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Notice

Notice is hereby given that the 18th Annual General Meeting (AGM) of the Equity Shareholders of SITI Networks Limited will be held on Thursday the 26th day of December, 2024 at 3:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS), on a standalone and consolidated basis, for the financial year ended March 31, 2024, including the Balance Sheet as at March 31, 2024, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To re-appoint Ms. Kavita Kapahi (DIN 02330706), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To consider, with or without modification(s), the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Audit Fee of Rs. 50,000/- (Rupees Fifty Thousand Only), with addition of applicable taxes and reimbursement of out of expenses, payable to M/s. Nitin Khandelwal & Co., Cost Accountants (Firm’s Registration No. 004555) towards Cost Audit for the financial year 2023-24 be and is hereby confirmed, ratified and approved.”

4. **To consider, with or without modification(s), the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules made thereunder read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shilpi Asthana (DIN 08465502), who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds the office of Independent Director of the Company until December 26, 2024, and being eligible offered herself for re-appointment, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation, for a period of three years commencing December 27, 2024 until December 26, 2027.”



5. **To consider, with or without modification(s), the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Audit Fee of Rs. 50,000/- (Rupees Fifty Thousand Only), with addition of applicable taxes and reimbursement of out of expenses, payable to M/s. Nitin Khandelwal & Co., Cost Accountants (Firm’s Registration No. 004555) towards Cost Audit for the financial year 2024-25 be and is hereby confirmed, ratified and approved.”

For and on behalf of Mr.Rohit Mehra
Resolution Professional of Siti Networks Limited
IP Registration No: IBBI/IPA-001/IP-P00799/2017-2018/11374

Suresh Kumar
Company Secretary

Noida, December 2, 2024

Corporate Office:

FC – 19 & 20, U.G. Floor, Sector 16A,
Film City, Noida – 201301, U.P.

Registered Office:

Unit No. 38, 1st Floor,
A Wing, Madhu Industrial Estate,
Pandurang Budhkar Marg, Worli,
Mumbai-400013
CIN: L64200MH2006PLC160733
e-mail: csandlegal@siti.esselgroup.com

NOTES:

- Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2023 (hereinafter collectively referred as “SEBI Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the 18th AGM of the Company is being held through VC/OAVM. Accordingly, the members can attend and participate in the 18th AGM through VC/OAVM.



2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 (“the Act”), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The members of the Company under the category of Institutional Investors are encouraged to attend and vote at the 18th AGM through VC/OAVM. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) intending to authorise their representatives to participate and vote at the 18th AGM are requested to send a certified copy of (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to amitagcs@gmail.com with a copy marked to csandlegal@siti.esselgroup.com.
4. Members who wish to obtain information on Financial Statements for the financial year ended March 31, 2024 and operations of the Company, if any, may send their queries at least seven days in advance of the AGM to the Company Secretary at the registered office of the Company or at e-mail id csandlegal@siti.esselgroup.com.
5. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 18th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.
6. In line with the MCA Circulars and SEBI Circulars, the Notice calling the 18th AGM has been uploaded on the website of the Company at www.sitinetworks.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the 18th AGM) i.e. www.evotingindia.com.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and Certificate of Secretarial Auditor M/s Amit Agarwal & Associates, Company Secretaries, issued under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the 18th AGM.
8. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulation and MCA Circulars and SEBI Circulars including Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI on December 9, 2020 and Secretarial Standard -2 issued by ICSI, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 18th AGM. For this purpose, the Company has made arrangement with Central Depository Services (India)



Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
11. The members are requested to notify immediately about any change in their address/e-mail address / bank details to their Depository Participant (DP) in respect of their shareholding in demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (hereinafter referred to as "Link Intime") at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083. Shareholders holding Equity Shares of the Company in physical form may register their e-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) through "SWAYAM" - Self-Service Portal for the Shareholders, which can be accessed at weblink https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. 'SWAYAM' is a secure, user-friendly web-based application, developed by Link Intime in compliance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, that empowers shareholders to effortlessly access various services.

12. Registration of e-mail id for Shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., through its "SWAYAM" - Self-Service Portal for the Shareholders, which can be accessed at weblink https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html.

13. For Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

14. Registration of Bank Details for physical Shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt. Ltd., through its "SWAYAM" - Self-Service Portal for the Shareholders,



which can be accessed at weblink https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important that the Shareholder to submit the request letter duly signed.

Link intime will verify the documents and will only take on records for all valid cases.

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM provided the votes are not already cast through remote e-voting.
16. In all correspondences with the Company, Members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID No(s).

E-Voting

17. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of the SEBI Listing Regulations and MCA Circulars and SEBI Circulars including Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI on December 9, 2020 and Secretarial Standard -2 issued by ICSI, the Company is pleased to provide Members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) and e-voting during the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this Notice.
18. The remote e-voting period for all items of business contained in this Notice shall commence from December 21, 2024 (Saturday) at 9.00 a.m. and will end on December 25, 2024 (Wednesday) at 5.00 p.m. During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date of December 19, 2024 (Thursday) 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 any Member, he/she shall not be allowed to change it subsequently.
19. The facility for voting by way of e-voting shall also be made available at the meeting and Members as on cut-off date i.e. December 19, 2024 (Thursday) attending the meeting and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting.
20. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
21. The voting rights of Members for remote e-voting prior to the meeting or by way of e-voting at the meeting shall be in proportion to their Equity Shareholding in the paid-up equity share capital of the Company as on the cut-off date of December 19, 2024 (Thursday).



22. At the AGM, the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of e-voting by all those Members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
23. The Company has appointed M/s Amit Agarwal & Associates, Practicing Company Secretary (having Registration No. I2001DE191600) as a Scrutiniser to scrutinise the remote e-voting and e-voting process at AGM in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of AGM. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company www.sitinetworks.com, besides communicating to the stock exchanges on which the shares of the Company are listed. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.

24. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 21 day of December, 2024 at 9:00 a.m. and ends on Wednesday, 25 day of December, 2024 at 5:00 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 of December 19, 2024 (Thursday) 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat

accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdslindia.com and click on login icon and My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use

	the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that 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.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; csandlegal@siti.esselgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 18TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the 18th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 18th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at csandlegal@siti.esselgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at csandlegal@siti.esselgroup.com. These queries will be replied to by the Company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 18th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the 18th AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 18th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

26. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to **Company/RTA e-mail id**.
2. For Demat shareholders - Please update your e-mail id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.e-voting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item Nos. 3

The Resolution Professional of the Company, pursuant to the power of Board of Directors of the Company and its Committees exercised by him pursuant to Section 17(1)(b) of the Insolvency and Bankruptcy Code, 2016, had appointed M/s. Nitin Khandelwal & Co., Cost Accountants (Firm's Registration No. 004555), as Cost Auditor to audit the cost records of the Company for financial year 2023-24, at the remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) with addition of applicable taxes and reimbursement of out of pocket expenses, subject however, to the approval of the Shareholders.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, approval/ratification of Shareholders is being sought for payment of remuneration to the Cost Auditor for financial year 2023-24.

Therefore, the ordinary resolution as set out in Item No. 3 of this Notice is placed for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in resolution as set out in Item No.3 of this Notice.

Item No. 4

The Shareholders of the Company in 16th Annual General Meeting of the Company had appointed Ms.Shilpi Asthana (DIN 08465502) as Independent Director of the Company not liable to retire by rotation, for the period of three years from December 27, 2021 until December 26, 2024.

Ms. Shilpi Asthana, being eligible, offered herself for re-appointment for the second term in terms of Section 149 read with Section 152 of the Companies Act, 2013.

The Company has received all statutory disclosures / declarations from Ms. Shilpi Asthana, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013.

Therefore, the special resolution as set out in Item No. 4 of this Notice for re-appointment of Ms.Shilpi Asthana for the second term, is placed for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. Shilpi Asthana (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution as set out in Item No. 4 of this Notice.



Item Nos. 5

The Resolution Professional of the Company, pursuant to the power of Board of Directors of the Company and its Committees exercised by him pursuant to Section 17(1)(b) of the Insolvency and Bankruptcy Code, 2016, had appointed M/s. Nitin Khandelwal & Co., Cost Accountants (Firm's Registration No. 004555), as Cost Auditor to audit the cost records of the Company for financial year 2024-25, at the remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) with addition of applicable taxes and reimbursement of out of pocket expenses, subject however, to the approval of the Shareholders.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, approval/ratification of Shareholders is being sought for payment of remuneration to the Cost Auditor for financial year 2024-25.

Therefore, the ordinary resolution as set out in Item No. 5 of this Notice is placed for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in resolution as set out in Item No.5 of this Notice.

For and on behalf of Mr.Rohit Mehra
Resolution Professional of Siti Networks Limited
IP Registration No: IBBI/IPA-001/IP-P00799/2017-2018/11374

Noida, December 2, 2024

Suresh Kumar
Company Secretary

Corporate Office:

FC – 19 & 20, U.G. Floor, Sector 16A,
Film City, Noida – 201301, U.P.

Registered Office:

Unit No. 38, 1st Floor,
A Wing, Madhu Industrial Estate,
Pandurang Budhkar Marg, Worli,
Mumbai-400013
CIN: L64200MH2006PLC160733
e-mail: csandlegal@siti.esselgroup.com



Addition Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards

Ms. Kavita Kapahi

Brief Profile:

An entrepreneur in the security and surveillance industry, Ms. Kapahi (DIN 02330706) is a Commerce Graduate from Bombay University. With a strong zeal for welfare work for the disadvantaged sections of the society, she has, over the past five years, been involved in grooming differently abled children and young adults and empowering them with employment skills. She is also aiding various charitable organizations engaged in education among the marginalized, who otherwise would remain deprived of basic education.

Nature of expertise in specific function: Diverse skills and capabilities of Leadership, Board Service and Governance, Strategic Planning, Risk Management and Sustainability.

Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not related to any Directors/Key Managerial Personnel of the Company.

Listed entities (including Siti Networks Limited) in which Ms. Kavita Kapahi holds Directorship and committee membership:

As per SEBI Listing Regulations an Independent Director may hold Directorship in seven listed companies. Ms. Kavita Kapahi holds Directorship in two listed companies including Siti Networks Limited.

The details of Directorships/Committee Memberships in listed companies are as follows:

Directorships	Committee Memberships	Committee Chairmanships
Siti Networks Limited	Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee	Corporate Social Responsibility Committee and Stakeholders Relationship Committee
Shirpur Gold Refinery Limited	Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee	Corporate Social Responsibility Committee

Listed entities from which Ms. Kavita Kapahi has resigned in past three years: Nil

Shareholding in Company: Nil

Key terms and condition of appointment: As per the resolution at item No. 2 of this Notice.



Ms. Shilpi Asthana

Brief Profile :

Ms. Shilpi Asthana (DIN 08465502), a Commerce graduate from Delhi University, MBA from Sikkim Manipal University and Diploma in Industrial Relations and Labor Law from Symbiosis, Pune, is a Professional with experience in various facets of HR function including Manpower Planning, Industrial relations, People Management etc. During around a decade of work experience, Ms. Asthana was associated with reputed Companies in Real Estate, Infrastructure & Project Engineering industry.

Nature of expertise in specific function: Diverse skills and capabilities of Leadership, Board Service and Governance, Strategic Planning, Risk Management and Sustainability.

Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not related to any Directors/Key Managerial Personnel of the Company.

Listed entities (including Siti Networks Limited) in which Ms. Shilpi Asthana holds Directorship and committee membership:

As per SEBI Listing Regulations an Independent Director may hold Directorship in seven listed companies. Ms. Shilpi Asthana holds Directorship in two listed companies including Siti Networks Limited.

The details of Directorships/Committee Memberships in listed companies are as follows:

Directorships	Committee Memberships	Committee Chairmanships
Siti Networks Limited	Audit Committee and Nomination and Remuneration Committee	Nil
Diligent Media Corporation Limited	Audit Committee and Nomination and Remuneration Committee	Audit Committee

Listed entities from which Mr. Shilpi Asthana has resigned in past three years: Nil

Shareholding in Company : Nil

Skill Capabilities: Diverse skills and capabilities of Leadership, Board Service and Governance, Strategic Planning, Technology Leadership, Risk Management and Sustainability.

Key terms and condition of appointment: As per the resolution at item No.4 of this Notice.



REPORT TO THE SHAREHOLDERS

To,

The Members,

The Resolution Professional of Siti Networks Limited (“the Company”), appointed under the provisions of Insolvency and Bankruptcy Code, 2016 (“I & B Code”), presents the 18th Annual Report of your Company, together with the Audited Financial Statements (Standalone and Consolidated), prepared as per Indian Accounting Standards (Ind-AS) as prescribed under Section 134 of the Companies Act, 2013 (“Act”) and the Auditor’s Report for the Financial Year ended March 31, 2024, which includes the Report of the Shareholders.

Corporate Insolvency Resolution Process (CIRP) of SITI

Pursuant to the order dated February 22, 2023 passed by the Hon’ble National Company Law Tribunal, Mumbai (“NCLT”):

- (i) The Company has been admitted into the Corporate Insolvency Resolution Process (“CIRP”) under the provisions of the I & B Code;
- (ii) Mr. Rohit Mehra, Insolvency Professional (Insolvency Professional Registration No. IBBI/IPA-001/IP-P00799/2017-218/11374) has been appointed as the Interim Resolution Professional to carry out the functions as mentioned under the I & B Code. Later on, the Committee of Creditors in its first meeting held on September 1, 2023 confirmed the appointment of Mr. Rohit Mehra as the Resolution Professional (hereinafter referred to as “RP”) of the Company.
- (iii) The management of the Company was suspended and vested in the IRP/ RP.

Subsequently, the Hon’ble National Company Law Appellate Tribunal, New Delhi (“NCLAT”) vide its order dated March 7, 2023, on an appeal filed by Ms. Shilpi Asthana, Independent Director (power suspended), stayed the operation of Hon’ble NCLT order dated February 22, 2023, which later on vide its order dated August 10, 2023, dismissed the said appeal and set aside the stay order dated March 7, 2023. The IRP received a copy of the order dated August 10, 2023 passed by the Hon’ble NCLAT on August 14, 2023 (by downloading it from the website of the Hon’ble NCLAT) and tookover the control of management of the Company on August 16, 2023 (August 15, 2023 being a national holiday on account of Independence Day).

The management and control of Siti was vested in its Board of Directors from 7 March 2023 till 16 August 2023.

Approval of the Financial Statements 2023-24 and the Report of the Shareholders

As the power of the Board of Directors have been suspended, the financial statements have not been approved by the Board of Directors. However, the same has been approved and signed by RP & signed by the Chief Executive Officer and the Company Secretary of the Company. The position of Chief Financial Officer (CFO) had become vacant pursuant to the resignation of former CFO since September 15, 2023.

The RP, in view of having entrusted with the management of the affairs of the Company, is submitting this Report in compliance with the provisions of the Companies Act, 2013, the rules framed thereunder (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Financial Highlights

The financial performance of your Company for the year ended March 31, 2024 is summarised below:

(Rs. in million)

Particular	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	4,332.24	5,311.51	12,910.91	13,453.49
Other Income	142.55	196.58	285.84	346.84
Total Income	4,474.79	5,508.09	13196.75	13,800.33
Total Expenses	4,594.00	5,197.37	12,615.28	12,260.59
EBIDTA	(119.21)	310.72	581.45	1,539.74
Less : Finance cost	742.29	1,063.03	816.20	1,154.71
Less : Depreciation	1,268.55	1,890.32	2,576.00	3,443.79
Profit/(Loss) before share of profit/(loss) of associates and joint ventures, exceptional item and tax	(2,130.04)	(2,642.63)	(2,810.74)	(3,058.76)
Share of profit/(loss) of associates and joint ventures	0.00	0.00	(4.53)	(3.97)
Profit/(Loss) before exceptional item and tax	(2,130.04)	(2,642.63)	(2,815.28)	(3,062.73)
Exceptional items	(624.67)	346.20	(696.84)	80.51
Profit /(Loss) before tax & after exceptional items	(1,505.37)	(2,988.83)	(2,118.42)	(3,143.24)
Provision for taxation (net)	0.00	0.00	(67.82)	11.16
Profit/(Loss) after tax & exceptional items	(1,505.37)	(2,988.83)	(2,050.62)	(3,154.40)
Remeasurement of defined benefit liability	2.90	2.19	5.53	8.79
Total comprehensive profit/(loss) for the period	(1,502.47)	(2,986.64)	(2,045.08)	(3,145.61)

Business Overview

Offering the convenience and flexibility of on-demand viewing, streaming services continued to impact Cable TV services, especially concerning shifts in consumer purchasing patterns of TV models in FY 2023-24. The government’s initiatives to strengthen digital infrastructure further accelerated the rapid adoption of OTT platforms and increased internet usage among consumers. As OTT platforms thrive and smart TV features become mainstream, viewers increasingly opted for televisions with advanced capabilities in FY 2023-24. Additionally, the growth of free-to-air channels allowed them to stream a diverse range of movies and shows without relying on cable or broadcast

television. The reach of connected TVs in the fiscal year exceeded that of any single pay platform in India, with a substantial portion connected to the internet weekly.

The shift towards connected TVs and the rise of alternative entertainment and digital platforms contributed to a drop in active paid subscriptions, notably in cables and DTH connections and a decrease in the overall pay TV market. However, free TV subscriptions remained appealing, particularly among Hindi speaking audiences, supported by affordable television sets and economic growth.

Amidst this growing influence of OTT services and alternative entertainment channels, Local Cable Operators (LCOs) continued to support consumers, by ensuring seamless connectivity. Although there was a recovery in some household incomes during the fiscal, many families opted to reduce spending on essentials, leading to downgrades in TV packages or the deactivation of TV connections.

As India's per capita income continues to rise alongside favourable domestic conditions, the Indian Media & Entertainment sector is poised for growth, with digital media expected to outpace traditional television. Increased adoption of connected TVs is anticipated as wired broadband and 5G connections expand. In this evolving landscape, cable TV is projected to remain the largest content distributor for large screens. The shift in customer preferences underscores the necessity for companies to redesign their portfolios and diversify offerings to meet the needs of a varied audience.

Directors & Key Managerial Personnel

As the Company is undergoing CIRP, therefore, pursuant to sub-regulations (2A) and (2B) of Regulation 15 of SEBI Listing Regulations, during the CIRP period the Company is fully exempt from the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI Listing Regulations, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors and its Committees including Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee. However, the proviso to sub-regulations (2A) and (2B) provides that role and responsibilities of the Board of Directors and its Committees as specified under Regulations 17, 18, 19, 20 and 21 shall be fulfilled by the interim resolution professional or resolution professional in accordance with sections 17 and 23 of the I & B Code.

Due to undergoing CIRP, the Board of Directors continues to remain suspended. However, the suspended Board comprises of four (4) Directors (power suspended) including one (1) Independent Director (power suspended), two (2) Non-Executive Non-Independent Directors (power suspended) and one (1) Executive Director (power suspended). Independent Director (power suspended) provided declaration(s) both at the time of appointment and annually confirming that they meet the criteria of Independence as prescribed under the Act and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). During the financial year 2023-24, the suspended Board met one (1) time i.e. when the operation of the order dated February 22, 2023 was stayed by Hon'ble NCLAT, details of which are available in the Corporate Governance Report annexed to this report.

As per Section 152 of the Act, Ms. Kavita Anand Kapahi (DIN 02330706) will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

The first term of appointment of Ms. Shilpi Asthana (DIN 08465502) as an Independent Director will expire on December 26, 2024. However, Ms. Shilpi Asthana, being eligible, has offered herself for re-appointment as per Section 149 of the Act. Pursuant to Sections 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, the Shareholders of the Company at the 16th Annual General Meeting of the Company held on September 12, 2022, had approved the appointment of Ms. Shilpi Asthana, as Independent Director, not liable to retire by rotation, for the period of three years commencing December 27, 2021.

During the period under review, Mr. Vikram Singh Panwar, who was appointed as CFO of the Company on the basis of recommendations of Audit Committee and Nomination & Remuneration Committee w.e.f. April 15, 2023 by the Board, had resigned as CFO w.e.f. September 15, 2023.

In compliance with the requirements of Section 203 of the Act, Mr. Suresh Arora, Whole-Time Director (powers suspended), Mr. Yogesh Sharma, Chief Executive Officer and Mr. Suresh Kumar, Company Secretary of the Company are Key Managerial Personnel of the Company.

Board Committees

The Company is undergoing CIRP, therefore, the Board constituted Committees remain suspended during the period under review. However, in compliance with the requirements of Act and SEBI Listing Regulations, the suspended Board, before the initiation of CIRP, had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. www.sitinetworks.com.

Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

Board Evaluation

As the Company is undergoing CIRP, the powers of the Board of Directors remain suspended. The affairs of the Company were being conducted by RP from 16 August 2023 till 31 March 2024 during the financial year under review.

Consequently, no meeting of Independent Directors was held during the financial year 2023-24 for such evaluation. However, the Board of Directors in its meeting held on May 30, 2023 (i.e. during the period of stay of operation of Hon'ble NCLT order dated February 22, 2023) evaluated the performance of the Independent Directors.

Auditors and Audit Report

Statutory Auditors

Pursuant to Section 139 of the Act and the Rules made thereunder, the Statutory Auditors of the Company, M/s DNS & Associates, Chartered Accountants, Gurugram having Firm's Registration No.



006956C, were appointed by the Members at 14th Annual General Meeting of the Company to hold office until the conclusion of the 19th Annual General Meeting scheduled to be held in the calendar year 2025.

Audit Report

The Audit Report on the financial statement (Standalone and Consolidated) for the financial year 2023-24, contains the modified opinion (disclaimer of opinion) of the statutory auditor of the Company. In terms of Section 134(3)(f) read with Listing Regulations, explanation or comments by the Board on every disclaimers made by the Auditor in its report, are enclosed herewith as Annexure - I.

