0000%)	0	0	0

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter: To ratify the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), for the Financial year 2017-18, who were appointed as Statutory Auditors of the Company at 19th Annual General Meeting held on 30th September, 2014, to hold office for a term of five years, i.e. , from the conclusion of 19th Annual General Meeting until the conclusion of 24th Annual General Meeting of the Company

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- 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	23	66772 (0.07%)	0	0	0
By E- Voting	44	8,99,11,024 (99.93%)	0	0	0
Consolidated Votes	67	89977796 (100.0000%)	0	0	0



Based on the abovementioned details, the Resolution No. 1-3 was passed at Annual General Meeting of the company.

Thanking You,
Yours faithfully,



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

Dated: 29/09/2017
Place: New Delhi