

ANNEXURE – III

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS

CIN	L64200MH2006PLC160733
Registration Date	March 24, 2006
Name of the Company	Siti Networks Limited
Category / Sub-Category of the Company	Company limited by shares Indian Non –Government Company
Address of the Registered Office and contact details	Unit- 38, 1 st Floor, A wing, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013, Ph No. : +91-(022) 43605555
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 Tel No. +91-22-49186000 Fax No. +91-22-49186060 Email : rmt.helpdesk@linkintime.co.in

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:

Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
Cable TV Services	61103	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES/LLP

A. Holding Companies

Nil

B. Subsidiary Companies/LLP

S. No	Name and Address of the Company	% of Shares held	Applicable Section
1.	Siti Vision Digital Media Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U64201DL2006PTC149333	51.00	2(87) (ii)
2.	Siti Jind Digital Media Communications Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U72200DL2010PTC210107	57.50 ¹	2(87) (ii)
3.	Siti Jai Maa Durgee Communications Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U64200DL2011PTC224429	51.00	2(87) (ii)
4.	Siti Krishna Digital Media Private Limited G-366, Preet Vihar, Delhi - 110092. U74140DL2011PTC220702	51.00	2(87) (ii)
5.	Siti Guntur Digital Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64204DL2012PTC240121	74.00	2(87) (ii)
6.	Siti Jony Digital Cable Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64204DL2012PTC242214	51.00	2(87) (ii)
7.	Siti Faction Digital Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2012PTC244184	51.00	2(87) (ii)

¹ Include 6.50% held by Siticable Broadband South Limited

8.	Siti Maurya Cable Net Private Limited ² Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U93000WB2012PTC184542	50.10	2(87) (ii)
9.	Master Channel Community Network Private Limited ³ Flat No: T4 & T5, 3rd Floor Vijaya Apartments, Mogulrajpuram, Vijayawada, Andhra Pradesh 520010 U72200AP1994PTC017527	66.00	2(87) (ii)
10.	Siti Global Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC264632	51.00	2(87) (ii)
11.	Wire and Wireless Tisai Satellite Limited Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, Pandurang, Budhkar Marg, Worli, Mumbai-400013 U72400MH2007PLC171233	51.00	2(87) (ii)
12.	Central Bombay Cable Network Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U72100DL1999PLC102012	100.00	2(87) (ii)
13.	Siticable Broadband South Limited United Mansions, 4th Floor, No.39, M.G. Road, Bangalore, Karnataka – 560001 U64202KA2001PLC028970	100.00	2(87) (ii)
14.	Siti Broadband Services Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64100DL2014PTC267911	100.00	2(87) (ii)
15.	Indian Cable Net Company Limited Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U92132WB1995PLC075754	60.02	2(87) (ii)
16.	Siti Karnal Digital Media Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC269230	51.00	2(87) (ii)
17.	Siti Siri Digital Network Private Limited 32.2/1-1A, Ratnamamba Street, Mogalrajpuram Vijayawada, Andhra Pradesh-520010 U93000AP2013PTC088687	51.00	2(87) (ii)
18.	Indinet Service Private Limited ⁴ Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U74900WB2015PTC207490	60.02	2(87) (ii)
19.	Siti Prime Uttaranchal Communication Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC269035	51.00	2(87) (ii)
20.	Siti Sagar Digital Cable Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64203DL2014PTC269185	51.00	2(87) (ii)
21.	Siti Godaari Digital Services Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2015PTC280428 (The Registrar of Companies, Delhi, has struck off from the register of companies, the name of Siti Godaari Digital Services Private Limited, wholly owned subsidiary company of the Company (wherein 49% Equity Shares were held through Variety Entertainment Pvt. Ltd.), on November 20, 2019 and the said subsidiary company stand dissolved.)	100.00 ⁵	2(87) (ii)
22.	Variety Entertainment Private Limited 6-2-935/2, Savithri Nilayam, Khairathabad, Hyderabad 500004 U92132TG1998PTC029754	100.00	2(87) (ii)
23.	Siti Saistar Digital Media Private Limited 1,2,3/J Classic Apartment Opp. Akota Garden, Radha Krishna Circle, Akota, Vadodara, Gujarat- 390015. U64204GJ2013PTC073773	51.00	2(87) (ii)

² Subsidiary of Indian Cable Net Company Limited

³ Subsidiary of Central Bombay Cable Network Limited

⁴ Wholly owned subsidiary company of Indian Cable Net Company Limited

⁵ Include 49% held by Variety Entertainment Private Limited.