Secretarial Auditors

M/s Amit Agrawal & Associates, Company Secretaries in Whole Time Practice, having Firm Registration No. P2001DE091000, were appointed as Secretarial Auditors of the Company for the financial year 2023-24 pursuant to Section 204 of the Act. The Secretarial Audit Report of the Company submitted by the Secretarial Auditor, along with the Secretarial Audit Report of all material subsidiary companies of the Company, in the prescribed form MR-3, are collectively annexed to this report as Annexure – II and forms part thereof.

The reports of Secretarial Auditor(s) forming part of this report do not contain any qualification, reservation or adverse remark(s).

Further, pursuant to Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/ CMD1/27/2019 dated February 8, 2019, an Annual Secretarial Compliance Report issued by the Secretarial Auditor of the Company confirming that the Company had complied with all applicable SEBI Regulations, Circulars and Guidelines, which has been filed with Stock Exchanges, is annexed to this report as Annexure - III.

Cost Auditors

In compliance with the requirement of Section 148 of the Act, read with Companies (Cost Records and Audit) Rules, 2014, as amended, M/s. N Khandelwal & Co., Cost Accountants (Firm's Registration No. 004555), has been appointed to carry out the audit of the cost records of the Company during the financial year 2023-24. Requisite proposal seeking ratification/approval of remuneration payable to the Cost Auditor for the financial years 2023-24 and 2024-25 by the Members as per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, forms part of Notice of the 18th Annual General Meeting.

The Company has maintained cost accounts and records in accordance with the provisions of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, based on the internal finance controls, work performed by the statutory auditor, cost auditors and external agencies, the reviews performed by the management and with the concurrence of the RP, that for the year ended 31st March, 2024, the confirmation is

hereby given for the Company having:

- (i) followed in the preparation of the annual accounts, the applicable accounting standards with proper explanation relating to material departures;
- (ii) 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 and of the profit and loss of the Company for that period;
- (iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) prepared the annual accounts on a going concern basis;
- (v) laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate, operating effectively and the same are being strengthened on continuous basis from time to time.

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company. Based on the internal financial control framework and compliance systems established in the Company, the work performed by the Statutory, Internal, Secretarial Auditors and reviews performed by the Management and the RP, the RP is of the opinion that the Company's internal financial controls were adequate and working effectively during financial year 2023-24.

Subsidiaries & Joint Ventures

As on March 31, 2024, your Company has 24 nos. of subsidiary companies, 2 associate companies and 1 wholly owned Limited Liability Partnership.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries and associate company(ies) in Form AOC-1 is annexed to this report as Annexure – IV and forms part thereof.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company www.sitinetworks.com. These documents will also be available for inspection during business hours on all working days (except Saturday) at the Registered Office of the Company.

Deposits

During the year under review, your Company has not accepted or invited any deposits as defined

under Section 2(31) read with Chapter V of the Act and Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

Dividend

No dividend is recommended for the year under review.

Transfer to Reserves

The Company has not transferred any amount to reserves in view of losses during the year under review.

Employee Stock Option Scheme

In pursuance of Employees Stock Option Scheme of the Company (SITI ESOP 2015), your Company had granted 4,663,500 options to eligible employees on September 3, 2015, which were vested to the eligible employees up to the financial year 2018-19. All such granted options, which were not exercised by the eligible employees, have been expired during the financial year 2022-23. During the year under review, no options have been granted to the eligible employees.

The applicable disclosures as stipulated under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with regard to SITI ESOP 2015 are annexed to this report as Annexure - V. The said disclosures on SITI ESOP 2015 will also be available on Company's website www.sitinetworks.com. The certificate of Secretarial Auditor of the Company M/s Amit Agrawal & Associates (Firm Registration No. P2001DE091000), certifying that the SITI ESOP 2015 have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the shareholders, will be placed at the 18th Annual General Meeting of the Company.

Share Capital

During the period under review, there is no change in Authorised Share Capital of the Company. As on March 31, 2024 the Authorised Capital of the Company is Rs.1,300 million comprising of 1,290,000,000 Equity Shares of Re.1/- each and 10,000,000 Preference Shares of Re.1/- each and the Paid-up Share Capital of the Company is Rs.872.08 million comprising 872,053,848 Equity Shares of Re.1/- each fully paid-up and 23,436 Preference Shares of Re.1/- each fully paid-up.

Registered Office

During the year under review, the Registered office of the Company is continued to be situated at 'Unit No. 38, 1st Floor, A wing, Madhu Industrial Estate, P. B Marg, Worli, Mumbai – 400013'.

Corporate Governance & Policies

The Company is committed to maintaining high standards of Corporate Governance and adheres to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company continues to lay a strong emphasis on transparency, accountability and integrity and has also implemented several corporate governance practices in this regard. A

separate report on Corporate Governance in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') is provided in this Annual Report together with the Certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of Corporate Governance, as stipulated under the Listing Regulations.

Pursuant to sub-regulations (2A) and (2B) of Regulation 15 of SEBI Listing Regulations, during the CIRP period, the Company is fully exempt from the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI Listing Regulations, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors and its Committees including Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

In terms of Schedule V of the SEBI Listing Regulations, a detailed report on Corporate Governance together with the Compliance Certificate issued by Secretarial Auditor of the Company is attached to and forms an integral part of this report. Management Discussion and Analysis Report as per SEBI Listing Regulations are presented as separate section forming part of the Annual Report.

In compliance with the requirements of Act and SEBI Listing Regulations, various Policies of the Company are in place which *inter-alia* include Code of Conduct for Directors & Senior Management, Material Subsidiary Policy, Insider Trading Code, Document Preservation Policy, Material Event Determination and Disclosure Policy, Fair Disclosure Policy, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy and Dividend Policy. All these policies and codes have been uploaded on Company's website www.sitinetworks.com.

Corporate Social Responsibility

The provisions of Section 135(5) of the Act, which provides for spending in every financial year at least two percent of the average net profits of the Company made during the three immediately preceding financial years, is not applicable to the Company as the Company had incurred losses during the three immediately preceding financial years.

Disclosures

- i. **Particulars of Loans, Guarantee or Investments:** Particulars of loans, guarantees and investments made by the Company required under Section 186(4) of the Act are contained in Note No.6 & 42 of the Standalone Financial Statements and are not reproduced for the sake of brevity.
- ii. **Related Parties Transactions:** All contracts/arrangements/ transactions entered by the Company during the financial year with related parties were on arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Act, I & B Code and SEBI Listing Regulations.

During the financial year 2023-24, there are no materially significant related party transactions by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, if any, which may have a potential conflict with the interest of the Company at large. Details of related party transactions will be available on Company's website

www.sitinetworks.com.

All related party transactions during the CIRP period, specifying the nature, value and terms and conditions of the transactions including the arms-length justification, were placed before the Committee of Creditors constituted under I & B Code, for its prior approval. During the year under review, there have been no materially significant related party transactions by the Company as defined under Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations and accordingly, no transactions are required to be reported in Form AOC-2 as per Section 188 of the Act.

- iii. **Extract of Annual Return:** The extract of annual return in MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 will be available on the website of the Company www.sitinetworks.com.
- iv. **Internal Financial Control systems and their adequacy:** Your Company has approved internal financial controls and policies/ procedures for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically. Your Company has adopted accounting policies which are in line with the Indian Accounting Standards (Ind-AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India.
- v. **Vigil Mechanisms/Whistle Blower Policy:** The Company has established a vigil mechanism/framed a whistle blower policy of the Directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations. The policy enables the employees and other stakeholders to report to the Management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said policy is available on website of the Company at www.sitinetworks.com.
- vi. **Risk Management:** Your Company has well-defined operational processes to ensure that risks are identified and the operating management is responsible for identifying and implementing the mitigation plans for operational and process risks. Key strategic and business risks are identified and managed by senior management team. The risks that matter and their mitigation plans are updated and reviewed periodically by the senior management and integrated in the business plan for each year. In the opinion of the Management and RP, currently, there are no risks that may threaten existence of the Company.
- vii. **Sexual Harassment:** The Company is committed to provide safe and conducive working environment to all its employees (permanent, contractual, temporary and trainees, etc.) and has zero tolerance for Sexual Harassment at workplace. The Company has adopted a Policy on prevention, prohibition and redressal of Sexual Harassment at workplace in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder and has constituted Internal Complaints Committee to redressal complaints received regarding sexual harassment.

During the year under review, your Company has not received any complaint on sexual harassment.

- viii. Regulatory Orders:** The Hon'ble National Company Law Board ("NCLT"), Mumbai vide its order dated February 22, 2023 on the petition filed by Indusind Bank Ltd., had admitted the Company under Corporate Insolvency Resolution Process ("CIRP") and had appointed Mr. Rohit Mehra (Insolvency Professional Registration No. IBBI/IPA-001/IP-P00799/2017-218/11374) as Interim Resolution Professional of the Company (who was subsequently appointed as Resolution Professional by the Committee of Creditors). Subsequently, the Hon'ble National Company Law Appellate Tribunal, New Delhi ("NCLAT") vide its order dated March 7, 2023, on an appeal filed by Ms. Shilpi Asthana, Independent Director (power suspended), stayed the operation of Hon'ble NCLT order dated February 22, 2023. However, NCLAT vide its order dated August 10, 2023, dismissed the said appeal and set aside the stay order dated March 7, 2023.

Except as mentioned herein-above, no significant or material orders were passed by the regulators or courts or tribunals which impact the ongoing concern status and Company's operations in future.

- ix. Application made by your Company or any such proceeding pending under the insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year:**

- (a) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, Mumbai against Pioneer Channel Factory Ltd. ("Pioneer Channel") claiming an amount of Rs.2.34 million from Pioneer Channel on account of non-payment of agreed placement fee in terms of the Agreement executed between the Company and Pioneer Channel. The matter has been disposed of by order dated 31 October 2023.
- (b) Your company has filed a Statement of Claim before the Official Liquidator at New Delhi against Macro Commerce Pvt. Ltd. ("Macro Commerce"), which has been undergoing CIRP, claiming an amount of Rs.4.83 million in terms of agreements executed between Your Company and Macro Commerce. Your Company has received an amount of Rs.2.45 million. This matter is pending before the Official Liquidator for further proceedings.
- (c) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against Shop CJ Network Pvt. Ltd. ("Shop CJ"), which has been undergoing CIRP, claiming an amount of Rs.8.22 million before the Official Liquidator in terms of agreements executed between Your Company and Shop CJ. The official Liquidator has released an amount of Rs.5.34 million to your Company so far. This matter is pending before Official Liquidator for further proceedings.
- (d) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against Fearless Media Pvt. Ltd. ("Fearless Media"), which has been undergoing CIRP, claiming an amount of Rs.0.59 million from Fearless Media on account of non-payment of agreed placement fee in terms of the Agreement executed between your Company

and Fearless Media. This matter is pending before the Official Liquidator for further proceedings.

- (e) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against Mi Marathi Media Ltd. (“Mi Marathi”), which has been undergoing CIRP, claiming an amount of Rs.0.40 million from Mi Marathi on account of non-payment of agreed placement fee in the terms of the Agreement executed between your Company and Mi Marathi. This matter is pending before Official Liquidator for further proceedings.
 - (f) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code 2016, before the Hon’ble NCLT, Mumbai, against TV Home Shopping Network Ltd. claiming an amount of Rs.4.40 million on account of non-payment of agreed placement fee in terms of the Agreement executed between your Company and TV Home Shopping Network Ltd. This matter is pending before Hon’ble NCLT, Mumbai for further proceedings.
 - (g) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code 2016, before the Hon’ble NCLT, Mumbai against Broadcast Initiatives Ltd. claiming an amount of Rs.3.62 million on account of non-payment of agreed placement fee in terms of the Agreement executed between your Company and Broadcast Initiatives Ltd. The matter was dismissed for want of prosecution. Your Company is in the process of filing a restoration application for further adjudication.
- x. Application made against your Company or any such proceeding pending under the insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year:**
- (a) IndusInd Bank Ltd. had filed a Petition against the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon’ble NCLT, Mumbai, for default in repayment of Term Loans availed by the Company. The outstanding claimed by IndusInd Bank was Rs.1,488.29 million. In said matter, the Hon’ble NCLT, Mumbai vide its order dated February 22, 2023, *inter-alia*, has admitting the Company under CIRP and has appointed Mr. Rohit Mehra (Insolvency Professional Registration No. IBBI/IPA-001/IP-P00799/2017-218/11374) as the Interim Resolution Professional (who was later on appointed as Resolution Professional of the Company by the Committee of Creditors). Subsequently, the Hon’ble National Company Law Appellate Tribunal (“NCLAT”), New Delhi vide its order dated March 7, 2023, on an appeal filed by Ms. Shilpi Asthana, Independent Director (power suspended), stayed the operation of Hon’ble NCLT order dated February 22, 2023. However, the Hon’ble NCLAT vide its order dated August 10, 2023, dismissed the said appeal and set aside the stay order dated March 7, 2023.
 - (b) Housing Development Finance Corporation Ltd (“HDFCL”) has filed a Petition against your Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon’ble NCLT, Mumbai, for default in repayment of loan. The outstanding claimed by HDFCL was Rs.2,960.64 million as on 31.01.2022. The Hon’ble NCLT vide its order dated March 6, 2023, has, *inter- alia*, dismissed the said petition, as it became infructuous as that Company has already been admitted under CIRP vide order dated February 22, 2023, of the Hon’ble NCLT, Mumbai.

- (c) IDBI Bank Limited (“IDBI”) has filed a Petition against your Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon’ble NCLT, Mumbai, for default in payment of loans. The outstanding claimed by IDBI was Rs.1,684.58 million. The Hon’ble NCLT vide its order dated February 28, 2023, has, *inter alia*, dismissed the said petition, as it became infructuous as that Company has already been admitted under CIRP vide order dated February 22, 2023, of the Hon’ble NCLT, Mumbai.
- (d) Axis Bank Ltd (“Axis”) has filed an Application against your Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon’ble NCLT, Mumbai, for default in payment of loan. The outstanding claimed by Axis was Rs.2320.25 million as on 01.06.2023. The Hon’ble NCLT vide its order dated August 25, 2023, has, *inter- alia*, dismissed the said application, as it became infructuous as that as the Company has already been admitted under CIRP vide order dated February 22, 2023, of the Hon’ble NCLT, Mumbai.
- x. **Reporting of frauds by auditors:** During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee or RP, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board’s report.
- xi. **Secretarial standards:** The Company has complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.
- xii. **Listing on stock exchanges:** The Company’s shares are listed on BSE Limited and the National Stock Exchange of India Limited.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company is a Multi System Operator (MSO) and is carrying on business of, *inter alia*, reception of signals of channels of various Broadcasters and distribution of same through cable networks. Since this does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, are nil / not applicable. The information, as applicable are given hereunder:

Conservation of Energy:

i.	The steps taken or impact or conservation of energy	Your Company, being a service provider, has minimal energy consumption. Though, every endeavour is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.
ii.	The steps taken by the Company for utilizing alternate sources of energy	
iii.	The capital investment on energy conservation equipments	
Technology Absorption:		
i.	The efforts made towards technology absorption	Your Company uses latest technology and equipment for
ii.	The benefits derived like product improvement,	

	cost reduction, product development or import substitution	distribution of Cable TV signals. However, since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil.
iii.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	a. the details of technology imported	
	b. the year of import;	
	c. whether the technology been fully absorbed	
	d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
iv.	The expenditure incurred on Research and Development	

Foreign Exchange Earnings and Outgo: During the year under review, your Company had foreign exchange earnings of Rs.0.00 million and outgo of Rs.50.70 million.

Human Resources & Particulars of Employees

As we look to the future, our values represent the attributes and actions that will help get us there, highlighting the strengths of our heritage and defining our path to future success.

Together, we have a unique opportunity to shape the next chapter of organisational culture and integrate these values into the core of our Company as we evolve. We believe in people development, acknowledging the need for continuous enhancement of skill sets of our people.

By leveraging human capital for competitiveness, we nurture knowledge, entrepreneurship and creativity. We believe these strengths will empower us to successfully compete in a competitive business environment and exploit emerging opportunities. We reward the drive to succeed and the desire to compete with the best in the world.

With people centricity as our core, we prioritise creating a safe, inclusive and harmonious workplace. We are committed to nurturing a culture focussed on meritocracy and innovation, promoting employee growth and welfare. Upholding our ethos of caring and sharing with our people, we regularly invest in their learning and development. Additionally, we continue to maintain strong connections with our employees, treating them as equal partners in our growth journey. During FY 2023-24, we implemented various initiatives such as celebrating birthdays, Yoga Day and festivals to strengthen our HR culture and ensure the overall well-being of our employees.

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is attached as Annexure – VI, which forms part of this report.

Acknowledgments

We thank the Company's employees, customers, broadcasters, cable operators and other business associates, vendors and shareholders for their continuous supports. We also thanks the bankers,



financial institutions, various Governmental Authorities including Ministry of Information and Broadcasting, Ministry of Communication and Information Technology, Telecom Regulatory Authority of India, Stock Exchanges, Registrar & Share Transfer Agent and Depositories for their co-operation.

We appreciate and value the contribution made by every member of SITI family.

For Siti Networks Limited

Mumbai, December 2, 2024

Rohit Mehra

Resolution Professional

IP Registration No. IBB//IPA-OOI/IPP00799/2017-2018/11374.

ANNEXURE - I

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made:-
(A) In respect of Standalone Financial Statements of the Company

I.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>The Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench admitted petition for initiation of Corporate Insolvency Resolution Process ('CIRP') under Section 7 of the Insolvency and Bankruptcy Code 2016 filed by the Financial Creditor vide order dated 22 February 2023, passed in CP no. 690/IBC/MB/2022 ('Admission Order'). The Admission Order was challenged by one of the Directors (powers suspended) of the Company before National Company Law Appellate Tribunal (NCLAT). NCLAT vide order dated 07 March 2023 stayed the operation of the Admission Order dated 22 February 2023. The appeal filed was subsequently dismissed by the National Company Law Appellate Tribunal on 10 August 2023 (NCLAT Final Order). Pursuant to the NCLAT Final Order, the Interim Resolution Professional (IRP) took over management and control of the company on 16 August 2023. The Board of Directors (powers suspended) were responsible for management and control of the Company till the date of the NCLAT Final Order. A moratorium under Section 14 of the Insolvency and Bankruptcy Code, 2016 is in force with respect to the affairs of the Company. However, the matter relating to treatment of liabilities, obligations, and claims incurred during the stay period the duration of the aforementioned period of stay upto the date of dismissal of the appeal, i.e., 07 March 2023 upto 10 August 2023, and treatment of claims/liabilities/obligations arising during such period is currently sub-judice with NCLT, Mumbai. In absence of sufficient and appropriate audit evidence, we are unable to comment on the impact of the outcome of the CIRP on the standalone financial statements of the Company.</p> <p>(b) Type of Audit Qualification: Disclaimer of Opinion</p> <p>(c) Frequency of qualification: Disclaimer added in Current year</p> <p>(d) For Audit Disclaimer(s) where the impact is quantified by the auditor, Management's Views: Not applicable</p> <p>(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>i. Management's estimation on the impact of audit disclaimer: Unable to estimate</p> <p>ii. If management is unable to estimate the impact, reasons for the same: Impact can be estimated once the resolution plan is approved by the Committee of Creditors ("CoC") and Hon'ble NCLT, Mumbai.</p> <p>iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report</p>
II.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>The Company has defaulted in repayment of loans from banks and financial institutions and these accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Company has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks and financial institutions with the Company. In absence of the computation of such interest along with other sufficient appropriate audit evidence we are unable to comment upon the impact of such non-compliance on the financial information for the quarter and year ended 31 March 2024.</p>

	<p>The report on the standalone financial results for the quarter and year ended 31 March 2023 was qualified, for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
(b)	Type of Audit Qualification:	Disclaimer of Opinion
(c)	Frequency of qualification:	Qualification was also present in previous year
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
(e)	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of penal and additional interest along with other liabilities can be estimated.
	iii.	Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
III.	Disclaimer of opinion (each disclaimer separately):	
(a)	Details of Audit Disclaimer:	
	<p>We have been informed that the financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 10 August 2023, out of which ₹ 11,292.65 million have been admitted by the RP. The corresponding balance of such borrowings as on 31 March 2024 is ₹ 10,759.68 million in the books of accounts. In absence of sufficient and appropriate audit evidence for reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional/ penal interest along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the accompanying Statement for the year ended 31 March 2024.</p> <p>The report on the standalone financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
(b)	Type of Audit Qualification:	Disclaimer of opinion
(c)	Frequency of qualification:	Disclaimer added in Current year
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
(e)	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Claims have been received from financial creditors as on 10 th August 2023. The RP has admitted claims as on 10 th August 2023 without including any interest charged by the lenders for the stay period (i.e. from "7 th March 2023" to "9 th August 2023"). Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of