24.	Siti Networks India LLP B-10 Lawrence Road, Industrial Area, New Delhi – 110035 AAM-5733	100.00	2(87) (ii)
25.	Voice Snap Services Private Limited ⁶ No 2/7 Rajambal street T Nagar, Chennai, Tamil Nadu 600017 U72900TN2012PTC087975	40.00	2(6)
26.	C & S Medianet Private Limited B-10 Lawrence Road, Industrial Area, New Delhi – 110035 U74999DL2016PTC299125	48.00	2(6)
27.	Paramount Digital Media Services Private Limited ⁷ G-01, Pragati Deep, Laxmi Nagar Distt Center, Delhi East, Delhi - 110092	50.00	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. April 1, 2019				No. of Shares held at the end of the year i.e. March 31, 2020			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters & Promoter Group								
(1) Indian								
(a) Individual/HUF	0	0	0	0	0	0	0	0
(b) Bodies Corp.	529,559,320	0	529,559,320	60.73	529,559,320	0	529,559,320	60.73
Sub-total (A) (1):-	529,559,320	0	529,559,320	60.73	529,559,320	0	529,559,320	60.73
(2) Foreign								
(a) Bodies Corporates	43,166,665	0	43,166,665	4.95	43,166,665	0	43,166,665	4.95
Sub-Total (A) (2)	43,166,665	0	43,166,665	4.95	43,166,665	0	43,166,665	4.95
Total Shareholding of Promoter (A) =(A)(1)+(A)(2)	572,725,985	0	572,725,985	65.68	572,725,985	0	572,725,985	65.68
B. Public Shareholding								
1. Institutions								
(a) Mutual Funds	34,255,317	500	34,255,817	3.93	34,255,317	500	34,255,817	3.93
(b) Banks / FI	28,055	0	28,055	0.00	19,740	0	19,740	0.00
(c) FIIs	105,288,545	5500	105,294,045	12.07	103,275,136	5,500	103,280,636	11.84
Sub-total (B)(1)	139,571,917	6000	139,577,917	16.01	137,550,193	6,000	137,556,193	15.77
2. Non-Institutions								
(a) Bodies Corporate	61,719,375	0	61,719,375	7.08	58,924,781	0	58,924,781	6.76
(b) Individuals								
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakhs.	39,009,004	162,238	39,171,242	4.49	44,882,419	159,530	45,041,949	5.17

⁶ Held through Variety Entertainment Private Limited

⁷ Held through Variety Entertainment Private Limited

(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs.	44,834,257	0	44,834,257	5.14	45,533,405	0	45,533,405	5.22
NBFCs registered with RBI	147,158	0	147,158	0.02	87,450	0	87,450	0.01
(c) Others (specify)								
Foreign Bodies	1	0	1	0.00	1	0	1	0.00
NRI	7,217,312	183,202	7,400,514	0.85	7,557,046	171,202	7,728,248	0.89
Overseas Corporate Bodies	75	0	75	0.00	75	0	75	0.00
Trust	4,532	0	4,532	0.00	682	0	682	0.00
Foreign National	300	0	300	0.00	300	0	300	0.00
Clearing Members	2,334,390	0	2,334,390	0.27	657,960	0	657,960	0.08
HUF	4,138,102	0	4,138,102	0.47	3,796,769	0	3,796,769	0.44
Sub-total (B)(2)	159,404,506	345,440	159,749,946	18.32	161,440,888	330,732	161,771,670	18.55
Total Public Shareholding (B)=(B)(1)+(B)(2)	298,976,423	351,440	299,327,863	34.32	298,991,081	336,732	299,327,863	34.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00
Grand Total (A+B+C)	871,702,408	351,440	872,053,848	100.00	871,717,066	336,732	872,053,848	100.00