	<p>CIRP. Only once these IAs are decided by the adjudicating authority, the impact of penal and additional interest along with other liabilities can be estimated. Hence, the interest for the stay period has not been admitted by the CIRP. Post commencement of CIRP, the financial creditors have shared their claims as on 10th August 2023 and a moratorium is in place and hence the financial creditors cannot charge any interest for the moratorium period. However, in the books of accounts interest has been accrued as per the existing terms of lending to comply with the applicable accounting standards.</p>														
	<p>iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report</p>														
IV.	<p>Disclaimer of opinion (each disclaimer separately):</p> <p>(a) Details of Audit Disclaimer:</p> <p>The operational creditors, employees, statutory authorities and other creditors have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million have been admitted and ₹ 3,391.56 million has been admitted as contingent claim by the RP. In absence of sufficient and appropriate and the admission amount of claims and in the absence of reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional liability, if any, along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the accompanying Statement for the year ended 31 March 2024.</p> <p>The report on the standalone financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>														
	<table border="1"> <tr> <td>(b) Type of Audit Qualification:</td> <td>Disclaimer of opinion</td> </tr> <tr> <td>(c) Frequency of qualification:</td> <td>Disclaimer added in Current year</td> </tr> <tr> <td>(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</td> <td>Not applicable</td> </tr> <tr> <td>(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</td> <td></td> </tr> <tr> <td></td> <td>i. Management's estimation on the impact of audit qualification: Unable to estimate</td> </tr> <tr> <td></td> <td>ii. If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of claim for the stay period including interest along with other liabilities can be estimated.</td> </tr> <tr> <td></td> <td>iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report</td> </tr> </table>	(b) Type of Audit Qualification:	Disclaimer of opinion	(c) Frequency of qualification:	Disclaimer added in Current year	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not applicable	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:			i. Management's estimation on the impact of audit qualification: Unable to estimate		ii. If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of claim for the stay period including interest along with other liabilities can be estimated.		iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
(b) Type of Audit Qualification:	Disclaimer of opinion														
(c) Frequency of qualification:	Disclaimer added in Current year														
(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not applicable														
(e) For Audit Qualification(s) where the impact is not quantified by the auditor:															
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	ii. If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of claim for the stay period including interest along with other liabilities can be estimated.														
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report														
V.	<p>Disclaimer of opinion (each disclaimer separately):</p> <p>(a) Details of Audit Disclaimer:</p> <p>Certain information including the minutes of meetings of the Committee of Creditors (CoC), and the outcome of certain procedures carried out as a part of the CIRP, has not been shared citing confidentiality reasons. Accordingly, we are unable to comment on the impact, if any, on the accompanying Statement including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.</p>														

	The report on the standalone financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.	
(b)	Type of Audit Qualification:	Disclaimer of opinion
(c)	Frequency of qualification:	Disclaimer added in Current year
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
(e)	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Pursuant to the commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, certain information including the minutes of meetings of the Committee of Creditors held on various dates, and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and could not be shared with anyone other than the member of CoC members and Hon'ble NCLT
	iii.	Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
VI.	Disclaimer of opinion (each disclaimer separately):	
(a)	Details of Audit Disclaimer: Two subsidiary companies of Siti Networks Limited, namely, Siti Broadband Services Private Limited and Siti Jind Digital Media Communications Private Limited have been admitted into the CIRP process by orders dated 31 October 2023 and 24 March 2024 of NCLT, Delhi respectively. Their financial statements have not been audited by their statutory auditors and have not been approved/signed by the Resolution Professional appointed for these subsidiaries for the year ended 31 March 2024. In the absence of such financial statements being duly audited by the statutory auditors of these companies, together with other aforementioned matters, we are unable to obtain sufficient appropriate audit evidence to confirm the transactions with and the balances outstanding from/to such subsidiary companies in the books of Siti Networks Limited along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024. The report on the standalone financial results for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.	
(b)	Type of Audit Qualification:	Disclaimer of opinion
(c)	Frequency of qualification:	Disclaimer added in Current year
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
(e)	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: The RP for Siti Networks Limited has reached out multiple times to the RP of Siti Broadband Services Private Limited and Siti Jind Digital Media Communications Private Limited for closure and audit of financial statements. However, no response has been received from them.

	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report				
VII.	<p>Disclaimer of opinion (each disclaimer separately):</p> <p>(a) Details of Audit Disclaimer:</p> <p>We have not been provided with the audited financial statements of subsidiary companies namely, Siti Broadband Services Private Limited, Siti Broadband Services Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Vision Digital Media Private Limited. In the absence of such financial statements being duly audited by the statutory auditors of these companies, we are unable to obtain sufficient appropriate audit evidence to confirm the transactions with and the balances outstanding from/to such subsidiary companies in the books of Siti Networks Limited along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024.</p>				
	<table border="1"> <tr> <td>(b) Type of Audit Qualification:</td> <td>Disclaimer of opinion</td> </tr> <tr> <td>(c) Frequency of qualification:</td> <td>Disclaimer added in Current year</td> </tr> </table>	(b) Type of Audit Qualification:	Disclaimer of opinion	(c) Frequency of qualification:	Disclaimer added in Current year
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(c) Frequency of qualification:	Disclaimer added in Current year				
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable				
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:				
	i. Management's estimation on the impact of audit qualification: Unable to estimate				
	ii. If management is unable to estimate the impact, reasons for the same: Management is unable to comment on the impact, if any, in this regard.				
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report				
VIII.	<p>Disclaimer of opinion (each disclaimer separately):</p> <p>(a) Details of Audit Disclaimer:</p> <p>The Company's 'Revenue from operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS 115, 'Revenue from contracts with customers. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 688.68 million and ₹ 3,063.47 million for the quarter and year ended 31 March 2024 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2024.</p> <p>The report on the standalone financial results for the quarter and year ended 31 March 2023 was qualified, for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter above.</p>				
	<table border="1"> <tr> <td>(b) Type of Audit Qualification:</td> <td>Disclaimer of opinion</td> </tr> <tr> <td>(c) Frequency of qualification:</td> <td>Qualification was also present in previous year</td> </tr> </table>	(b) Type of Audit Qualification:	Disclaimer of opinion	(c) Frequency of qualification:	Qualification was also present in previous year
(b) Type of Audit Qualification:	Disclaimer of opinion				
(c) Frequency of qualification:	Qualification was also present in previous year				
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:				
	As per our interpretation and cable Industry practices of recognising revenue under Ind AS 115, we have appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the quarter and year ended March 31, 2024				

	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Not applicable
	ii. If management is unable to estimate the impact, reasons for the same:	Not applicable
	iii. Auditors' Comment on (i) or (ii) above:	Not applicable
IX.	Disclaimer of opinion (each disclaimer separately):	
	(a) Details of Audit Disclaimer:	
	<p>We have been provided with a listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 4(i) above pertaining to the treatment of claims/liabilities/obligations arising during the period of stay obtained by one of the Directors (powers suspended) of the Company before NCLAT upto the date of dismissal of such appeal, i.e., 07 March 2023 upto 10 August 2023. However, in the absence of an evaluation on these ongoing litigations from the management, we are unable to obtain sufficient appropriate audit evidence to evaluate, assess and comment on the impact, if any, on the accompanying Statement including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.</p> <p>The report on the standalone financial results for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Till the time the final order(s) have not been passed in the IAs by the appropriate adjudicating authority, the RP and the management is not in the position to evaluate the final outcome of the IAs.
	iii. Auditors' Comment on (i) or (ii) above:	Adequately disclaimed in our report
X.	Disclaimer of opinion (each disclaimer separately):	
	(a) Details of Audit Disclaimer:	
	<p>The Company has not carried out recoverability and/ or impairment assessment for its subsidiaries namely Central Bombay Cable Network Limited, Indian Cable Net Company Limited, Siti Broadband Services Private Limited, Siti Cable Broadband South Limited, Siti Faction Digital Private Limited, Siti Global Private Limited, Siti Guntur Digital Network Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jony Digital Cable Network Private Limited, Siti Karnal Digital Media Network Private Limited, Siti Krishna Digital Media Private Limited, Siti Networks India LLP, Siti Prime Uttaranchal Communication Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Saistar Digital Media Private Limited, Siti Siri Digital Network Private Limited, Siti Vision Digital Media Private Limited, Variety Entertainment Private Limited and Master Channel Community Network Private Limited. In absence of sufficient and appropriate audit evidence, we are unable to comment on the balances outstanding from such subsidiary companies in the books of Siti Networks Limited along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024.</p>	

	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Management is unable to comment on the impact, if any, in this regard.
	iii. Auditors' Comment on (i) or (ii) above:	Adequately disclaimed in our report
XI.	Disclaimer of opinion (each disclaimer separately):	
	(a) Details of Audit Disclaimer: On 3 July 2024 the Resolution Professional has submitted an application against former members of the Company's management under Section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016, and Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. This application seeks relief in connection with certain allegedly fraudulent and inappropriate transactions conducted by the Corporate Debtor under the previous management aggregating approx. ₹ 3,254.90 million for the period 10 August 2018 to 10 August 2023, and the matter is currently pending with hon'ble NCLT in Mumbai. However, we are not aware of any counter-application(s) filed by the respondents to the aforementioned application, and we have also not been provided with the transaction audit report which forms the basis of such application. Accordingly, in absence of sufficient appropriate audit evidence and pending resolution of this matter, we are unable to comment on any potential impact on the accompanying Statement for the year ended 31 March 2024, including any issues related to recognition, measurement, or disclosures.	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Regulation 35A of the CIRP Regulations requires the RP to form an opinion whether Corporate Debtor is subjected to any transaction covered under Sections 43, 45, 50 or 66 on or before 75th day of the ICD. Post approval received from the CoC during the 2nd Meeting of the committee of creditors, the resolution Professional appointed Pipara and Co LLP under Regulation 27(2) of the CIRP Regulations to undertake the Transaction Audit of Siti Networks Limited. The Transaction Auditor has concluded his report and submitted the same to the Resolution Professional. The Resolution Professional has, basis the findings of the Transaction Audit Report, filed an appropriate application under Section 66 of the Insolvency and Bankruptcy Code of 2016 with the Hon'ble NCLT. The Application filed has been shared with the Auditors.
	iii. Auditors' Comment on (i) or (ii) above:	Adequately disclaimed in our report

XII.	Disclaimer of opinion (each disclaimer separately):	
	(a) Details of Audit Disclaimer:	
	<p>The Company has not carried out physical verification of the property, plant and equipment. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on the existence of such property, plant and equipment and its related impact, if any, on the accompanying Statement for the year ended 31 March 2024 including recognition, measurement and disclosures, that may arise had the Company carried out such physical verification.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: A major part of the Property, Plant and Equipment are installed either at customer premises or lying with the distributors/cable operators. Hence, the physical verification of such items of PPE is not feasible owing to the nature and location of these assets.
	iii.	Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
XIII.	Disclaimer of opinion (each disclaimer separately):	
	(a) Details of Audit Disclaimer:	
	<p>The Company has incurred a net loss (including other comprehensive income) of ₹ 608.88 million and ₹ 1,502.47 million during the quarter and year ended 31 March 2024 respectively, and as of that date, the Company's accumulated losses amount to ₹ 27,925.22 million resulting in a negative net worth of ₹ 10,989.95 million and its current liabilities exceeded its current assets by ₹ 15,368.42 million resulting in negative working capital. The above factors along with matters stated in paragraphs 4(i) to 4(xii) above and other matters as set forth in note 6 to the accompanying Statement, indicate a material uncertainty about the company's ability to continue as a going concern since the future of the Company is dependent upon the successful implementation of a Resolution plan. The Statement has been prepared by the management assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.</p> <p>Our report on the standalone financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	

	i. Management's estimation on the impact of audit qualification: Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same: Going concern basis of accounting has been adopted based on our assessment of a successful outcome of the ongoing Resolution process and accordingly no adjustments have been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report

(B) In respect of Consolidated Financial Statements of the Company

I.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(f) Details of Audit Disclaimer:	
	<p>The Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench admitted petition for initiation of Corporate Insolvency Resolution Process ('CIRP') under Section 7 of the Insolvency and Bankruptcy Code 2016 filed by the Financial Creditor vide order dated 22 February 2023, passed in CP no. 690/IBC/MB/2022 ('Admission Order'). The Admission Order was challenged by one of the Directors (powers suspended) of the Holding Company before National Company Law Appellate Tribunal (NCLAT). NCLAT vide order dated 07 March 2023 stayed the operation of the Admission Order dated 22 February 2023. The appeal filed was subsequently dismissed by the National Company Law Appellate Tribunal on 10 August 2023 (NCLAT Final Order). Pursuant to the NCLAT Final Order, the Interim Resolution Professional (IRP) took over management and control of the Holding Company on 16 August 2023. The Board of Directors (powers suspended) were responsible for management and control of the Holding Company till the date of the NCLAT Final Order. A moratorium under Section 14 of the Insolvency and Bankruptcy Code, 2016 is in force with respect to the affairs of the Holding Company. However, the matter relating to the treatment of liabilities, obligations, and claims incurred stay period upto the i.e., 07 March 2023 upto 10 August 2023, is currently sub-judice with NCLT, Mumbai. In absence of sufficient and appropriate audit evidence, we are unable to comment on the impact of the outcome of the CIRP on the consolidated financial statements of the Company.</p>	
	(g) Type of Audit Qualification:	Disclaimer of Opinion
	(h) Frequency of qualification:	Disclaimer added in Current year
	(i) For Audit Disclaimer(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(j) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit disclaimer: Unable to estimate	
	ii. If management is unable to estimate the impact, reasons for the same: Impact can be estimated once the resolution plan is approved by the Committee of Creditors ("CoC") and Hon'ble NCLT, Mumbai.	
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report	
II.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(f) Details of Audit Disclaimer:	
	<p>The Holding Company and some of its subsidiaries have defaulted in repayment of bank loans and accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Holding Company and some of its subsidiaries has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments. In absence of the</p>	

	<p>computation of such interest along with other sufficient appropriate audit evidence as described in note 10 to the Statement, we are unable to comment upon the impact of such non-compliance on the financial information for the quarter and year ended 31 March 2024.</p> <p>The report on the consolidated financial results for the quarter and year ended 31 March 2023 was qualified, for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(g) Type of Audit Qualification:	Disclaimer of Opinion
	(h) Frequency of qualification:	Qualification was also present in previous year
	(i) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(j) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon'ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of penal and additional interest along with other liabilities can be estimated.
	iii.	Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
III.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(a) Details of Audit Disclaimer:	
	<p>The financial creditors of the Holding Company have submitted claims amounting to ₹ 12,060.33 million as on 10 August 2024, out of which ₹ 11,292.65 million have been admitted by the RP. The corresponding balance of such borrowings as on 31 March 2024 is ₹ 10,759.68 million in the books of accounts of the Holding Company. In absence of sufficient and appropriate audit evidence for reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional/ penal interest along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the accompanying Statement for the year ended 31 March 2024.</p> <p>The report on the consolidated financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Claims have been received from financial creditors as on 10 th August 2023. The RP has admitted claims as on 10 th

	<p>August 2023 without including any interest charged by the lenders for the stay period (i.e. from “7th March 2023” to “9th August 2023”). Applications (IAs) are pending before Hon’ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of penal and additional interest along with other liabilities can be estimated. Hence, the interest for the stay period has not been admitted by the CIRP. Post commencement of CIRP, the financial creditors have shared their claims as on 10th August 2023 and a moratorium is in place and hence the financial creditors cannot charge any interest for the moratorium period. However, in the books of accounts interest has been accrued as per the existing terms of lending to comply with the applicable accounting standards</p>
	<p>iii. Auditors’ Comment on (i) or (ii) above: Adequately disclaimed in our report</p>
IV.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>The operational creditors, employees, statutory authorities and other creditors of the Holding Company have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million have been admitted and ₹ 3,391.56 million has been considered as contingent claim by the RP. In absence of sufficient and appropriate audit evidence the admission amount of claims and in the absence of reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional liability, if any, along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the accompanying Statement for the year ended 31 March 2024.</p> <p>The report on the consolidated financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>
	<p>(b) Type of Audit Qualification: Disclaimer of opinion</p>
	<p>(c) Frequency of qualification: Disclaimer added in Current year</p>
	<p>(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management’s Views: Not applicable</p>
	<p>(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</p>
	<p>i. Management’s estimation on the impact of audit qualification: Unable to estimate</p>
	<p>ii. If management is unable to estimate the impact, reasons for the same: Applications (IAs) are pending before Hon’ble NCLT, Mumbai seeking clarification on the treatment of liabilities accrued during the stay period of CIRP. Only once these IAs are decided by the adjudicating authority, the impact of claim for the stay period including interest along with other liabilities can be estimated.</p>
	<p>iii. Auditors’ Comment on (i) or (ii) above: Adequately disclaimed in our report</p>
V.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>Certain information including the minutes of meetings of the Committee of Creditors (CoC), and the outcome of certain procedures carried out as a part of the CIRP has not been shared with the auditors citing confidentiality reasons. Accordingly, we are unable to comment on the impact, if any, on the accompanying Statement including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.</p>

	Our report on the consolidated financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Pursuant to the commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, certain information including the minutes of meetings of the Committee of Creditors held on various dates, and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and could not be shared with anyone other than the member of CoC members and Hon'ble NCLT
	iii. Auditors' Comment on (i) or (ii) above:	Adequately disclaimed in our report
VI.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(a) Details of Audit Disclaimer:	
	<p>A listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 4(i) above pertaining to the treatment of claims/liabilities/obligations arising during the period of stay obtained by one of the Directors (powers suspended) of the Holding Company before NCLAT upto the date of dismissal of such appeal, i.e., 07 March 2023 upto 10 August 2023 have been provided to the auditor. However, in the absence of an evaluation on these ongoing litigations from the management, we are unable to obtain sufficient appropriate audit evidence to evaluate, assess and comment on the impact, if any, on the accompanying Statement including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.</p> <p>Our report on the consolidated financial results for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Till the time the final order(s) have not been passed in the IAs by the appropriate adjudicating authority, the RP and the management is not in the position to evaluate the final outcome of the IAs.
	iii. Auditors' Comment on (i) or (ii) above:	Adequately disclaimed in our report

VII.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>The Group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 2,310.95 million and ₹ 7,860.38 million for the quarter and year ended 31 March 2024 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2024.</p> <p>Our report on the consolidated financial results for the quarter and year ended 31 March 2023 was qualified, for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p> <p>Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated 31 August 2024, 5 September 2024, 8 August 2024 and 5 September 2024 on the annual financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttranchal Communication Private Limited, Central Bombay Cable Network Limited, Indian Cable Net Company Limited and Siti Siri Digital Network Private Limited respectively, and is reproduced by us as under, with the aggregate amount pertaining to such subsidiaries, as also included in the above paragraph:</p> <p>The company's/group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense for the above mentioned subsidiaries which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 1,079.62 million and ₹ 4,357.44 million for the quarter and year ended 31 March 2024 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2024.</p>	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As per our interpretation and cable Industry practices of recognising revenue under Ind AS 115, we have appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the quarter and year ended March 31, 2024	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Not applicable
	ii. If management is unable to estimate the impact, reasons for the same:	Not applicable
	iii. Auditors' Comment on (i) or (ii) above:	Not applicable
VIII.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>On 3 July 2024 the Resolution Professional has submitted an application against former members of the Holding Company's management under Section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016, and Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. This application seeks relief in connection with certain allegedly fraudulent and inappropriate transactions conducted by the Corporate Debtor under the previous management aggregating approx. ₹ 3,254.90 million for the period 10 August 2018 to 10 August 2023, and the matter is currently pending with hon'ble NCLT in Mumbai. However, we are</p>	

	not aware of any counter-application(s) filed by the respondents to the aforementioned application, and we have also not been provided with the transaction audit report which forms the basis of such application. Accordingly, in absence of sufficient appropriate audit evidence and pending resolution of this matter, we are unable to comment on any potential impact on the accompanying Statement for the year ended 31 March 2024, including any issues related to recognition, measurement, or disclosures.	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Qualification was also present in previous year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate
	ii.	If management is unable to estimate the impact, reasons for the same: Regulation 35A of the CIRP Regulations requires the RP to form an opinion whether Corporate Debtor is subjected to any transaction covered under Sections 43, 45, 50 or 66 on or before 75th day of the ICD. Post approval received from the CoC during the 2nd Meeting of the committee of creditors, the resolution Professional appointed Pipara and Co LLP under Regulation 27(2) of the CIRP Regulations to undertake the Transaction Audit of Siti Networks Limited. The Transaction Auditor has concluded his report and submitted the same to the Resolution Professional. The Resolution Professional has, basis the findings of the Transaction Audit Report, filed appropriate applications under Section 66 of the Insolvency and Bankruptcy Code of 2016 with the Hon'ble NCLT. The Application filed have been shared with the Auditors
	iii.	Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
IX.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(a) Details of Audit Disclaimer: The consolidated financial results includes the annual financial results of subsidiaries (Siti Broadband Services Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Vision Digital Media Private Limited) which have not been audited by their auditors, whose financial information included in the consolidated financial information of the Group reflects total assets of ₹ 727.64 million as at 31 March 2024, total revenues of ₹ 218.25 million and ₹ 901.02 million, total net loss after tax of ₹ 24.65 and ₹ 193.71 million, and total comprehensive loss of ₹ 23.96 million and ₹ 193.01 million for the quarter and year ended on 31 March 2024 respectively, and cash flows (net) of ₹ 2.52 million for the year ended 31 March 2024, as considered in the Statement. These financial results have been furnished by the Holding Company's management for the purpose of preparing consolidated financial information for which we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our report.	
	(b) Type of Audit Qualification:	Disclaimer of opinion
	(c) Frequency of qualification:	Disclaimer added in Current year
	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification: Unable to estimate



	ii. If management is unable to estimate the impact, reasons for the same: Management is unable to comment on the impact, if any, in this regard.														
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report														
X.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>We have been provided with reports from other auditors on the annual financial results for the quarter and year ended 31 March 2024 and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the audit reports of such other auditors. However, we have not been provided with any information by the Management of the Company, or other auditors with respect to any subsequent events between the date of issuance of the review reports by such auditors and the date of issuance of our report on Consolidated Audited Annual Financial Results of Siti Networks Limited for the quarter and year ended 31 March 2024. As a result, we are unable to comment on the possible impact, if any, on the accompanying Statement, had we been provided access to above-mentioned information.</p>														
	<table border="1"> <tr> <td>(b) Type of Audit Qualification:</td> <td>Disclaimer of opinion</td> </tr> <tr> <td>(c) Frequency of qualification:</td> <td>Disclaimer added in Current year</td> </tr> <tr> <td colspan="2">(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable</td> </tr> <tr> <td colspan="2">(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</td> </tr> <tr> <td></td> <td>i. Management's estimation on the impact of audit qualification: Unable to estimate</td> </tr> <tr> <td></td> <td>ii. If management is unable to estimate the impact, reasons for the same: Management is unable to comment on the impact, if any, in this regard.</td> </tr> <tr> <td></td> <td>iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report</td> </tr> </table>	(b) Type of Audit Qualification:	Disclaimer of opinion	(c) Frequency of qualification:	Disclaimer added in Current year	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable		(e) For Audit Qualification(s) where the impact is not quantified by the auditor:			i. Management's estimation on the impact of audit qualification: Unable to estimate		ii. If management is unable to estimate the impact, reasons for the same: Management is unable to comment on the impact, if any, in this regard.		iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
(b) Type of Audit Qualification:	Disclaimer of opinion														
(c) Frequency of qualification:	Disclaimer added in Current year														
(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable															
(e) For Audit Qualification(s) where the impact is not quantified by the auditor:															
	i. Management's estimation on the impact of audit qualification: Unable to estimate														
	ii. If management is unable to estimate the impact, reasons for the same: Management is unable to comment on the impact, if any, in this regard.														
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report														
XI.	<p><u>Disclaimer of opinion (each disclaimer separately):</u></p> <p>(a) Details of Audit Disclaimer:</p> <p>The Holding Company has not carried out physical verification of the property, plant and equipment. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on the existence of such property, plant and equipment and its related impact, if any, on the accompanying Statement for the year ended 31 March 2024 including recognition, measurement and disclosures, that may arise had the Holding Company carried out such physical verification.</p>														
	<table border="1"> <tr> <td>(b) Type of Audit Qualification:</td> <td>Disclaimer of opinion</td> </tr> <tr> <td>(c) Frequency of qualification:</td> <td>Disclaimer added in Current year</td> </tr> <tr> <td colspan="2">(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable</td> </tr> <tr> <td colspan="2">(e) For Audit Qualification(s) where the impact is not quantified by the auditor:</td> </tr> <tr> <td></td> <td>i. Management's estimation on the impact of audit qualification: Unable to estimate</td> </tr> <tr> <td></td> <td>ii. If management is unable to estimate the impact, reasons for the same: A major part of the Property, Plant and Equipment are installed either at customer premises or lying with the distributors/cable</td> </tr> </table>	(b) Type of Audit Qualification:	Disclaimer of opinion	(c) Frequency of qualification:	Disclaimer added in Current year	(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable		(e) For Audit Qualification(s) where the impact is not quantified by the auditor:			i. Management's estimation on the impact of audit qualification: Unable to estimate		ii. If management is unable to estimate the impact, reasons for the same: A major part of the Property, Plant and Equipment are installed either at customer premises or lying with the distributors/cable		
(b) Type of Audit Qualification:	Disclaimer of opinion														
(c) Frequency of qualification:	Disclaimer added in Current year														
(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable															
(e) For Audit Qualification(s) where the impact is not quantified by the auditor:															
	i. Management's estimation on the impact of audit qualification: Unable to estimate														
	ii. If management is unable to estimate the impact, reasons for the same: A major part of the Property, Plant and Equipment are installed either at customer premises or lying with the distributors/cable														

		operators. Hence, the physical verification of such items of PPE is not feasible owing to the nature and location of these assets.
		iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report
XII.	<u>Disclaimer of opinion (each disclaimer separately):</u>	
	(f) Details of Audit Disclaimer:	
	<p>The Group has incurred a net profit/ loss (including other comprehensive income) of ₹ 93.90 million and ₹ 2,050.68 million during the quarter and year ended 31 March 2024 respectively, and as of that date, the Group's accumulated losses amount to ₹ 26,553.68 million resulting in a negative net worth of ₹ 9,594.11 million and its current liabilities exceeded its current assets by ₹ 15,004.19 million resulting in negative working capital.. The above factors along with matters stated in paragraphs 4(i) to 4(xii) above and other matters as set forth in note 6 of the accompanying Statement, indicate a material uncertainty about the Group's ability to continue as a going concern since the future of the Group is dependent upon the successful implementation of a Resolution plan of the Holding Company. The Statement has been prepared by the management assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.</p> <p>The report on the consolidated financial results for the quarter ended 30 June 2023, for the quarter and six months ended 30 September 2023 and for the quarter and nine months ended 31 December 2023 also had a disclaimer of conclusion with respect to the matter stated above.</p>	
	(g) Type of Audit Qualification:	Disclaimer of opinion
	(h) Frequency of qualification:	Disclaimer added in Current year
	(i) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable	
	(j) For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification:	Unable to estimate
	ii. If management is unable to estimate the impact, reasons for the same:	Going concern basis of accounting has been adopted based on our assessment of a successful outcome of the ongoing Resolution process and accordingly no adjustments have been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.
	iii. Auditors' Comment on (i) or (ii) above: Adequately disclaimed in our report	

ANNEXURE - II
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
SITI Networks Limited (Under CIRP)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SITI Networks Limited (Under CIRP) (hereinafter referred to as “the Company”) having its registered office at Unit No.38, 1st Floor, A Wing, Madhu Industrial Estate, P.B. Marg, Worli, Mumbai-4000013 and corporate office at UG Floor, Plot No. 19 & 20, Sector -16A, Film City, Noida, Uttar Pradesh-201301. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 March 31, 2024, 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 SITI Networks Limited for the financial year ended on March 31, 2024 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.
- (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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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;
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**No event took place under these regulations during the audit period.*

(vi) Other laws:

1. Labour Laws:

(Central Act):

- a. ESI Act
- b. EPF Act

2. Industry Specific Laws:

- a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.
- b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the National Stock Exchange Limited and BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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 Board of Directors that took place during the period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there 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.

We further report that during the period under review, the Company has not undertaken any specific events/actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except below:

Siti Networks Limited ("the Company") was admitted into the Corporate Insolvency Resolution Process ("CIRP") by order dated 22 February 2023, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench and Mr. Rohit Mehra, Insolvency Professional, was appointed as the Interim Resolution Professional to manage the affairs of the Company and conduct its CIRP in accordance with the provisions of the Code.

However, the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), New Delhi vide its interim order dated March 7, 2023, stayed the operation and effect of order dated February 22, 2023 passed by Hon'ble NCLT, Mumbai. However, Hon'ble NCLAT vide its order dated August 10, 2023, set aside its interim order dated March 7, 2023.

The appointment of Mr. Rohit Mehra as the Resolution Professional of the Company was later confirmed by the Committee of Creditor of the Company in the first meeting of the Committee of Creditors of the Company held on 1 September 2023.



Pursuant to the Admission Order and in line with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company stood suspended and vested with the Mr. Rohit Mehra, as the Resolution Professional of the Company.

Place : Delhi
Date: 26.09.2024

For **Amit Agrawal & Associates**
(Company Secretaries)

CS Amit Agrawal
Partner
M. No. F5311, C.P. No. : 3647
UDIN: F005311F001330173



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,
Indian Cable Net Company Limited,
Plot No.- X1-4, Block EP & GP,
Sector-V, Electronics Complex, Salt Lake,
Kolkata Parganas North WB 700091 IN
CIN: U92132WB1995PLC075754

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indian Cable Net Company Limited (hereinafter referred to as “the Company”) having its registered office at Plot No.- X1-4, Block EP & GP, Sector-V, Electronics Complex, Salt Lake, Kolkata Parganas North-700091, West Bengal. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 March 31, 2024, 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 Indian Cable Net Company Limited for the financial year ended on March 31, 2024 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.
- (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, 2015;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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;
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

*No event took place under these regulations during the audit period.

(vi) Other laws:

1. Labour Laws:
(Central Act):

- a. ESI Act
- b. EPF Act

2. Industry Specific Laws:

- a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.
- b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

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



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 Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there 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.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit by other designated professional.

We further report that during the audit period the Company has provide details of specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: New Delhi
Date: 08.08.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222
Peer Review Certificate No 658/2020
Unique Identification No.S2007DE097200
UDIN Number: F004816F000922590



To,

The Members,
Indian Cable Net Company Limited,
Plot No.- X1-4, Block EP & GP,
Sector-V, Electronics Complex, Salt Lake,
Kolkata Parganas North WB 700091 IN
CIN: U92132WB1995PLC075754

Our report of even date is to be read along with this letter:

1. Management 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 08.08.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,
Siti Maurya Cable Net Private Limited
Plot No.- X1-4, Block EP & GP,
Sector-V, Electronics Complex,
Salt Lake, Kolkata Parganas
North WB 700091
CIN: U93000WB2012PTC184542

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siti Maurya Cable Net Private Limited (hereinafter referred to as “the Company”) having its registered office at Plot No.- X1-4, Block EP & GP, Sector-V, Electronics Complex, Salt Lake, Kolkata Parganas North WB 700091. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 March 31, 2024, 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 Siti Maurya Cable Net Private Limited for the financial year ended on March 31, 2024 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.
- (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, 2015;
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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;
 - (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

*No event took place under these regulations during the audit period.

(vi) Other laws:

1. Labour Laws:
(Central Act):
 - a. ESI Act
 - b. EPF Act
2. Industry Specific Laws:
 - a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.
 - b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

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



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 Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there 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.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit by other designated professional.

We further report that during the audit period the Company has provide details of specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: New Delhi
Date: 07.08.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222
Peer Review Certificate No 658/2020
Unique Identification No.S2007DE097200
UDIN number: F004816F000922557



To,

Siti Maurya Cable Net Private Limited
Plot No.- X1-4, Block EP & GP,
Sector-V, Electronics Complex,
Salt Lake, Kolkata Parganas
North WB 700091
CIN: U93000WB2012PTC184542

Our report of even date is to be read along with this letter:

1. Management 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 07.08.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Siti Siri Digital Network Private Limited
40-1-70, 3rd Floor, Opp. Eenadu, Bandar Road,
Benz Circle, Patamata Krishna,
Vijayawada (Urban) -520010, Andhra Pradesh.
CINU93000AP2013PTC088687

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siti Siri Digital Network Private Limited (hereinafter referred to as “the Company”) having its registered office at 40-1-70, 3rd Floor, Opp. Eenadu, Bandar Road, Benz Circle, Patamata Krishna, Vijayawada (Urban) -520010, Andhra Pradesh. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 March 31, 2024, 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 Siti Siri Digital Network Private Limited for the financial year ended on March 31, 2024 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.
- (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, 2015;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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;
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

*No event took place under these regulations during the audit period.

(vi) Other laws:

1. Labour Laws:
(Central Act):

- a. ESI Act
- b. EPF Act

2. Industry Specific Laws:

- a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.
- b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

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



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 Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there 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.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit by other designated professional.

We further report that during the audit period the Company has provide details of specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: New Delhi

Date: 30.09.2024

For **Balika Sharma and Associates**

(Company Secretaries)

Balika Sharma

Proprietor

FCS No: 4816, C P No: 3222

Peer Review Certificate No 658/2020

Unique Identification No.S2007DE097200

UDIN number: F004816F001390618



To,

Siti Siri Digital Network Private Limited
40-1-70, 3rd Floor, Opp. Eenadu, Bandar Road,
Benz Circle, Patamata Krishna,
Vijayawada (Urban) -520010, Andhra Pradesh.
CINU93000AP2013PTC088687

Our report of even date is to be read along with this letter:

1. Management 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 30.09.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,
Master Channel Community Network Pvt Ltd
Flat No: T4 & T5, 3rd Floor Vijaya Apartments,
Mogalarajpuram, Vijayawada Srikakulam
AP- 520010
CIN: U72200AP1994PTC017527

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Master Channel Community Network Pvt Ltd (hereinafter referred to as “the Company”) having its registered office at Flat No: T4&T5, 3rd Floor Vijaya Apartments Mogalarajpuram, Vijayawada Srikakulam AP 520010. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 March 31, 2024, 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 Master Channel Community Network Pvt Ltd for the financial year ended on March 31, 2024 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.
- (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, 2015;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 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;
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

*No event took place under these regulations during the audit period.

(vi) Other laws:

- 1. Labour Laws:
(Central Act):
 - a. ESI Act
 - b. EPF Act
- 2. Industry Specific Laws:
 - a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.
 - b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

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



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 Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there 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.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit by other designated professional.

We further report that during the audit period the Company has provide details of specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: New Delhi
Date: 30.09.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222
Peer Review Certificate No 658/2020
Unique Identification No. S2007DE097200
UDIN number: F004816F001390631



To,

Master Channel Community Network Pvt Ltd
Flat No: T4 & T5, 3rd Floor Vijaya Apartments,
Mogalarajpuram, Vijayawada Srikakulam
AP- 520010
CIN: U72200AP1994PTC017527

Our report of even date is to be read along with this letter:

1. Management 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 30.09.2024

For **Balika Sharma and Associates**
(Company Secretaries)

Balika Sharma
Proprietor
FCS No: 4816, C P No: 3222

ANNEXURE - III
Secretarial Compliance Report
of
SITI Networks Limited
for the year ended on 31st March 2024

To,

SITI Networks Limited (Under CIRP)
Upper Ground Floor, FC-19 & 20 Sector -16A
Film City Noida UP 201301
CIN: L64200MH2006PLC160733

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by SITI Networks Limited (Under CIRP) (hereinafter referred as the “listed entity”), having its corporate office at Upper Ground Floor, FC-19 & 20, Sector-16A, Film City Noida, Uttar Pradesh-201301 and registered office at Unit No. 38, 1st Floor A Wing Madhu Industrial Estate, P.B. Marg, Worli Mumbai, MH 400013, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Siti Networks Limited (“the Company”) was admitted into the Corporate Insolvency Resolution Process (“CIRP”) by order dated 22 February 2023, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench and Mr. Rohit Mehra, Insolvency Professional, was appointed as the Interim Resolution Professional to manage the affairs of the Company and conduct its CIRP in accordance with the provisions of the Code.

However, the Hon’ble National Company Law Appellate Tribunal (“NCLAT”), New Delhi vide its interim order dated March 7, 2023, stayed the operation and effect of order dated February 22, 2023 passed by Hon’ble NCLT, Mumbai. However, Hon’ble NCLAT vide its order dated August 10, 2023, set aside its interim order dated March 7, 2023.

The appointment of Mr. Rohit Mehra as the Resolution Professional of the Company was later confirmed by the Committee of Creditors of the Company in the first meeting of the Committee of Creditors of the Company held on 1 September 2023.

Pursuant to the Admission Order and in line with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company stood suspended and vested with the Mr. Rohit Mehra, as the Resolution Professional of the Company.

Pursuant to sub-regulation (2A) and (2B) in Regulation 15 in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is fully exempt from the provisions of Regulation 17, 18, 19, 20 and 21 of the SEBI Listing Regulations, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

Since the Company is under CIRP, as per Regulation 15(2A) and (2B) of the SEBI Listing Regulations, Regulations 17, 18,19, 20 and 21 of the SEBI Listing Regulations relating to various Board constituted Committees are not applicable to the Company during the CIRP.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **31st March, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to me, and explanation provided by SITI Networks Limited (the "listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & thereafter 2018. **Not applicable to the Company during the audit period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **Not applicable to the Company during the audit period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **Not applicable to the Company during the audit period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013. **Not applicable to the Company during the audit period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **Not applicable to the Company during the audit period**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **Not applicable to the Company during the audit period**
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018 and circulars/ guidelines issued there under.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay in filing of first quarter and three months ended June 30, 2023 unaudited financials	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.	87 days	4,35,000	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015	Please refer the below note	
2	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock	Regulation 33(3)(a) of SEBI (LODR)	Delay in filing of second quarter and six months ended	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR)	89 days	4,45,000	BSE & NSE imposed fine on the Company for such delay in compliance	Please refer the below note	

	exchange within forty-five days of end of each quarter, other than the last quarter.	Regulations, 2015	September 30, 2023 unaudited financials		Regulations, 2015 pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.			of Regulation 33 of SEBI (LODR) Regulations, 2015		
3	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay in filing of third quarter and nine months ended December 31, 2023 unaudited financials	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.	86 days	4,30,000	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015	Please refer the below note	

Note- Management Response – causes for default/delay:

- The Company is under the Corporate Insolvency Resolution Process (“CIRP”) pursuant to order dated February 22, 2023 passed by the National Company Law Tribunal (“NCLT”), Mumbai.
- CIRP involves a meticulous process, including transaction audits, valuations, claim verifications and other legal and financial assessments. These activities, crucial for the resolution process, have absorbed a substantial amount of time and focus from the finance department.
- Additionally, the finalization of financial statements requires additional time due to the complexities involved in aligning them with the ongoing CIRP proceedings. Ensuring accuracy and transparency in these statements is paramount, contributing to the extended timeline for submission.
- The stigma associated with a company undergoing CIRP has unfortunately led to an increased number of resignations across the workforce. This challenge has not only affected the overall efficiency but has also posed difficulties in finding suitable replacements. The transition and uncertainties associated with the insolvency proceedings have naturally impacted the morale and stability of the workforce.
- In light of these challenges, we diligently worked towards the completion of quarterly financial results for FY 24. We submitting these quarterly unaudited financials, we allow sufficient time for the comprehensive review and accurate representation of the company's financial status.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

Sl. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 March 2023	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Details of Violations / deviations and actions taken / penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity.

We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI</p>	Yes Yes	
3.	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p>	Yes Yes	

	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	Prior approval of Audit Committee for Related Party Transaction for the quarter ended June 30, 2023 and September 30, 2023 were obtained. Later, pursuant to the Admission Order and in line with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company stood suspended and

			vested with the Mr. Rohit Mehra, as the Resolution Professional of the Company.
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	N.A.	Prior approval of Audit Committee for Related Party Transaction for the quarter ended December 31, 2023 and March 31, 2024 were not obtained as Siti Networks Limited (“the Company”) was admitted into the Corporate Insolvency Resolution Process (“CIRP”) by order dated 22 February 2023, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench. However, the Hon’ble NCLAT, New Delhi vide its interim order dated March 7, 2023, stayed the operation and effect of order dated February 22, 2023 passed by Hon’ble NCLT, Mumbai. However, Hon’ble NCLAT vide its order dated August 10, 2023, set aside its interim order dated March 7, 2023.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has adequate and proper software installed to maintain Structured Digital Database in compliance with the SEBI Regulations.
11.	Actions taken by SEBI or Stock Exchange(s), if any: Except as mentioned in para (a) above, no Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by	Yes (no action taken)	The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) had issued notices for such delay in compliance of regulation 33(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarters from June, 2023 to December, 2023.

	Stock Exchanges are specified in the last column.		
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed and / or its material subsidiaries has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	
13.	<p>Additional Non-compliances, if any:</p> <p>Except as stated in para (a) above, no any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes (no any additional non-compliances)	

Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of SEBI (LODR) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Amit Agrawal & Associates
(Company Secretaries)**

Date: 28.05.2024

Place: New Delhi

**CS Amit Agrawal
CP No. 3647, M.No.5311
UDIN: F005311F000466948
Peer Review No.: 853/2020**

ANNEXURE - IV

*Statement containing salient features of the financial statement of subsidiaries/ associates companies/ joint ventures
(Pursuant to first proviso to sub- section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)*

PART "A": Subsidiaries

Name of the Subsidiary	Indian Cable Net Company Ltd.	¹ Master Channel Community Network Pvt. Ltd.	Siti Vision Digital Media Pvt. Ltd.	² Siti Maurya Cable Net Pvt. Ltd.	Siti Jai Maa Durgee Communications Pvt. Ltd.	Siti Guntur Digital Network Pvt. Ltd.	Siti Krishna Digital Media Pvt. Ltd.	Siti Faction Digital Pvt. Ltd.
Reporting Period	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023
	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024
Reporting Currency	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million
Share Capital	864.01	0.50	14.78	90.28	0.10	0.10	0.10	0.10
Reserve & Surplus	3289.61	(25.54)	(362.99)	78.24	(74.82)	(12.24)	(20.18)	(56.93)
Total Asset	5089.53	463.93	238.31	316.42	18.37	49.43	6.57	134.13
Total Liabilities	935.91	488.97	586.52	147.91	93.09	61.56	26.65	190.96
Investments	864.88	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Turnover	4160.65	610.39	329.84	378.60	0.00	0.00	0.00	0.00
Profit before taxation	55.00	(115.90)	(35.06)	(39.54)	(0.07)	(5.24)	(3.15)	(1.31)
Provision for taxation	14.69	(25.07)	(24.57)	(10.10)	0.00	(0.74)	0.00	0.00
Profit after taxation	40.31	(90.83)	(10.49)	(29.44)	(0.07)	(5.98)	(3.15)	(1.31)
OCI	1.09	(0.34)	0.69	0.27	0.00	0.00	0.00	0.00
Total Comprehensive Income	41.40	(90.49)	(9.80)	(29.17)	(0.07)	(5.98)	(3.15)	(1.31)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	60.02	66.00	51.00	50.10	51.00	74.00	51.00	51.00

¹ Subsidiary of Central Bombay Cable Network Limited

² Subsidiary of Indian Cable Net Company Limited

Name of the Subsidiary	Siti Global Pvt. Ltd.	Siti Siri Digital Network Pvt. Ltd.	Siti Karnal Digital Media Network Pvt. Ltd.	Siti Broadband Services Pvt. Ltd.	Siti Jind Digital Media Communications Pvt. Ltd.	Siti Jony Digital Cable Network Pvt. Ltd.	Central Bombay Cable Network Ltd.	Wire and Wireless Tisai Satellite Ltd.	Siticable Broadband South Ltd.
Reporting Period	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023
	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024
Reporting Currency	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million
Share Capital	0.10	0.10	0.10	0.10	2.00	0.10	0.50	0.50	0.10
Reserve & Surplus	(45.93)	(91.38)	(113.83)	(906.98)	(58.72)	(9.21)	(21.08)	(100.30)	(46.58)
Total Asset	32.39	1,122.53	58.79	336.60	52.43	5.89	39.76	3.36	58.82
Total Liabilities	78.22	1213.81	172.52	1,243.48	109.15	15.01	60.34	103.15	105.30
Investments	0.00	0.00	0.00	1.28	1.40	0.00	0.39	0.00	3.50
Turnover	0.32	1,591.74	0.04	466.07	41.27	0.00	0.00	0.00	0.00
Profit before taxation	(5.61)	(82.71)	(10.97)	(121.21)	(29.85)	(1.01)	(0.07)	(0.07)	(7.64)
Provision for taxation	0.00	(21.44)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit after taxation	(5.61)	(61.27)	(10.97)	(121.21)	(29.85)	(1.01)	(0.07)	(0.07)	(7.64)
OCI	0.00	(0.02)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Comprehensive Income	(5.61)	(61.25)	(10.97)	(121.21)	(29.85)	(1.01)	(0.07)	(0.07)	(7.64)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	51.00	51.00	51.00	100.00	³ 57.50	51.00	100.00	51.00	100.00

³ Include 6.50% held by Siticable Broadband South Limited.