(ii) Promoter & Promoter Group

Sl. No.	Shareholder Name	Shareholding at the beginning of the year i.e. April 1, 2019			Shareholding at the end of the year i.e. March 31, 2020			
		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	% change in shareholding during the year
1.	Direct Media Solutions LLP (formerly known as Direct Media Solutions Private Ltd)	121,000,000	13.88	12.74	121,000,000	13.88	12.74	0.00
2.	Essel Media Ventures Limited	43,166,665	4.95	0.00	43,166,665	4.95	0.00	0.00
3.	Essel International Limited	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4.	Digital Satellite Holdings Private Limited	151,045,816	17.32	17.31	151,045,816	17.32	17.31	0.00
5.	Bioscope Cinemas Private Limited	112,008,946	12.84	12.84	112,008,946	12.84	12.84	0.00
6.	Direct Media And Cable Private Limited	85,714,285	9.83	9.83	85,714,285	9.83	9.83	0.00
7.	Digital Satellite Media & Broadband Private Limited	40,790,273	4.68	4.68	40,790,273	4.68	4.68	0.00
8.	Arrow Media and Broadband Private Ltd	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9.	Manaaska Fashions LLP	19,000,000	2.18	2.17	19,000,000	2.18	2.18	0.00
	Total	572,725,985	65.68	90.71	572,725,985	65.68	90.71	-

(iii) Change in Promoter Shareholding:-

Sl. No.	Particular	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		i.e. April 1, 2019		i.e. March 31, 2020	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company

There is no change in promoter shareholding during the year

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

Particulars	Shareholding at the beginning of the year		Shareholding at the beginning of the year	
	i.e. April 1, 2019		i.e. March 31, 2020	
	No. of shares	% of Equity Capital	No. of shares	% of Equity Capital
Morgan Stanley Asia (Singapore) Pte.	33,469,111	3.84	56,393,310	6.47
HDFC Trustee Company Limited- HDFC Capital Builder Value Fund	34,255,317	3.93	34,255,317	3.93
Pricomm Media Distribution Ventures Pvt Ltd	25,894,000	2.97	18,235,000	2.09
Moon capital trading Pte. Ltd.	12,558,282	1.44	12,558,282	1.44
Citigroup Global Markets Mauritius Private Limited	12,406,953	1.42	12,365,357	1.42
Polus Global Fund	11,925,000	1.37	11,925,000	1.37
JSGG Infra Developers LLP	10,638,298	1.22	10,638,298	1.22
Rushabh Vinod Sheth	1,300,000	0.15	7,320,000	0.84
Copthall Mauritius Investment Limited	6,446,624	0.74	6,446,624	0.74
OHM Stock Broker Private Limited	0	0.00	5,200,000	0.60

Note :

- The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/ decrease in shareholding is not indicated.
- Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure.

**(v) Shareholding of Directors and Key Managerial Personnel :-
Shareholding of Director-**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		i.e. April 1, 2019		i.e. March 31, 2020	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company
1.	Ms. Kavita Kapahi *(Director)				
	At the beginning of the Year	50	0.00	50	0.00

Date wise increase / decrease in Director	0	0.00	50	0.00
Shareholding during the year (reason)				
At the End of the Year	50	0.00	50	0.00

2. Mr. Amitabh Kumar *(Director)

At the beginning of the Year	0	0.00	0	0.00
Date wise increase / decrease in Director	0	0.00	1,000	0.00
Shareholding during the year (reason)				
At the End of the Year	0	0.00	1,000	0.00

**Except Ms. Kavita Kapahi and Mr. Amitabh Kumar, none of the Director holds any share in the Company.*

Shareholding of Key Managerial Personnel:- NIL

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company
	At the beginning of the Year	0	0.00	0	0.00
	Date wise increase / decrease in Director	0	0.00	0	0.00
	Shareholding during the year (reason)				
	At the End of the Year	0	0.00	0	0.00

(vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Rs.in million)
				Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,879.40			
ii) Interest due but not paid				
iii) Interest accrued but not due	135.06			
Total (i+ii+iii)	12,014.46			
Change in Indebtedness during the financial year				
Addition	--			
Reduction	(2,253.81)			
Net Change	(2,253.81)			
Indebtedness at the end of the financial year				
i) Principal Amount	9,625.59			
ii) Interest due but not paid				

iii) Interest accrued but not due	641.70
Total (i+ii+iii)	10,267.29

(vii) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Executive Director and Manager:

Sl. No.	Particulars of Remuneration	Mr. Suresh Arora* (Whole Time Director)	(Rs. in million)	
			Total Amount	
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.81		0.81
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission as % of profit	-		-
5.	Others, please specify	-		-
	Total (A)	0.81		0.81

* Mr. Suresh Arora, was appointed as an Additional Director in the category of Non-Executive Non-Independent Director w.e.f. March 29, 2019 and subsequently, as as Whole Time Director of the Company w.e.f. June 14, 2019.

The Shareholders of the Company at the 13th Annual General Meeting of the Company held on September 28, 2019, had approved the appointment and payment of remuneration to Mr.Suresh Arora, Whole Time Director. As the Company has default in payment of dues to Banks, therefore, approval of the Banks is also required for payment of remuneration to Mr.Suresh Arora. The Company has requested to concerned Banks seeking their approval in this regard. Based on the information of the Management, the Board is of the view that the concerned Banks would grant their approvals in this regard.

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration						(Rs. in millions)	
		Prof. Sunil Kumar Maheshwari	Ms. Kavita Kapahi	Mr.Bhanu Pratap Singh	Mr.Deepak Mittal	Mr.Suresh Arora	Total Amount	
1	Fee for attending board / committee meetings	0.26	0.40	0.32	0.12	0.08*	1.18	
	Commission	0	0	0	0	0	0	
	Others, please specify	0	0	0	0	0	0	
	Total (1)	0.26	0.40	0.32	0.12	0.08	1.18	
2	Other Non-Executive Directors							
	Fee for attending board / committee meetings	0	0	0	0	0	0	
	Commission	0	0	0	0	0	0	
	Others, please specify	0	0	0	0	0	0	
	Total (2)	0	0	0	0	0	0	
	Total (B)=(1+2)	0.26	0.40	0.32	0.12	0.08	1.18	
	Total Managerial Remuneration	0.26	0.40	0.32	0.12	0.08	1.18	

Overall Ceiling as per the Act :- As per Section 197(5) of the Companies Act, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company may pay sitting fee up to Rs. 1 Lakh per meeting of the Board or Committee thereof

*Details of sitting fee paid to Mr. Suresh Arora pertains to period prior to his appointment as Whole Time Director of the Company w.e.f. June 14, 2019

C. Remuneration to the Key Managerial Personnel other than Managing Director/Manager/ Whole Time Director

Sl. No.	Particulars of Remuneration				<i>(Rs.in million)</i>
		Mr. Anil Kumar Malhotra (Chief Executive Officer)	Mr. Sanjay Berry (Chief Finance Officer)	Mr. Suresh Kumar (Company Secretary)	Total
1	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.37	12.88	3.13	22.38
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profits	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	6.37	12.88	3.13	22.38

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

BSE Ltd. and National Stock Exchange of India Limited vide their letter dated February 3, 2020 have separately imposed a fine of Rs.5,31,000/- (Rupees Five Lakh Thirty One Thousand Only), inclusive of GST at applicable rates, for delay in compliance of Regulation 17(1)(c) of the SEBI Listing Regulations.

For and on behalf of the Board

Suresh Arora
Whole Time Director
DIN 00299232
Delhi, September 4, 2020

Amitabh Kumar
Non-Executive Director
DIN 00222260
Noida, September 4, 2020