Name of the Subsidiary	⁴ Indinet Service Private Limited	Siti Prime Uttaranchal Communication Private Limited	Siti Sagar Digital Cable Network Private Limited	Siti Saistar Digital Media Private Limited	⁵ E-Net Entertainment Private Limited	Variety Entertainment Private Limited	⁶ Meghbela Infotel Cable & Broadband Private Limited	Siti Networks LLP
Reporting Period	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023	April 1, 2023
	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024
Reporting Currency	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million	Rs. in million
Share Capital	0.10	0.20	0.10	0.10	0.57	0.10	0.10	0.10
Reserve & Surplus	(67.15)	(47.87)	(32.70)	(252.61)	(38.43)	(201.14)	(209.42)	(0.24)
Total Asset	269.25	59.74	31.11	361.71	75.76	526.64	216.41	240.43
Total Liabilities	336.30	107.41	63.71	614.22	113.62	727.68	425.73	240.57
Investments	0.00	0.00	0.00	0.00	0.00	16.45	0.00	0.00
Turnover	722.62	59.98	(0.00)	285.64	70.14	44.13	289.95	0.00
Profit before taxation	(25.55)	(37.54)	(6.64)	(74.76)	(1.25)	(135.35)	(87.63)	(0.03)
Provision for taxation	(6.44)	1.33		22.04	0.53	0.00	0.00	0.00
Profit after taxation	(19.11)	(38.87)	(6.64)	(52.72)	(1.78)	(135.35)	(87.63)	(0.03)
OCI	0.00	0.00	0.00	0.00	0.00	0.00	0.21	0.00
Total Comprehensive Income	(19.11)	(38.87)	(6.64)	(52.72)	(1.78)	(135.35)	(87.42)	0.00
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	100.00	51.00	51.00	51.00	51.00	100.00	76.00	

⁴Wholly owned subsidiary of Indian Cable Net Company Limited

⁵Subsidiary company of Siti Broadband Services Private Limited

⁵Subsidiary of Indian Cable Net Company Limited

PART "B" ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/ Joint Ventures	C&S Medianet Private Limited	Paramount Digital Media Services Private Limited
Latest Audited Balance Sheet date	May 21, 2024	August 18, 2024
Share of Associate/ Joint Ventures held by the Company on the year end		
• No.	4,800	*10,000
• Amount of Investment in Associates/ Joint Ventures (Rs.in million)	0.05	35.27
• Extend of Holding %	48.00%	*50.00%
Description of How there is significant influence	Control of more than 20% of the Total Share Capital.	Control of more than 20% of the Total Share Capital.
Reason why the associate/ joint venture is not consolidated	-	-
Networth attributable to shareholding as per latest audited Balance Sheet	-	-
Profit/ Loss for the Year	-	-
i. Considered in Consolidation (Rs.in million)		
ii. Not Considered in Consolidation		

* Held through Variety Entertainment Private Limited

ANNEXURE – V

ANNEXURE TO DIRECTORS' REPORT

Disclosures as required under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with SEBI applicable circulars

Sl. No.	Particulars	Details
1	Relevant disclosures in terms of the Guidance Note on Accounting for employees share-based payment issued by ICAI or any other relevant Accounting Standards as prescribed from time to time.	Refer Note No.32 of standalone financial statements for the year ended March 31, 2024,
2	Diluted EPS on issue of shares pursuant to all the Schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 - Earning Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	Diluted EPS as per Indian Accounting Standards 33 is Rs.(1.73) (Refer Note No.29 of standalone financial statements).
3	Details relating to ESOS	
	i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS including:	Presently the Company has only one ESOP Scheme namely – SITI ESOP 2015.
	a. Date of Shareholders approval	August 27, 2015
	b. Total No. of Options approved under ESOP	33,881,656 Stock Options
	c. Vesting Requirements	<p>The Options granted shall vest, not earlier than one year and not later than five years from the date of grant of options, so long as the employee continues to be in the employment of the Company, as the case may.</p> <p>Vesting shall happen in one or more tranches, subject to such terms and conditions of vesting as may be decided by the Board / Nomination & Remuneration Committee including but not limited to certain performance metrics subject to which the options would vest.</p> <p>The specific vesting schedule and conditions, if any, subject to which vesting would take place would be outlined in the Letter of Grant given to the Grantee at the time of the Grant of Options.</p>
	d. Exercise Price or pricing formula	The exercise price shall be equal to the latest available closing market price (on that stock exchange where there is highest trading volume) on the date prior to the date on which the options are granted to the employees.

e.	Maximum term of Options granted	Options granted under SITI ESOP 2015 scheme shall be capable of being exercised within a period of four years from the date of each Vesting of the respective Stock Options.
f.	Source of share (primary, secondary or combination)	Primary
g.	Variation in terms of Options	None
ii.	Method used to account for ESOS Intrinsic or fair value.	Fair Value Method
iii.	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Not applicable as the Company has accounted for the Stock Option at Fair Value using a variation of the binominal option pricing model as detailed in Note No.32 of standalone financial statements for FY 2023-24.
iv.	Option movement during the year:	
	Number of options outstanding at the beginning of the FY 2023-24	133,845 Stock Options
	Number of options granted during FY 2023-24	Nil
	Number of options forfeited / lapsed during FY 2023-24	133,845 Stock Options
	Number of options vested during FY 2023-24	Nil
	Number of options exercised during FY 2023-24	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil
	Loan repaid by the trust during the year from exercise price received	Nil
	Number of options outstanding at the end of FY 2023-24	Nil
	Number of options exercisable (vested) at the end of FY 2023-24	Nil
v.	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	No options were exercised during the financial year 2023-24. The weighted average share price per share at the date of exercise in the financial year 2016-17 was Rs.39.05 per share.

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- | | |
|---|---|
| <p>vi. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to (a) Senior Managerial Personnel; (b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.</p> | <p>No options were exercised during the financial year 2023-24. Therefore, details under this head are nil.</p> |
| <p>vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information viz. (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.</p> | <p>Refer Note No.32 of to the Notes to standalone financial statements for FY 2023-24 for description of method and significant assumptions used to estimate fair value of Options granted.</p> |
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ANNEXURE – VI

PARTICULARS OF REMUNERATION OF EMPLOYEES

{Pursuant to Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

DISCLOSURE OF MANAGERIAL REMUNERATION PURSUANT TO SECTION 197 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase during the financial year, ratio of remuneration of Directors to the Median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

S. No.	Name of the Director-KMP and Designation	% increase in remuneration in FY 2023-24	Ratio of remuneration of each Director to median remuneration of employees
1.	Ms. Shilpi Asthana, Independent Director	Nil	-
2.	Ms. Kavita Kapahi	Nil	-
3.	Mr. Amitabh Kumar	Nil	-
4.	Mr. Suresh Arora	Nil	-
5.	Mr. Yogesh Sharma	Nil	NA
6.	Mr. Suresh Kumar, Company Secretary	11.50%	NA
7.	Mr. Vikram Singh Panwar ¹	Nil	NA

S. No.	Requirements	Disclosure
1	The percentage increase in the median remuneration of employees in the financial year 2023-24	8.38%
2	The number of permanent employees on the rolls of the Company	189 employees as on 31 st March 2024
3	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Non-managerial 0.00% Managerial 0.00 % This is based on Remuneration Policy of the Company that rewards personnel differently based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relatives are taken care of.
4	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration policy of the Company.

¹ Mr. Vikram Singh Panwar, who was appointed as CFO of the Company w.e.f. April 15, 2023, resigned with effect from the close of business hours on September 15, 2023.

B. DISCLOSURES RELATING TO REMUNERATION DRAWN BY EMPLOYEES IN TERMS OF SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. Top ten employees in terms of remuneration drawn:

Sl. No.	Name and age	Designations	Remunerati on Received	Qualification and experience	Date of joining	Last Employment
1.	Arun Agarwal	Deputy General Manager - Finance & Accounts	2,715,891	B.COM	09-Apr-07	DCB Bank
2.	Manish Kumar Sinha	Associate Vice President- Sales & Operations	2,782,298	MBA	15-Jan-18	Mediant Systems Pvt. Ltd.
3.	Rohtash Jain	Associate General Manager - Finance And Accounts	1,936,466	CA	08-Apr-16	HCL Infosystems
4.	Johnson P. J.	Senior Vice President - Technology	1,912,457	BE	16-Jun-22	Hinduja Group
5.	*Sandeep Jain	General Manager Finance & Accounts	1,782,414	CA	01-Aug-23	ZEE Media Corporation Ltd.
6.	Sunil Mamtani	Vice President- Technology	3,047,115	Diploma in electronics	14-10-2008	Reliance Communications
7.	Suresh Kumar	Company Secretary	2,696,340	CS & Master of Financial Management	01-Aug-02	SITI Cable Network Ltd.
8.	Vijay Kalur	Avp -Sales & Ops	2,737,472	BBA	03-Jul-17	Reliance Communications
9.	*Vikram Singh Panwar	Chief Financial Officer	1,255,419	CA	27-Aug-21	PI Industries
10.	**Yogesh Sharma	Chief Executive Officer	7,860,698	B. Tech	15-Jan-18	Mediant Systems Pvt. Ltd.

Note :

- All appointments are contractual and terminable by notice on either side.
 - None of the employee are related to any Director
 - Remuneration is as per provisions contained in section 17(1), 17(2) and 17(3) of the Income Tax Act, 1961.
- * Mr. Vikram Singh Panwar, who was appointed as CFO of the Company w.e.f. April 15, 2023, resigned with effect from the close of business hours on September 15, 2023.
- * Mr. Sandeep Jain has been appointed w.e.f. August 1, 2023, as General Manager Finance & Accounts.
- ** Being a related party in terms of I & B Code, remuneration for the period commencing August 1, 2023 till date has not been paid to Mr.Yogesh Sharma due to want of approval of Committee of Creditors of the Company

2. Employed throughout the year and in receipt of remuneration aggregating Rs. 1.02 Crores or more per annum: NIL

Sl. No.	Name and age	Designation	Remunerat ion Received	Qualification and experience	Date of joining	Last Employment

3. Employed for part of the year and in receipt of remuneration aggregating Rs. 8.5 lakh or more per month: Nil

Sl. No.	Name and age	Designations	Remunerati on Received	Qualification and experience	Date of joining	Last Employment



REPORT ON CORPORATE GOVERNANCE

COMPANY'S GOVERNANCE PHILOSOPHY

Corporate Governance is about maximizing Shareholder value legally, ethically and on a sustainable basis. At SITI Networks Limited ("SITI"), the goal of corporate governance is to ensure fairness for every stakeholder – our customers, investors, vendor partners, the community, and the governments. We believe that sound corporate governance is critical in enhancing and retaining investor trust. It is a reflection of our culture, our policies, our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity.

Corporate Governance provides a structure that works for the benefit of everyone concerned, by ensuring that the enterprise adheres to ethical standards, laws and accepted best practices. It imbibes the basic business ethics and values that need to be adhered to in letter and spirit. A transparent, ethical and responsible corporate governance framework essentially emanates from the intrinsic will and passion for good governance ingrained in the culture of the organisation.

A report on compliance with the principles of Corporate Governance as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is given below:

CORPORATE INSOLVENCY RESOLUTION PROCESS ("CIRP")

The Company is undergoing CIRP vide order dated February 22, 2023 passed by the Hon'ble NCLT, Mumbai and the powers of the Board of Directors have been vested in and have been exercised by the Resolution Professional ("RP") in terms of the provisions of Insolvency and Bankruptcy Code, 2016 ("I & B Code").

Pursuant to sub-regulations (2A) and (2B) of Regulation 15 of SEBI Listing Regulations, during the CIRP period, the Company is fully exempt from the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI Listing Regulations, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors and its Committees including Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee. However, the proviso to sub-regulations (2A) and (2B) provides that role and responsibilities of the Board of Directors and its Committees as specified under Regulations 17, 18, 19, 20 and 21 shall be fulfilled by the interim resolution professional or resolution professional in accordance with sections 17 and 23 of the I & B Code.

BOARD OF DIRECTORS

Composition & Category of Directors

The suspended Board of the Company consists of persons with considerable professional expertise and experience in technical, commercial, legal, finance, business administration and other related field. As on March 31, 2024, the suspended Board of the Company comprises of four (4) directors including one (1) Executive Director, one (1) Independent Women Director, two (2) Non-Executive Non-Independent Director out of which one is Women Director.

However, prior to initiation of CIRP, the Company has a balanced Board with combination of Executive and Non-Executive Directors.

Independent Director(s) of the Company provided appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations.

Number of Board Meetings

Pursuant to sub-regulation (2B) in Regulation 15 in the SEBI Listing Regulations, the provisions specified in sub-regulation (2) in Regulation 17 that the board of directors shall meet at least four times a year with a maximum time gap of one hundred and twenty days between any two meetings, is not applicable to the company which is undergoing CIRP under the Insolvency Code.

However, during the period commencing March 7, 2023 till August 9, 2023, the order dated February 22, 2023 passed by Hon'ble NCLT was stayed by Hon'ble NCLAT vide its order dated March 7, 2023 (which was set aside vide order dated August 10, 2023 of NCLAT), one meeting(s) of the Board of Directors was held on May 30, 2023.

Prior to undergoing CIRP, your Board meets at least once a quarter to review the quarterly performance and financial results of the Company and the intervening period between any two Board Meetings were well within the maximum time gap of one hundred and twenty days under Regulation 17 of the SEBI Listing Regulations and Secretarial Standards. The annual calendar of meetings for consideration of financial results and Business Plan is broadly determined at the beginning of each financial year.

Attendance Record and their other Directorships/Committee Memberships

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the Financial Year 2023-24 and also their other Directorships / Chairmanship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2024 are as under:

Name of the Director	Attendance at		No. of Directorship of other Public Companies	No. of Membership/ Chairmanship of Board Committees	
	Board Meeting (Total Board Meeting held 1)	17 th AGM held on 29.09.2023		Membership	Chairmanship
Executive Independent Director					
Mr. Suresh Arora	1	No	-	1	-
Non – Executive Independent Director					
Ms. Shilpi Asthana	1	No	7	5	1
Non – Executive Non-Independent Director					
Mr. Amitabh Kumar	1	No	1	1	1
Ms. Kavita Anand Kapahi	1	No	2	4	1



Prof. Sunil Kumar Maheshwari	1	-	-	-	-
Mr. Bhanu Pratap Singh	1	-	-	-	-

- ¹ Prof Sunil Kumar Maheshwari, who was Independent Director, had resigned from the Board of Director of the Company w.e.f. June 22, 2023
- ² Mr. Bhanu Pratap Singh, who was Independent Director, had resigned from the Board of Director of the Company w.e.f. June 28, 2023
- ³ Directorship of Ms. Shilpi Asthana in other public companies includes directorship in 5 deemed public companies.
- ⁴ Membership of Board constituted committees of Ms. Shilpi Asthana includes membership of Board constituted Committees in 2 deemed public companies.
- ⁵ Directorships in Other Companies do not include Alternate Directorships.
- ⁶ In accordance with Regulation 26 of the SEBI Listing Regulations, Chairmanships / Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) except Foreign Companies have been considered.
- ⁷ None of the Directors held directorship in more than 7 listed companies. Further, none of the Independent Directors of the Company served as Independent Director in more than 7 listed Companies.
- ⁸ None of the Directors held directorship in more than 20 Indian Companies, with not more than 10 public limited companies
- ⁹ None of the Directors is a member of more than 10 Committees or Chairperson of more than 5 Committees across all the Public Limited Companies in which he/she is Director.

Details of other directorships of Directors held in other listed entities as at March 31, 2024 are as under:

Name of the Director (powers suspended)	Directorship in other Listed Companies	Category of Directorship in other Listed Companies
Mr. Suresh Arora	None	NA
Ms. Shilpi Asthana	Diligent Media Corporation Limited	Independent Director
Ms. Kavita Kapahi	Shirpur Gold Refinery Limited	Independent Director
Mr. Amitabh Kumar	Zee Media Corporation Limited	Non-Executive Non-Independent Director

Relationship between Directors inter-se

None of the Directors are, in any way, related to each other.



Woman Director

In compliance with Regulation 17(1) of SEBI Listing Regulations and applicable provisions of the Act, as on March 31, 2024, the Women Directors of your Company are as follows:

- (i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director (powers suspended); and
- (ii) Ms. Shilpi Asthana, Independent Director (powers suspended).

Shares held by Non-Executive Directors

As on March 31, 2024, the Non-Executive Directors (powers suspended) of your Company held the following equity shares in the Company:

Name of the Non – Executive Directors (powers suspended)	No. of Shares held
Ms. Kavita Kapahi (Non-Executive Non-Independent Director)	50 (in jointly holding)
Mr. Amitabh Kumar (Non-Executive Non-Independent Director)	1,000
Ms. Shilpi Asthana (Independent Director)	Nil

Appointment and Tenure

During the period under review, the Company is undergoing CIRP. However, prior to initiation of CIRP, the Directors of the Company were appointed / re-appointed by the Board on the recommendations of the Nomination and Remuneration Committee and approval of the Members at the General Meetings. In accordance with the Articles of Association of the Company and provisions of the Act, all Directors, except the Independent Directors of the Company, are liable to retire by rotation at the Annual General Meeting (AGM) each year and, if eligible, may offer themselves for re-election/re-appointment. The Executive Directors on the Board have been appointed as per the provisions of the Act and serve in accordance with the terms of their contract of employment / contract of service with the Company.

Prof. Sunil Kumar Maheshwari and Mr. Bhanu Pratap Singh, Independent Directors of the Company resigned during the financial year under review on account of personal reasons and other commitments, before the expiry of their tenure.

During the period commencing March 7, 2023 till August 9, 2023, the order dated February 22, 2023 passed by Hon'ble NCLT was stayed by Hon'ble NCLAT vide its order dated March 7, 2023 (which was set aside vide order dated August 10, 2023 of NCLAT), one meeting(s) of the Board of Directors was held on May 30, 2023.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and SEBI Listing Regulations.
- The Independent Directors can serve a maximum of two terms of three years each.

- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Act and the SEBI Listing Regulations.
- The Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members of the Company by way of a Special Resolution.

Any person who becomes Director or Officer, including an employee who is acting in a managerial or supervisory capacity, shall be covered under Directors' and Officers' Liability Insurance Policy ("D&O Insurance Policy"). The Company had earlier provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance. However, the D&O Insurance Policy of the Company, which had expired on August 7, 2022, could not be renewed as the insurance companies refused to renew the same due to pendency/initiation of insolvency litigations against the Company by Bank(s)/Lender(s) under Insolvency and Bankruptcy Code, 2016.

Key Skills, Expertise and Competencies of the Board

The Board of the Company comprises eminent personalities and leaders in their respective fields. These Members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. Nomination and Remuneration Committee ('NRC') considers, *inter alia*, key skills, qualifications, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director. The Board of Directors have, based on the recommendations of the NRC, identified the following core key skills/expertise/ competencies of Directors as required in the context of business of the Company for its effective functioning which are currently possessed by the Board Members of the Company and mapped against each of the Directors:

Key Skills

Areas of Core Skills/Expertise/ Competence	Suresh Arora	Prof. Sunil Kumar Maheshwari	Amitabh Kumar	Bhanu Pratap Singh	Kavita Kapahi	Shilpi Asthana
Strategy and strategic planning	✓	✓	✓	✓	✓	✓
Policy development	✓	✓	✓	✓	✓	✓
Financial Expertise	✓	✓	✓	✓	✓	✓
Risk and compliance oversight	✓	✓	✓	✓	✓	✓
Executive management	✓	✓	✓	✓	✓	✓
Commercial experience	✓	✓	✓	✓		



Industry Skills (Broadcasting/Cable TV Sector)

Areas of Core Skills/Expertise/Competence	Suresh Arora	¹ Prof. Sunil Kumar Maheshwari	Amitabh Kumar	² Bhanu Pratap Singh	Kavita Kapahi	Shilpi Asthana
Product Delivery	✓	✓	✓	✓	✓	✓
Technology Innovation	✓		✓			
Client engagement	✓	✓	✓	✓	✓	✓
Community and stakeholder engagement	✓	✓	✓	✓	✓	✓
Marketing & Communication	✓	✓		✓		

1. *Prof Sunil Kumar Maheshwari, who was Independent Director, had resigned from the Board of Director of the Company w.e.f. June 22, 2023*
2. *Mr. Bhanu Pratap Singh, who was Independent Director, had resigned from the Board of Director of the Company w.e.f. June 28, 2023*

Board Procedure

As the Company is undergoing CIRP, pursuant to the provisions of I & B Code, the powers of the Board of Directors have been suspended and vest in the Resolution Professional. Therefore, the Board of Directors of the Company are not meeting. However, during the period commencing March 7, 2023 till August 9, 2023, the order dated February 22, 2023 passed by Hon'ble NCLT regarding initiation of CIRP was stayed by the Hon'ble NCLAT vide its order dated March 7, 2023 (which was set aside by NCLAT vide its order dated August 10, 2023), one meeting(s) of the Board of Directors was held on May 30, 2023

The Board Meetings of the Company are governed by a structured agenda. The Company Secretary in consultation with the Executive Director prepares agenda of the Board Meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent well in advance of the date of the Board Meeting(s) to enable the Board Members to take informed decision. Any Board Member may, in consultation with the Chairman of the Meeting and with the consent of all Independent Directors present at the meeting, bring up any matter at the meeting for consideration by the Board. Senior management personnel are invited, from time to time, to the Board Meetings to make presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies.

All relevant information required to be placed before the Board as per SEBI Listing Regulations are considered and taken on record/approved by the Board. The Board reviews and guides the Company in strategic matters, risk policy and oversees the process of disclosure and communications to maintain highest standards of ethical conduct and integrity. Additionally, the Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

Independent Directors Meeting & Board Evaluation Process

The Independent Directors of the Company met on March 30, 2023, in compliance with the requirements of Regulation 25 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act, to evaluate performance of the Board and review flow of information between the



management and the Board. The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard was also circulated to Independent Directors, well in advance.

The parameters for evaluation of performance of the Board & Board Committees includes the structure & composition, contents of agenda for the meeting, quality and timelines of information provided, the decision-making process & review thereof, attention to the Company's long-term strategic issues, evaluation of strategic risks, overseeing and guiding major plans of action, corporate restructuring, acquisitions, divestment, etc. The outcome of the evaluation exercise was discussed at subsequent Board Meeting. The Board of Directors also expressed satisfaction towards the evaluation process. The performance of the Independent Directors was also evaluated taking into account *inter alia* (i) Director comes well prepared and informed for the Board / Committee Meeting(s); (ii) Director demonstrates a willingness to devote time and effort to understand the Company and its business; (iii) Director has ability to remain focused at a governance level in Board/ Committee Meetings; (iv) Director's contributions at Board / Committee meetings are of high quality and innovative; (v) Director's proactively contributes in to development of strategy and to risk management of the Company; (vi) Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee; (vii) Director exercises objective independent judgment in the best interest of Company; (viii) Director has effectively assisted the Company in implementing best corporate governance practice and then monitors the same; (ix) Director helps in bringing independent judgment during Board deliberations on strategy, performance, risk management etc. and (x) Director keeps himself/ herself well informed about the Company and external environment in which it operates.

Familiarisation Program for Independent Directors

Due to undergoing CIRP, the powers of Board of Directors have been suspended pursuant to the provisions of I & B Code. Therefore, no familiarization program of Independent Director(s) was conducted during the period under review.

However, Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business of the Company through induction programs at the time of their appointment as Directors and at regular intervals through deep-dive on various business segments of the Company. While review and approval of quarterly and Annual Financial Statements of the Company are taken up, detailed presentation covering *inter alia* economy and industry overview, key regulatory developments, strategy and performance of the Company is made to the Board. Details of Directors familiarisation program is available on Company's website www.sitinetworks.com.

Code of Conduct

The Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the said Code provide their annual confirmation of compliance with the Code. The Code is available on the website of the Company www.sitinetworks.com. Besides the Code, the Company has also put in place a Policy on Ethics at Work Place which is applicable to all employees. The role and responsibilities of Independent Directors (including Code of Conduct) as prescribed in Schedule IV of the Act and/or prescribed in SEBI Listing Regulations forms part of the appointment letters issued to Independent Directors.



Dividend Distribution Policy

In line with the requirements of SEBI Listing Regulations, the Board has approved and adopted Dividend Distribution Policy. The Dividend Distribution Policy is uploaded on the website of the Company and can be accessed on www.sitinetworks.com.

BOARD COMMITTEES

Since the Company is undergoing CIRP, therefore in terms of Regulation 15(2A) and (2B) of the SEBI Listing Regulations, Regulations 17, 18, 19, 20 and 21 of the SEBI Listing Regulations relating to various Board constituted Committees, are not applicable to the Company during the CIRP.

Your Board has constituted Committees for smooth and efficient operation of day-to-day business of the Company. These Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. Each Committee of the Board is guided by and operates under the terms of reference, which has been framed in compliance with applicable laws defining the scope, powers and composition of the Committee. Minutes of the proceedings of Committees meetings are circulated to the Board members and are placed for record by the Board at its subsequent Meeting.

I. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. The Company has framed the mandate and working procedures of the Audit Committee as required under Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations defining therein the term of reference, membership, powers, meeting procedures, etc. of Audit Committee.

The Audit Committee also reviews internal financial controls and adequacy of disclosures and compliance with all relevant laws. In addition to the foregoing, in compliance with requirements of Regulation 24 of the SEBI Listing Regulations, the Audit Committee reviews operations of subsidiary companies viz., its financial statement, significant related party transactions, statement of investments and minutes of meeting of the Board and Committees.

Term of reference

The Terms of reference and role of the Audit Committee are as per Regulation 18 and Schedule II Part C of the SEBI Listing Regulations and Section 177 of the Act. The Committee meets periodically and *inter alia*:

- Reviews Accounting and financial reporting process of the Company;
- Reviews Audited and Un-audited financial results;
- Reviews Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/ other



management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;

- Reviews and approves transactions proposed to be entered into by the Company with related parties including any subsequent modifications thereto;
- Reviews functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor and Internal Auditor and approves the appointment of Chief Financial Officer.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. Additionally, in compliance with requirements of Regulation 24 of the SEBI Listing Regulations, the Audit Committee reviews operations of Subsidiary Companies viz. its financial statements, significant related party transactions, statement of investments and minutes of meetings of its Board and Committees.

Composition and Meetings of the Audit Committee

In terms of Regulation 15(2B) in the SEBI Listing Regulations, the provisions of Regulation 18 of SEBI Listing Regulations is not applicable to the Company which is undergoing CIRP under the Insolvency Code. Further, the roles and responsibilities of the Audit Committee during the CIRP period are fulfilled by the Resolution Professional.

However, as at March 31, 2024, the Audit Committee of the Board comprised of following two (2) Members:-

- (i) Ms. Shilpi Asthana, Independent Director (powers suspended); and
- (ii) Ms. Kavita Kapahi, Non-Executive Non-Independent Director (powers suspended).

Out of two (2) members of the Audit Committee, one (1) Member is Independent Director (powers suspended) and another one (1) Member is Non-Executive Non-Independent Director (powers suspended). All the Members of the Audit Committee have accounting and financial management knowledge.

The Company Secretary of the Company acts as the secretary to the Committee.

During the year under review, the Audit Committee met two times on May 30, 2023 and June 9, 2023. and the necessary quorum was present at these meetings.

The Chief Executive Officer, Chief Financial Officer, Whole Time Director, the Partner/Representative(s) of the Statutory Auditors and Partner/Representative(s) of the Internal Auditors are some of the invitees to the Audit Committee. Internal Auditors attend Audit Committee Meetings wherein the Internal Audit Reports were considered by the Committee.

All recommendations made by the Audit Committee during the year under review were accepted by the Board.

The details of attendance of Audit Committee meetings during the financial year ended March 31, 2024 are as under:

Name of the Director	Category	No. of meeting attended
¹ Mr. Bhanu Pratap Singh (Independent Director)	Chairman	1
² Prof Sunil Kumar Maheshwari (Independent Director)	Member	2
Ms. Kavita Kapahi (Non-Executive Non-Independent Director) (powers suspended)	Member	2
Ms. Shilpi Asthana (Independent Director) (powers suspended)	Member	2

¹ Mr. Bhanu Pratap Singh, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 28, 2023.

² Prof Sunil Kumar Maheshwari, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 22, 2023.

II. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations read with Section 178 of the Act.

Term of reference

The terms of reference of the Nomination and Remuneration Committee include:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. Formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
4. Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
5. Formulate policy with regard to remuneration to Directors, Key Managerial Personnel and Senior Management involving a balance between fixed and incentive

pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Composition and Meetings of the Nomination and Remuneration Committee

In terms of Regulation 15(2B) in the SEBI Listing Regulations, the provisions of Regulation 19 of SEBI Listing Regulations is not applicable to the Company which is undergoing CIRP under the I & B Code. Further, the roles and responsibilities of the Nomination and Remuneration Committee during the CIRP period are fulfilled by the Resolution Professional.

However, as at March 31, 2024, the Nomination and Remuneration Committee of the Company comprised of following Members:

- (i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director (powers suspended); and
- (ii) Ms. Shilpi Asthana, Independent Directors (powers suspended).

During the year under review, the Nomination and Remuneration Committee met one (1) time on May 30, 2023 and requisite quorum was present at these meetings.

The details of attendance of Nomination and Remuneration Committee meetings during the financial year ended March 31, 2024 are as under:

Name of the Director	Category	No. of meeting attended
¹ Mr. Bhanu Pratap Singh (Independent Director)	Chairman	1
² Prof. Sunil Kumar Maheshwari (Independent Director)	Member	1
Ms. Kavita Kapahi (Non-Executive Non-Independent Director) (powers suspended)	Member	1
Ms. Shilpi Asthana (Independent Director) (powers suspended)	Member	1

¹ Mr. Bhanu Pratap Singh, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 28, 2023.

² Prof Sunil Kumar Maheshwari, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 22, 2023.

Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communicate skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge and expertise, management of relationship

with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and contribute to corporate governance practice within the Company.

Remuneration of Executive Directors

During the year under review, your Board comprises of one Whole-Time Director (powers suspended) viz. Mr. Suresh Arora. He was appointed by the Shareholders of the Company in 13th Annual General Meeting of the Company held on September 28, 2019, for a period of three (3) years with effect from June 14, 2019. Thereafter, he was re-appointed in 16th Annual General Meeting of the Company held on September 12, 2022, for a further period of three (3) years commencing June 14, 2022.

The detail of remuneration paid to the Mr. Suresh Arora, Whole Time Director (powers suspended) of the Company during the year ended March 31, 2024 is as under:

Particulars	(Rs. in million)
Salary	Nil
Benefits Perquisites and Allowances	Nil
Provident Fund Contribution	Nil
Total Amount	Nil
Employee Stock Options Granted (unvested)	Nil
Notice period and severance fees	Nil

Remuneration of Non-Executive Directors

The Non- Executive Directors shall be entitled to sitting fees of Rs.20,000/- per meeting for attending the meeting(s) of the Board and Committees thereof. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending meetings.

Details of the sitting fees paid to the Non-Executive Directors of the Company for the period April 1, 2023 to March 31, 2024:

Name of the Director	Amount Paid as Sitting Fees (Rs. in million)
¹ Prof Sunil Kumar Maheshwari <i>Independent Director</i>	0.08
Ms. Kavita Kapahi <i>Non-Executive Non-Independent Director (powers suspended)</i>	0.10
² Mr. Bhanu Pratap Singh <i>Independent Director</i>	0.06
Mr. Amitabh Kumar <i>Non-Executive Non-Independent Director (powers suspended)</i>	0.00
Ms. Shilpi Asthana <i>Independent Director (powers suspended)</i>	0.08

¹ *Prof Sunil Kumar Maheshwari, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 22, 2023.*



- ² *Mr. Bhanu Pratap Singh, who was Independent Director, had resigned from the Board of Director and Board constituted Committee of the Company w.e.f. June 28, 2023.*

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, its Subsidiary and/or its Associate, other than in the normal course of business, which may affect the independence. The Non-Executive Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.

Terms of reference

The terms of reference of Stakeholders Relationship Committee include satisfactory redressal of investors grievances / complaints; review measures taken for effective exercise of voting rights; review adherence of service standards by Company and RTA and recommends measures for overall improvement in the quality of investor services. The Committee has delegated the power of approving requests for transfer, transmission, rematerialisation, and dematerialization, etc. of shares of the Company to the Company Secretary of the Company.

Composition and Meeting of the Stakeholders' Relationship Committee

In terms of Regulation 15(2B) in the SEBI Listing Regulations, the provisions of Regulation 20 of SEBI Listing Regulations is not applicable to the Company which is undergoing CIRP under the Insolvency Code. Further, the roles and responsibilities of the Stakeholders Relationship Committee during the CIRP period are fulfilled by the Resolution Professional.

The Stakeholders' Relationship Committee of the Company comprised of following Members:

- (i) Ms. Kavita Kapahi, Non- Executive Non-Independent Director (powers suspended) as the Chairman; and
- (ii) Mr. Suresh Arora, Executive Director (powers suspended).

Mr. Suresh Kumar, Company Secretary of the Company is Compliance Officer of the Company, who oversees the redressal of the investors' grievances.

During the year under review, no Stakeholders' Relationship Committee was held.

During the year under, no meeting of the Stakeholders' Relationship Committee meetings was held.



Details of number of requests/complaints received from investors and resolved during the year ended March 31, 2024, are as under:

Nature of Correspondence	Received	Resolved/ Replied	Pending
Non - Receipt of Dividend	0	0	0
Non - Receipt of Annual Report	0	0	0
Non - Receipt of Shares	0	0	0
Complaint Received from SEBI/NSE/BSE	0	0	0
Complaint Received from ROC/ Others	0	0	0
Total	0	0	0

IV. OTHER BOARD COMMITTEES

In addition to the above, the Board has, *inter alia*, constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

Corporate Social Responsibility Committee

In compliance with the requirements of Section 135 read with Schedule VII of the Act, the Corporate Social Responsibility Committee is presently comprising of following Members:

- (i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director (powers suspended) as Chairman, and
- (ii) Mr. Suresh Arora, Executive Director (powers suspended).

The broad term of reference includes:-

- i. To formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act;
- ii. To recommend the amount to be spent on the CSR activities;
- iii. To periodically monitor the Company's CSR policy;
- iv. To institute a transparent monitoring mechanisms for the implementation of CSR Projects.

During the year, no meeting was held of Corporate Social Responsibility Committee.

Corporate Management Committee

The Board has also constituted a Corporate Management Committee comprising of Key Managerial Personnel of the Company to review, approve and/or grant authorities for managing day-to-day affairs of the Company within the powers delegated by the Board. The Corporate Management Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.



Finance Committee

With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and/or sanctioned to the Company by various Banks and/or Indian Financial Institution from time to time, in the form of Term Loans, Working Capital facilities, Guarantee Facilities, etc., including the acceptance of terms and conditions of such facilities being offered and exercising such other authorities as may be delegated by the Board.

The Finance Committee is presently comprising of two (2) Members namely:

- (i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director (powers suspended) as Chairman, and
- (ii) Mr. Suresh Arora, Executive Director (powers suspended).

Investment Committee

The Board has also constituted an Investment Committee comprising of Executive Director and Key Managerial Personnel of the Company. As on the date of this Report, the Investment Committee comprises of:-

- (i) Mr. Suresh Arora, Whole Time Director, as Chairman (powers suspended);
- (ii) Mr. Yogesh Sharma, CEO of the Company, as Members; and

The Investment Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

The broad term of reference includes:

- (i) to explore and evaluate the proposal(s) pertaining to restructuring of the investments of the Company in Joint Venture Companies / Subsidiary Companies / Associate Companies / Joint Venture Limited Liability Partnership(s), in consultation with Advisors/Consultants and to make necessary alterations/modifications in such investment proposals, as and when required, in the interest of the Company, subject to compliances of the laws for the time being in force;
- (ii) to form and incorporate:
 - a. public or private company(ies) under the Act;
 - b. Limited Liability Partnership(s) under the Limited Liability Partnership Act, 2008 including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force;
- (iii) to invest the funds of the Company in public or private company(ies) or Limited Liability Partnership(s)
- (iv) to nominate person(s) on behalf of the Company for the appointment as:



- a. director(s) in any public or private company(ies);
- b. designated partner(s) in any Limited Liability Partnerships;
- (v) to give consent/approval/no objection for the use of the word(s) “SITI” / “SITI CABLE” / “SITI NETWORKS”, which are registered trade-marks of the Company, as suffix or prefix in the name of any public or private company(ies) or in the name of any Limited Liability Partnership(s);
- (vi) to approve the Limited Liability Partnership Agreement in respect of such Limited Liability Partnership(s) and to authorize the employee(s) of the Company to sign and execute the same on behalf of the Company;
- (vii) to acquire/purchase the equity holding/capital/ share of Joint Venture Partner(s) in Joint Venture Company(ies)/Subsidiary Company(ies)/ Limited Liability Partnership(s);
- (viii) to sell/dispose of share held/investments made in Joint Venture Company(ies)/Subsidiary Company(ies)/Limited Liability Partnership(s).

The Board has provided for detailed guidelines on constitution, quorum, scope and procedures to be followed by these Committees in discharging their respective functions. Minutes of the proceedings of Committee meetings are circulated to the Board members and are placed for record by the Board at its subsequent Meeting.

GENERAL MEETINGS

The 18th Annual General Meeting of the Company for the Financial Year 2023-24 will be held on Thursday, the 26th day of December, 2024 at 3:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

Meeting	Day, Date and Time of the Meeting	Venue	Special Resolution passed
2022-23	Friday, September 29, 2023	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	Nil
2021-22	Monday, September 12, 2022	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	Nil
2020-21	Tuesday, September 28, 2021	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	Re-appointment of Mr. Bhanu Pratap Singh as an Independent Director of the Company for the second term.

All the above special resolutions were passed with requisite majority.



No Special Resolution was passed through Postal Ballot during the financial year 2023-24.

No Extra Ordinary General Meetings of the Members were held during FY 2023-24.

None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges, where the securities of the Company are listed by uploading on the online portal of the stock exchanges i.e. NEAPS (NSE) & Corporate Filing (BSE). Such information is also simultaneously displayed immediately on the Company's website www.sitinetworks.com. The financial results quarterly, half yearly and annual results and other statutory information were generally communicated to the Shareholders by way of an advertisement in an English newspaper viz. 'Business Standard/Financial Express' and in a vernacular language newspaper viz. 'Mumbai Mittr/Navshakti/Mumbai Lakshadeep (Marathi)/Prathakal (Mumbai)' as per requirements of the SEBI Listing Regulations.

In Compliance with Regulations 46 of the SEBI Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company. Annual Report, quarterly/half-yearly/annual financial statements, shareholding patterns, Stock Exchanges filings along with applicable policies of the Company. Official press releases and presentations made to institutional investors or to analysts, if any, are displayed on Company's website www.sitinetworks.com.

Management Discussion and Analysis Report forming part of this Annual Report is annexed separately.

Annual Report: Annual Report of the Company is also available on the website of the Company for download. Further, the Management Discussion and Analysis (MDA) Report, highlighting operations, business performance, financial and other important aspects of the Company's functioning, forms an integral part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION

1.	Annual General Meeting	
	❖ Day & Date	: Thursday the 26th day of December, 2024
	❖ Time	: 3:00 p.m. (IST)
	❖ Venue	: Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2.	Financial year	: April 1, 2023 to March 31, 2024
3.	Registered Office	: Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013. Phone No : +91- (022) 43605555; 43605581 Email : csandlegal@siti.esselgroup.com

4.	Corporate Office	:	FC-19 & 20, UG Floor, Sector-16A, Film City, Noida - 201301. Ph No.: +91-(0120) 4526707 E-mail : csandlegal@siti.esselgroup.com
5.	Listing on Stock Exchange	:	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 The National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Company has paid requisite Listing Fees to the Stock Exchanges for FY 2023-24 and 2024-25. None of the Company's Securities have been suspended from trading.
6.	Stock Code	:	BSE - 532795 NSE - SITINET - EQ
7.	Corporate Identification Number (CIN)	:	L64200MH2006PLC160733
8.	ISIN No.	:	INE965H01011 (Equity Shares of Re.1/- each, fully paid up)
9.	Registrar & Share Transfer Agent	:	Link Intime India Pvt Ltd C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, India Tel: +91 22 49186000 Fax: +91 22 49186060 E.Mail: rnt.helpdesk@linkintime.co.in

12. SHARE TRANSFER SYSTEM

99.96% of the Equity Shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company.

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received from transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in dematerialized form. Transfers of Equity Shares in electronic form are effected through the depositories with no involvement of the Company. Members holding Equity Shares in physical form are requested to consider converting their holdings to dematerialized form. The Company Secretary is authorized by the Stakeholder Relationship Committee to approve transfers.



Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on the pending investor complaints is filed with the stock exchanges and placed before the Board on a quarterly basis.

Reconciliation of Share Capital Audits (“Share Capital Audit”) were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The Share Capital Audit confirms that the total issued / paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

A yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations has been obtained from the Company Secretary in Practice and a copy of such certificate has been filed with the Stock Exchanges simultaneously.

13. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

14. INVESTOR SAFEGUARDS:

In order to serve you better and enable you to avoid risks while dealing in securities, you are requested to follow the general safeguards as detailed hereunder:

- **Dematerialise your Shares**

Members are requested to convert their physical holding to demat / electronic form through any of the nearest Depository Participants (DPs) to avoid the hassles involved in the physical shares such as possibility of loss, mutilation etc., and also to ensure safe and speedy transaction in securities.

Further, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

- **Consolidate your multiple folios**

Members are requested to consolidate their shareholding held under multiple folios to save them from the burden of receiving multiple communications.

- **Register Nomination**

To help your successors get the share transmitted in their favour, please register your nomination. Member(s) desirous of availing this facility may submit nomination in Form SH-13. Member(s) holding shares in dematerialised form are requested to register their nominations directly with their respective DPs.



- **Prevention of frauds**

We urge you to exercise due diligence and notify us of any change in address / stay in abroad or demise of any Shareholder as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.

- **Confidentiality of Security Details**

Do not disclose your Folio No. / DP ID / Client ID to an unknown person. Do not hand-over signed blank transfer deeds / delivery instruction slip to any unknown person.

15. DEMATERIALISATION OF SHARES & LIQUIDITY

The Company's Equity Shares are compulsorily traded in electronic (dematerialised) form on NSE and BSE. As at March 31, 2024, 99.96% of the Equity Share Capital of the Company are held in electronic form. Under the Depository system, the ISIN allotted to Company's Equity Shares is INE965H01011. Entire equity shareholding of the entities forming part of promoter/promoter group in the Company is held in dematerialised form.

There are two Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate trading in demat form. The Company has entered into agreements with both these Depositories. The Shareholders can open account with any of the Depository Participant registered with any of these two Depositories.

16. SERVICE OF DOCUMENTS THROUGH E-MAIL

Your Company will be sending the Notice and Annual Report for the Financial Year 2023-24 in electronic form to the Members whose e-mail address have been made available to the Company/Depository Participant(s). Members holding shares in electronic form but who have not registered their e-mail address (including those who wish to change their already registered e-mail id) with their DP and Members' holding shares in physical form are requested to register their e-mail address with their DP / Company, as the case may be, by following the process as provided in the Notes forming part of the Notice.

17. E-VOTING FACILITY

In compliance with Section 108 of the Act and Regulation 44 of the SEBI Listing Regulations, your Company is providing e-voting facility to all Members to enable them to cast their votes electronically on all resolutions set forth in the Notice of Annual General Meeting, using the e-voting platform of CDSL. The instructions for e-Voting have been provided in the Notice of Annual General Meeting.

18. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY;

There are no outstanding Securities issued by the Company and convertible into Equity Shares of the Company as at March 31, 2024.



The Company has not issued any GDRs/ADRs in the past and hence as at March 31, 2024 the Company does not have any outstanding GDRs/ADRs.

19. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is engaged in distribution of signals of channels of various broadcasters through cable networks, there are no risk associated with Commodity Price. Further the Company has not carried out any activity for hedging of foreign exchange risk.

20. SHAREHOLDERS' CORRESPONDENCE

The Company has attended to all the investors' grievances/ queries/ Information requests except for the cases, if any, where the Company is restrained due to some pending legal proceedings or court/statutory orders. It is the endeavor of the Company to reply all letters / communications received from the Shareholders within a period of 5 working days.

All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given in this Shareholders Information section. In case any Shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Company Secretary of the Company.

SCORES' (SEBI Complaints Redress System): The Investors' complaints are also being resolved by your Company through the Centralised Web Base Complaint Redressal System 'SCORES' (SEBI Complaints Redress System) initiated by Securities and Exchange Board of India (SEBI). The salient features of SCORES are availability of centralised data base of the complaints, uploading online Action Taken Reports (ATRs) by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

21. CREDIT RATING

During the financial year 2019-20, Birckwork Ratings India Private Limited ("Brickworks") had reviewed the last time the ratings assigned for Company's Bank Loan facilities on account of delays in the debt servicing and based on the said review, the credit rating(s) was as follows:

Facilities	Amount (Rs.Crs)	Previous Rating	Revised Rating
Long – Term Bank Loan Facilities (Fund Based)	883.46	BWR BB (negative)	BWR D

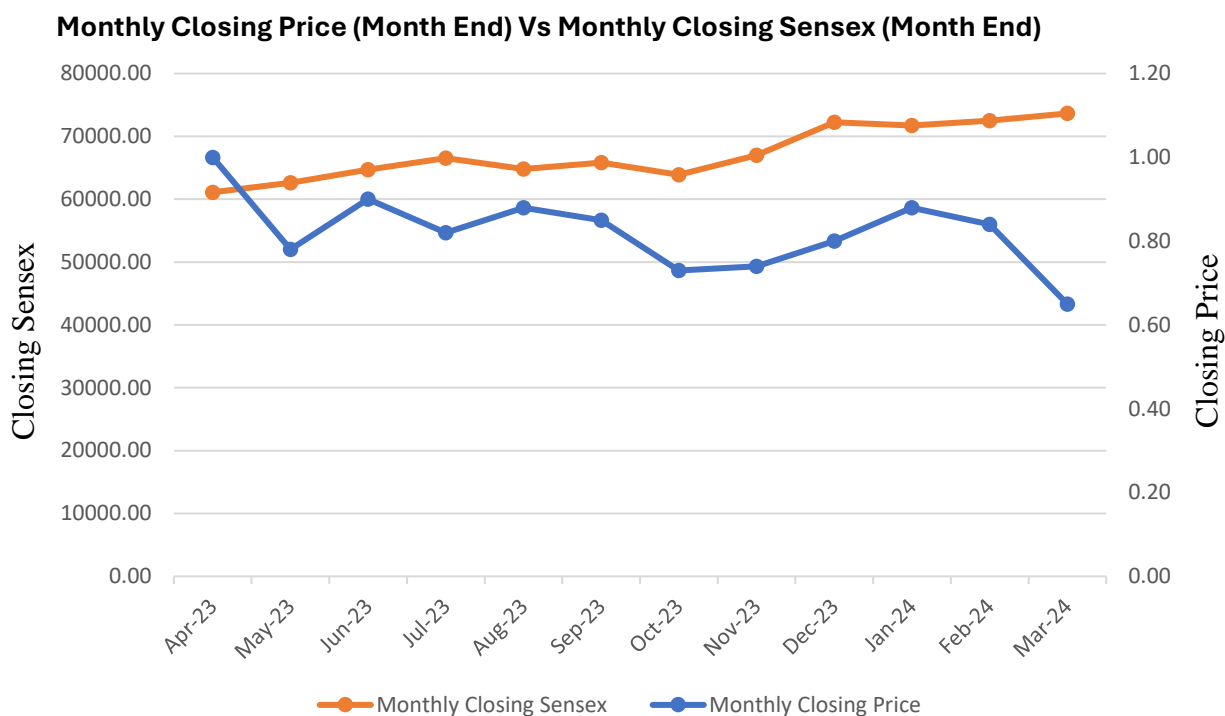
22. MARKET PRICE DATA

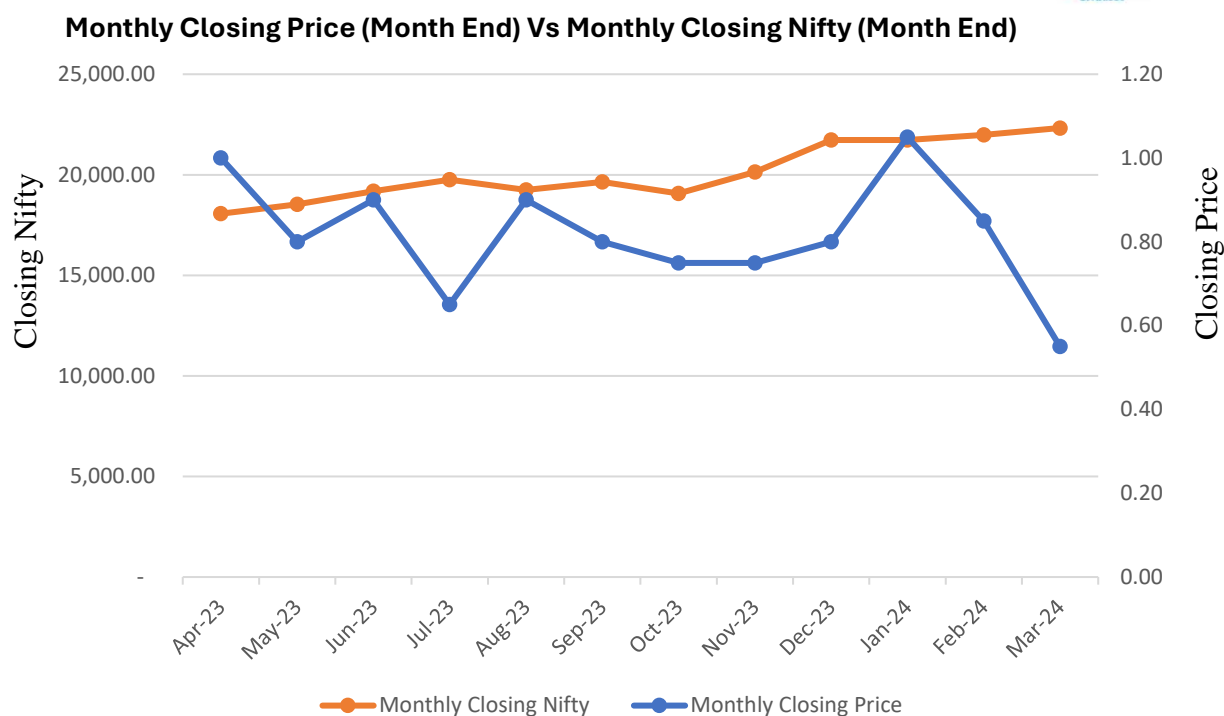
Monthly high and low quotation and volume of Equity Shares traded on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) for the Financial year 2023-24 are given as under:



Month	BSE			NSE		
	High (in Rs.)	Low (in Rs.)	Traded Quantity (In lakh)	High (in Rs.)	Low (in Rs.)	Traded Quantity (In lakh)
Apr-23	1.33	0.98	144.42	1.35	0.95	308.59
May-23	1.07	0.76	378.75	1.10	0.75	622.63
Jun-23	0.93	0.76	220.93	0.95	0.75	360.48
Jul-23	0.89	0.82	6.00	0.85	0.60	82.32
Aug-23	0.91	0.70	141.70	1.00	0.60	390.19
Sep-23	0.89	0.78	102.83	0.95	0.75	188.02
Oct-23	0.85	0.68	138.20	0.85	0.65	216.59
Nov-23	0.85	0.69	201.65	0.85	0.70	289.36
Dec-23	0.90	0.72	142.67	0.90	0.70	374.43
Jan-24	0.89	0.79	130.05	1.15	0.75	257.26
Feb-24	0.88	0.84	23.63	1.00	0.85	27.87
Mar-24	0.85	0.65	42.74	0.90	0.55	1,022.15

23. RELATIVE PERFORMANCE OF SHARES OF SITI NETWORKS LIMITED VS. BSE SENSEX & NIFTY INDEX





24. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2024

Description	Shareholders		No. of Shares	
	Number	% of Shareholders	Number	% of Shares
Less than 5000	181,459	92.28	104,643,394	11.99
5001-10000	6,891	3.50	54,836,016	6.29
10001-20000	3,628	1.85	53,927,698	6.18
20001-30000	1,531	0.78	38,845,287	4.46
30001-40000	633	0.32	22,495,897	2.58
40000-50000	657	0.33	31,421,866	3.61
50001-100000	1,024	0.52	78,732,758	9.03
100000 and above	834	0.42	487,150,932	55.86
Total	196,657	100.00	872,053,848	100.00

25. CATEGORIES OF EQUITY SHAREHOLDER AS ON MARCH 31, 2024

Particulars	No. of Share held	% of shareholding
Promoters	53,222,365	6.10
Individuals	652,708,931	74.85
Financial Institutions, Mutual Funds & Banks & Insurance Companies	21,162,839	2.43
Indian Companies	103,290,777	11.84

FII (s), NRI(s), Foreign Bodies & OCBs	26,008,441	2.98
Others	15,660,495	1.80
Total	872,053,848	100.00

26. PROMOTER'S SHAREHOLDING AS ON MARCH 31, 2024

Equity Shares

Sl. No	Name of the Shareholder	No. of Share held	% of total shareholdin
1.	Digital Satellite Holdings Private Limited	93,816	0.01
2.	Direct Media Solutions LLP	9,900,000	1.14
3.	Bioscope Cinemas Private Limited	10,611	0.00
4.	Direct Media and Cable Private Limited	0	0.00
5.	Arrow Media & Broadband Private Limited	0	0.00
6.	Digital Satelite Media and Broadband Private Limited	15,273	0.00
7.	Manaaska Fashions LLP	36,000	0.00
8.	Essel Media Ventures Limited	43,166,665	4.95
Total		53,222,365	6.10

Preference Shares

Sl. No	Name of the Shareholder	No. of Share held	% of total shareholding
1.	Churu Trading LLP	23,436	100.00

27. TOP 10 PUBLIC SHAREHOLDERS AS ON MARCH 31, 2024

S. No	Name of Shareholder	No. of Shares held	% of shareholding
1.	L&T Finance Holdings Limited	40,029,862	4.59
2.	HDFC Bank Limited	21,152,317	2.43
3.	Polus Global Fund	17,840,531	2.05
4.	Anil Subhashchandra Agrawal	15,635,183	1.79
5.	Pricomm Media Distribution Ventures Pvt. Ltd.	10,735,000	1.23
6.	Vishal Pacheriwala	8,140,000	0.93
7.	Inderpreet Singh	7,810,000	0.90
8.	Glaston Mario Menezes	7,064,269	0.81
9.	Viral Amal Parikh	5,870,510	0.67
10.	Principal Fin-Sec Private Limited	5,694,896	0.65

28. EQUITY SHARES IN THE SUSPENSE ACCOUNT

In accordance with requirement of Regulation 34(3) and Schedule V Part F of SEBI Listing Regulations, the Company reports the following details in respect of the Equity Shares, which were issued by the Company from time to time and lying in the suspense account is as under:

Description	No. of Shareholders	No. of Equity Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on April 1, 2023	84	46,917
Number of Shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of Shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on March 31, 2024	82	46,402

The voting rights on the shares outstanding in suspense account as on March 31, 2024 shall remain frozen till the rightful owner of such shares claims the shares.

29. SHARE CAPITAL BUILD-UP

(a) Equity Shares

Particulars	No. of Equity Shares	Date of Issue
Subscribers to the Memorandum of Association of the Company	50,000	March 25, 2006
Subdivision of equity shares of Rs.10/- each into equity shares of Re.1/- each	500,000	July 25, 2006
Allotted to the Shareholders of Zee Entertainment Enterprises Limited pursuant to Scheme of Arrangement	216,717,753	December 29, 2006
Right Issue	236,222,285	October 29, 2009
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	68,500,000	March 25, 2014
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	93,500,000	April 2, 2014
ESOP Allotment	77,840	February 4, 2015
QIP Allotment	63,174,540	March 9, 2015
ESOP Allotment	167,840	March 26, 2015
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	85,714,285	February 19, 2016
Allotted upon conversion of OFCD as per terms of issue of Preferential Issue	30,800,000	March 28, 2017
ESOP Allotment	135,000	February 14, 2017
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	57,142,857	February 27, 2017

Allotted upon conversion of OFCD as per terms of issue of Preferential Issue	20,628,571	February 27, 2017
Less: Forfeiture of shares	1,227,123	October 19, 2011
Paid up equity share capital of the Company as on March 31, 2024	872,053,848	

(b) Preference Shares

Particulars	No. of Equity Shares Allotted	Date of Issue
Issued pursuant to Scheme of Arrangement	23,436	December 29, 2006
Paid up preference share capital of the Company as on March 31, 2024	23,436	

30. OTHER DISCLOSURES

- i. All transactions entered into by the Company with related parties during the financial year 2023-24 were in ordinary course of business and on arm's length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions during the CIRP period along with the estimated transaction value and terms thereof are approved by the Committee of Creditors of the Company constituted pursuant to the provisions of I & B Code.

In compliance with the requirements of Regulation 23 of SEBI Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.sitinetworks.com

There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large.

- ii. Except as stated herein-below, there has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years:

Sl. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Detail s of Violati on	Fine Amount	Observations/ Remarks of the Practicing Company Secretary
1	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay in filing of first quarter and three months ended June 30, 2023	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 pursuant	87 days	4,35,000	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of

	five days of end of each quarter, other than the last quarter.		unaudited financials		to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.			SEBI (LODR) Regulations, 2015
2	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay in filing of second quarter and six months ended September 30, 2023 unaudited financials	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.	89 days	4,45,000	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015
3	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay in filing of third quarter and nine months ended December 31, 2023 unaudited financials	BSE & NSE	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.	86 days	4,30,000	BSE & NSE imposed fine on the Company for such delay in compliance of Regulation 33 of SEBI (LODR) Regulations, 2015

The securities of the Company have not been suspended for trading at any point of time during the year and the Company has duly complied with corporate governance requirements as specified under Regulations 17 to 27 and clause (b) to (i) of Regulation 46 (2) of the SEBI Listing Regulations.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the SEBI Listing Regulations were duly filed with the stock exchanges within the stipulated time.

- iii. As per Section 177 of the Act and Regulation 22 of SEBI Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organisation. The policy enables the employees and Directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of Conduct or ethics policy. This Policy is available on the website of the Company, safeguards whistle blowers from reprisals or victimisation. No personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.
- iv. In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. Mr. Suresh Kumar, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code, while the Chief Financial Officer of the Company has been assigned responsibility under Fair Disclosure policy as Investor Relations Officer. In line with the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information was revised with effect from April 1, 2019. The revised Code and Policy can be viewed on Company's website www.sitinetworks.com.



- v. The Company has four material non-listed Subsidiary namely Indian Cable Net Company Limited, Siti Siri Digital Network Pvt. Ltd., Master Channel Community Network Pvt. Ltd. and Siti Maurya Cable Net Pvt. Ltd. in terms of Regulation 16 of SEBI Listing Regulations. Detailed secretarial activity reports along with the minutes of the Meetings of Subsidiaries are placed before the Board at the meeting on periodical basis. The Audit Committee reviews the Financial Statements including investments by the unlisted subsidiaries. The policy on determining material subsidiaries has been uploaded and can be accessed on the website of the Company www.sitinetworks.com.

Additionally, the Board has in accordance with the requirements of Act and SEBI Listing Regulations approved and adopted various other policies including Material Events Determination and Disclosure Policy, Document Preservation Policy, etc. These Policies can be viewed on Company's website www.sitinetworks.com.

- vi. The Company is engaged in distribution of signals of channels of various broadcasters through cable networks, there are no risk associated with Commodity Price. Further the Company has not carried out any activity for hedging of foreign exchange risk.
- vii. The Company has obtained a certificate from the Company Secretary in practice Mr.Amit Agarwal (CP No.3647), proprietor of M/s Amit Agarwal & Associates, Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.
- viii. During the financial year, and prior to the take over of the management and control of the Company by the Resolution Professional on 16 August 2023, the Board of Directors of the Company has accepted all the recommendation of any Committee of the Board where prior approval of the relevant Committee is required for undertaking any transaction under these Regulations.
- ix. Total fees for all services paid by SITI networks and its subsidiaries, on a consolidated basis, to M/s DNS & Associates, Chartered Accountants, Gurugram, Statutory Auditor of the Company and all entities in the network firm/network entity of which the statutory auditor is a part:

During the year under review, the Statutory Auditors of the Company namely M/s DNS & Associates, Chartered Accountants, Gurugram were paid an aggregate remuneration of Rs.3,507,250/- (including Statutory Audit Fees of Rs.3,175,000/).

Apart from the Company, the Statutory Auditors and its network firms didn't provide any services to any subsidiary company of the Company.

Particulars of payments made to the Statutory Auditors and its Network firms on consolidated basis (excluding taxes) are given below:

Particulars	Amount In Rs
Audit /Limited Reviews fee / fee for retesting the internal controls and issuing opinion on the adequacy and operating effectiveness of internal controls over financial reporting	3,175,000



for other services including certifications	332,250
Total	3,507,250

- x. The Company is committed to provide safe and conducive working environment to all its employees and has zero tolerance for sexual harassment at workplace. In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder, the Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace and has constituted Internal Complaints Committee to redress complaints received regarding sexual harassment.

During the year the Company, the Company has not received any complaint under sexual harassment.

- xi. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of SEBI Listing Regulations, as amended.
- xii. Your Company has put in place procedures and guidelines to inform the Board Members about the risk assessment and minimisation procedures. Such procedures are periodically reviewed in light of industry dynamics to ensure that executive management controls risk through means of a properly defined framework.

The Company has in place a risk management policy and the same is periodically reviewed by the Board. The Risk Management and Internal Control is discussed in detail in the Management Discussion and Analysis that forms part of this Annual Report.

- xiii. In line with the requirements of the SEBI Listing Regulations, the Board has approved and adopted a Dividend Distribution Policy. The Dividend Distribution Policy is available on the website of the Company and can be accessed at www.sitinetworks.com.
- xiv. Other Policies: Apart from the above policies, the Board has in accordance with the requirements of Act and the SEBI Listing Regulations, approved and adopted policy for Determining Material Events, Policy for Preservation of Documents & Archival of Records, Corporate Social Responsibility Policy etc. The required policies can be viewed on Company's website at www.sitinetworks.com.

31. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

Since the Company is undergoing CIRP, as per Regulation 15(2A) and (2B) of the SEBI Listing Regulations, Regulations 17, 18,19, 20 and 21 of the SEBI Listing Regulations relating to various Board constituted Committees are not applicable to the Company during the CIRP.

Prior to initiation of CIRP and during the period when the CIRP of the Company was stayed by the Hon'ble National Company Law Appellate Tribunal, the Company has been complying with all the mandatory requirements specified in Regulations 17 to 27 and applicable requirements of Regulation 46 of the SEBI Listing Regulations, as amended. The



status of compliance with non-mandatory requirements of the SEBI Listing Regulations are as detailed hereunder:

32. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management discussion and analysis is provided separately as a part of this Annual Report.

33. CERTIFICATION ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Certificate from Practicing Company Secretary confirming compliance with conditions of Corporate Governance as stipulated in SEBI Listing Regulations is annexed to this Annual Report.

34. CEO CERTIFICATION

In terms of the provisions of Regulation 17 (8) of the SEBI Listing Regulations, the certification on the financial statements of the Company, as certified by the Chief Executive Officer of your Company is annexed to this Annual Report.

DECLARATION

All Directors and Senior Management Personnel of the Company have affirmed the compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2024.

Mumbai, December 2, 2024

For Siti Networks Limited

Rohit Mehra

Resolution Professional

IP Registration No. IBB//IPA-OOI/IPP00799/2017-2018/11374.



CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,
SITI Networks Limited

We have examined the compliance of conditions of Corporate Governance by SITI Networks Limited (Under CIRP) (hereinafter referred to as 'the Company'), for the year ended March 31, 2024, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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.

Siti Networks Limited ("the Company") was admitted into the Corporate Insolvency Resolution Process ("CIRP") by order dated 22 February 2023, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench and Mr. Rohit Mehra, Insolvency Professional, was appointed as the Interim Resolution Professional to manage the affairs of the Company and conduct its CIRP in accordance with the provisions of the Code.

However, the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), New Delhi vide its interim order dated March 7, 2023, stayed the operation and effect of order dated February 22, 2023 passed by Hon'ble NCLT, Mumbai. However, Hon'ble NCLAT vide its order dated August 10, 2023, set aside its interim order dated March 7, 2023.

The appointment of Mr. Rohit Mehra as the Resolution Professional of the Company was later confirmed by the Committee of Creditor of the Company in the first meeting of the Committee of Creditors of the Company held on 1 September 2023.

Pursuant to the Admission Order and in line with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company stood suspended and vested with the Mr. Rohit Mehra, as the Resolution Professional of the Company.

Pursuant to sub-regulation (2A) and (2B) in Regulation 15 in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is fully exempt from the provisions of Regulation 17, 18, 19, 20 and 21 of the SEBI Listing Regulations, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

Since the Company is under CIRP, as per Regulation 15(2A) and (2B) of the SEBI Listing Regulations, Regulations 17, 18, 19, 20 and 21 of the SEBI Listing Regulations relating to various Board constituted Committees are not applicable to the Company during the CIRP.



In our opinion and to the best of our information and according to our examination of the relevant records and 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.

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

Place: Delhi
Date: 26.09.2024

For Amit Agrawal and Associates
(Company Secretaries)

CS Amit Agrawal
M.No.-5311, CP No. 3647
UDIN: F005311F001330052



COMPLIANCE CERTIFICATE

[Regulation 17(8)]

I, Yogesh Sharma, Chief Executive Officer of SITI Networks Limited (hereinafter referred to as 'the Company') certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended March 31, 2024 and that to the best of my knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any 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) To the best of my knowledge and belief, there are no transactions entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) During the year:
 - i. there have not been any significant change in internal control over financial reporting;
 - ii. there have not been any significant changes in accounting policies; and
 - iii. there have been no instances of significant fraud of which I am aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

Date : November 26, 2024

Place : Noida

Yogesh Sharma
Chief Executive Officer



Management Discussion and Analysis

Economic Review

Indian Economy

Amid a volatile global economic landscape, India's rising prominence as a beacon of growth and a formidable force in the global economy is becoming evident. The Indian economy continued its positive growth trajectory, reinforcing its status as the fastest-growing major economy in the world. The government's policy initiatives and the Reserve Bank of India's effective management of inflation through stringent monetary policy and support for growth have significantly bolstered India's position on the global stage. According to the National Statistical Office (NSO), India's GDP growth rate surpassed the second advance estimate, reaching 8.2% in FY 2023-24 compared to 7.0% in FY 2022-23. The economic growth is supported by buoyant domestic demand, robust performance across various sectors, increased investment, moderate inflation, and a stable interest rate environment. India's attractiveness as an investment destination remains robust.

Quarterly GDP Growth



Source: Ministry of Statistics & Programme Implementation

Policymakers have ensured the stability of the Indian economy amidst challenges faced by other emerging markets and developed economies affected by inflation and other macroeconomic challenges. Headline inflation in India softened to 5.4% during FY 2023-24 from 6.7% in the previous year. Additionally, domestic sentiment has effectively countered disruptions from geopolitical situations that have impacted the global economy. India's IIP growth touched 5.8%, compared to 5.2% in the previous financial year. Furthermore, FY 2023-24 marks a milestone as total gross GST collection reached ₹ 20.18 lakh crore, exceeding ₹ 20 lakh crore and reflecting a 11.7% increase from the previous year. Additionally, other high-frequency indicators such as the Purchasing Managers' Index (PMI), per capita income, and increasing capital expenditure, collectively signify strong economic momentum.

Outlook

India's economic outlook remains promising, with the International Monetary Fund (IMF) projecting a GDP growth rate of 7.0% in FY 2024-25 and 6.5% in FY 2025-26. The Indian economy is poised to reap the benefits of the demographic dividend, political stability, increased capital

expenditure, proactive government policies, a strong push for infrastructure, robust consumer demand, and improving rural consumption prospects. Spillovers from geopolitical tensions, volatility in global financial markets, geoeconomic fragmentation, and climate shocks are the key risks to the growth and inflation outlook. Despite these challenges, India's robust fundamentals, combined with the government's reform-oriented approach, technological advancements, and commitment to sustainable development, create a solid foundation for the country's economic growth.

Industry Review

Media & Entertainment Industry

The Indian Media & Entertainment (M&E) sector is witnessing a remarkable transformation, fuelled by the government's push to bolster digital infrastructure across the country. The M&E sector grew by over 8% in 2023 and surpassed ₹ 2.3 trillion, reflecting its vital role in the cultural and economic fabric of the country. This expansion is supported by a robust digital infrastructure, rapid adoption of OTT platforms, increased accessibility and affordability of the internet, significant advancements in the gaming segment, and the availability of affordable options for consumers.

	2019	2022	2023	2024E	2026E	CAGR 2023-2026
Television	787	709	696	718	766	3.2%
Digital media	308	571	654	751	955	13.5%
Print	296	250	260	271	288	3.4%
Online gaming	65	181	220	269	388	20.7%
Filmed entertainment	191	172	197	207	238	6.5%
Animation and VFX	95	107	114	132	185	17.5%
Live events	83	73	88	107	143	17.6%
Out of Home media	39	37	42	47	54	9.3%
Music	15	22	24	28	37	14.7%
Radio	31	21	23	24	27	6.6%
Total	1,910	2,144	2,317	2,553	3,081	10.0%
Growth		21%	8%	10%		

All figures are gross of taxes (INR in billion) for calendar years | EY estimates

Source: FICCI-EY - M&E Report, 'Reinvent' (March 2024)

In 2023, 70% of the M&E sector's growth was driven by new media, including digital platforms and online gaming. The share of traditional media (television, print, filmed entertainment, live events, OOH, music, radio) stood at 57% of M&E sector revenues in 2023, down from 76% in 2019. Experiential (outside the home and interactive) segments continued their strong growth in 2023, and consequently, online gaming, filmed entertainment, live events and OOH media segments grew at a combined 18%, contributing 48% of the total growth.

Television (TV) Industry

The FICCI-EY- M&E Report, 'Reinvent' (March 2024) indicates that while the Television segment remained the largest segment in 2023, it experienced a decline of 1.8%. Viewing time increased



by 2% compared to 2022, yet TV continued to lose premium properties in 2023. The total number of television channels increased to 899 from 885 in September 2022, with pay channels holding steady at 353. Meanwhile, the number of free-to-air (FTA) channels grew by 14, indicating a trend of affluent audiences shifting to connected TVs. Connected smart televisions experienced remarkable growth. The reach of connected TVs surpassed the reach of any individual pay platform in India. With a total of 35 million connected TVs, around 19 million are connected to the internet weekly.

Television advertising revenue dropped by 6.5% in 2023, while advertising volumes declined by 2.6%, as the number of brands advertising on TV decreased by over 5% compared to 2022. Conversely, television subscription revenues rose by 2%, despite a loss of 2 million pay TV households. This growth was driven by ~4% increase in TV subscription ARPUs, which reached ₹ 274 (gross of taxes) at the end-customer prices for the year. Additionally, distribution income rebounded in 2023, growing by 2%, even as the total number of pay TV homes fell by 2 million to 118 million, including those that are pirated or under-declared. The number of distribution platforms has been rationalised, with MSO registrations declining by 43% to reach 998 by the end of 2023, as reported by the MIB due to non-renewals, cancellations, and surrenders of registrations following new directives issued by TRAI in December 2022.

	2022	2023	2024E	2026E
Advertising	318	297	308	330
Distribution	392	399	410	435
Total	710	696	718	765

INR billion (gross of taxes) | EY estimates

Source: FICCI-EY - M&E Report, 'Reinvent' (March 2024)

Television revenues are projected to grow at a CAGR of 5.3%, reaching ₹ 765 billion by 2026. The total number of TV screens is projected to rise from 182 million in 2023 to 202 million by 2026, with a significant shift towards connected TVs. Viewership of connected TVs is anticipated to expand as broadband and 5G access increases. The number of weekly connected smart TV sets is forecasted to grow from 19 million to 40 million by 2026, driven by the ongoing growth of wired broadband and 5G connectivity. Additionally, subscription income is expected to achieve a CAGR of 2.9%, reaching ₹ 435 billion by 2026.

Cable and Satellite

While content remains central to the M&E sector, the effectiveness of its distribution is key to capturing consumer interest and engagement across streaming, broadcast, and cable platforms. With the rise of digital media consumption, these channels are instrumental in transforming how content is consumed and monetised.

Television Subscriptions (in millions)

	2020	2021	2022	2023
Cable*	72	68	64	62
DTH*	56	55	54	53
HITS*	2	2	2	2
Total pay TV	130	125	120	118
Free TV**	40	43	45	45
Total	171	168	165	163

Source: FICCI-EY - M&E Report, 'Reinvent' (March 2024)

Active paid subscriptions continued to reduce in 2023. While HITS remained relatively stable, Cable lost 2 million homes and DTH saw a decline of 1 million homes. Pay TV homes (including under-declared and pirated subscriptions) decreased by 2 million to 118 million in 2023. This decline is largely attributed to cord-cutting, a shift towards connected TVs, the growth of alternative entertainment options and digital platforms, and the availability of a sizeable content offering for Hindi-speaking audiences on free television, which remained stable in 2023 and provided a competitive offering to the base pack on pay TV. Free TV continued at ~45 million subscribers, driven by the affordability of television sets, economic growth in the country, and as an add-on connection to pay TV.

Broadband

India has the second largest broadband subscriber base in the world. The number of broadband subscribers increased from 846.57 million in March 2023 to 924.07 million in March 2024, reflecting an annual growth rate of 9.15%. Wireless Internet subscriber base grew from 847.31 million in March 2023 to 914.13 million in March 2024 with a growth rate of 7.89%. Wired Internet subscribers also increased from 33.94 million in March 2023 to 40.27 million in March 2024, with an annual growth rate of 18.64%. According to the FICCI-EY- M&E Report, mobile connections account for 96% of broadband subscriptions, and only about 12% of Indian households have wired connections.

Growth in Internet Penetration

Internet subscriptions	Dec 2020	Dec 2021	Dec 2022	Jun 2023
Total (a+b)	795	829	866	895
Narrow band (a)	48	37	34	34
Broadband (b)	747	792	832	861
Urban (a)	482	496	516	530
Rural (b)	313	333	350	365

Source: TRAI

India boasts some of the lowest data charges in the world, which has significantly contributed to the expansion of its telecom internet user base. This affordability has driven growth in various segments, including online entertainment, audio streaming, gaming, and social media. With the widespread adoption of high-speed broadband and seamless 5G services, along with the



development of 6G technology through ‘Bharat 6G Vision’, India is expected to see rapid growth in its broadband subscriber base.

Industry Outlook

The FICCI-EY report projects that the Indian M&E sector will grow by 10.2% to ₹ 2.55 trillion in 2024, and then continue to expand at a CAGR of 10% to reach ₹ 3.08 trillion by 2026. Digital media is anticipated to surpass television as the leading segment in 2024, fuelling this growth.

	2023	2026E	2030E
Pay TV (cable + DTH + HITS)	118	113	83
Free TV	45	50	57
Unidirectional TV	163	162	140
Connected TV (bi-directional)	20	40	70-100
Total TV	183	202	210-240

EY estimates | millions of subscriptions

TV connections are expected to grow at a healthy pace, reaching 202 million by 2026, fuelled by increasing per capita income in India. Subscription revenue is projected to achieve a CAGR of 2.9%, rising to ₹ 435 billion by 2026. TV subscriptions are projected to grow and reach 210- 240 million by 2030, on the back of Indian households growing at a CAGR of 1% and the growth of wired (or similar) broadband homes reaching 100 million due to declining ARPU, which remains at ₹ 700 per month in the medium term, roughly double the average pay TV rates.

The adoption of connected TVs is likely to accelerate once wired broadband connections exceed 60 to 70 million and 5G connections surpass 250 million (anticipated in 2026 or 2027). This shift could significantly reduce pay TV households to approximately 83 million by 2030, down from a peak of 130 million. As a result, connected TVs are expected to become the largest content distributors on large screens by 2030. Broadcasters will not only compete among themselves on CTV platforms but also with social media, short videos, gaming, and other entertainment options. This highlights the need for product diversification and the re-engineering of organisations to effectively engage diverse audience segments. To minimize potential declines in viewership, innovation in pay TV content and bundling strategies will be crucial.

Company Overview

SITI Networks Limited (the Company) operates India’s premium digital TV network. As one of India’s largest Multi System Operator (MSO), Siti Networks has **6** digital head ends and a vast network of over 33,000 km of Optical Fibre and coaxial cable. It utilizes **1.5** Gbps links for pan-India transport of digital TV signals and collaborates with **24,904** LCO partners nationwide. The Company offers cable services in 800 locations, across over **245** districts in over **16** States and UT in India. With **130** IP points, SITI Networks serves a substantial customer base of over **4.5** million active customers.

The Company harnesses cutting-edge technology to deliver multiple TV signals, enhancing the consumer viewing experience. It offers diverse products such as Digital and Broadband, Local Television Channels, and Electronic Programming. Its service offerings include OTT, high-speed gaming solutions, IoT-ready networks with security camera and surveillance options and business solutions in the ILP and ILL domains.



Operational Highlights

Seasoned Management

The Company's leadership and management teams are dedicated to improving operations and enriching consumer experiences through business sustainability, disciplined execution, operating efficiencies and cost optimisation. They consistently uphold SITI's core value system, which includes prioritising customers, setting ambitious goals and practising frugality while demonstrating respect, humility and integrity. Additionally, they maintain a focus on targeting speed and agility, accountability for results and prompt problem-solving as integral components of their approach. The Company fosters a work environment that promotes best business practices and a strong work ethos by hiring professionals with the relevant skill sets.

Compliance, Integrity and Work Ethics

SITI Networks anchors its business operations on a solid foundation of industry-leading standards for professionalism and compliance. The Company consistently upholds high compliance levels, ensuring that its day-to-day operations are governed by ethics and high transparency across processes and stakeholder dealings. Additionally, it was among the first MSOs to implement NTO-related compliance measures.

Risk Management and Mitigation

The Company has implemented systems and reporting structures as part of a holistic risk management framework to ensure timely identification, evaluation and pre-emption of potential risks. Its robust mitigation strategies help address adverse situations that may arise from foreseeable risks. The Company's key risks and corresponding mitigation measures are outlined below:

Preference Risk: The dynamic M&E industry is highly responsive to evolving consumer preferences, as consumers gain more power. Therefore, businesses in the industry need to stay attuned to these changes to prevent loss of consumer interest.

Mitigation: The Company actively innovates and enhances its offerings, consistently aiming to improve the quality of infotainment content, enriching consumer experiences and boosting engagement. By emphasising HD and OTT services, the Company delivers superior subscriber experiences. Additionally, as an integrated player, it provides exceptional broadband speeds and attractive data plans that complement viewing experiences.

Awareness Risk: The Company must continually provide training for its Business Partners, who are the primary drivers of growth.

Mitigation: The Company frequently partners with Business Partners to deliver real-time training and branding expertise. It offers subscriber management software for effective subscriber handling, rewards and enhanced engagement while sharing carriage fees with them. The Company runs outreach programmes for its broadband services and raises awareness about its offerings among subscribers, boosting brand recall. Its customer-friendly platform includes an intuitive mobile app, a responsive website and call centre support, allowing users to select unique services or the entire Network for broadband and video.



Content Risk: Industry players must offer content from broadcasters aligned with consumer demand to successfully attract and retain subscribers, ensuring competitiveness and brand equity.

Mitigation: The Company benefits from the parent company's diverse portfolio of assets in media, entertainment, packaging, technology services, infrastructure development and education. Additionally, it has secured agreements with all major broadcasters, enabling it to provide consumers a varied portfolio.

Talent and Technology Risk: The Company understands the importance of attracting and retaining skilled professionals to execute and expand its business. Moreover, ongoing technology upgrades are crucial in a constantly changing environment. Failing to adopt the latest technologies to meet evolving market demands could result in losses for the business.

Mitigation: The Company's cable and broadband divisions employ expert professionals from various consumer-facing industries. Its sales team also brings extensive experience. Emphasising a performance-driven culture, the Company encourages its employees to be decisive and accountable. Furthermore, it is evolving rapidly into an integrated provider of a comprehensive range of devices comprising a Smart Network through its Future Ready Network Architecture.

Product Risk: With ongoing technological advancements, there's a significant risk of subscribers migrating from traditional cable to non-linear content options.

Mitigation: The Company is well-positioned to adapt to evolving conditions, identifying potential growth opportunities in OTT and broadband services. By focusing on these areas, it continues to meet the changing subscriber preferences. Moreover, having strong subscriber relationships and significant investments in broadband services help the Company in mitigating product-related risks.

Economic Risk: Geopolitical tensions and the economic slowdown worldwide may, directly and indirectly, impact all sectors in India, potentially leading to a compression in demand.

Mitigation: The Company maintains a robust Business Continuity Plan that covers not only its survival but also that of its downstream business partners.

Human Resources

As we look to the future, our values represent the attributes and actions that will help get us there, highlighting the strengths of our heritage and defining our path to future success.

Together, we have a unique opportunity to shape the next chapter of organisational culture and integrate these values into the core of our Company as we evolve. We believe in people development, acknowledging the need for continuous enhancement of the skill sets of our people.

By leveraging human capital for competitiveness, we nurture knowledge, entrepreneurship and creativity. We believe these strengths will empower us to successfully compete in a competitive business environment and exploit emerging opportunities. We reward the drive to succeed and the desire to compete with the best in the world.



With people centricity as our core, we prioritise creating a safe, inclusive and harmonious workplace. We are committed to nurturing a culture focussed on meritocracy and innovation, promoting employee growth and welfare. Upholding our ethos of caring and sharing with our people, we regularly invest in their learning and development. Additionally, we continue to maintain strong connections with our employees, treating them as equal partners in our growth journey. During FY 2023-24, we implemented various initiatives such as celebrating birthdays, Yoga Day and festivals to strengthen our HR culture and ensure the overall well-being of our employees.

Internal Control Systems

The Company upholds dynamic internal control systems to safeguard its assets while ensuring efficient productivity in line with its size and the industry in which it operates. These controls adhere to strict compliance with applicable laws and regulations, as well as the accuracy of financial and transaction reporting. The Audit Committee of the Board periodically monitors and reviews operational, financial and other areas covered by Internal Audit. Any deviations from established standards are addressed promptly, with further measures regularly implemented to enhance the internal control framework.

Cautionary Statement

This Annual Report, alongside other written and oral statements made periodically, may contain 'forward-looking statements' that outline expected results based on management's plans and assumptions. We disclose forward-looking information to help investors evaluate our prospects and make informed investment decisions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and similar expressions in discussions of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe our assumptions have been prudent. The realisation of results is subject to risks, uncertainties and even inaccurate assumptions. If known or unknown risks or uncertainties materialise, or if underlying assumptions prove incorrect, actual results could differ significantly or materially from those implied, anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, due to new information, future events or otherwise.

For Siti Networks Limited

Mumbai, December 2, 2024

Rohit Mehra

Resolution Professional

IP Registration No. IBB//IPA-OOI/IPP00799/2017-2018/11374.



Independent Auditor's Report

To the Members of SITI Networks Limited

Report on the Audit of the Standalone Financial Statements

Disclaimer of Opinion

1. We were engaged to audit the accompanying standalone financial statements of SITI Networks Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.
2. We do not express an opinion on the standalone financial statements of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report below, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

Basis for Disclaimer of Opinion

3. As described in note 52 to the standalone financial statements, the Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench admitted petition for initiation of Corporate Insolvency Resolution Process ('CIRP') under Section 7 of the Insolvency and Bankruptcy Code 2016 filed by the Financial Creditor vide order dated 22 February 2023, passed in CP no. 690/IBC/MB/2022 ('Admission Order'). The Admission Order was challenged by one of the Directors (powers suspended) of the Company before National Company Law Appellate Tribunal (NCLAT). NCLAT vide order dated 07 March 2023 stayed the operation of the Admission Order dated 22 February 2023. The appeal filed was subsequently dismissed by the National Company Law Appellate Tribunal on 10 August 2023 (NCLAT Final Order). Pursuant to the NCLAT Final Order, the Resolution Professional (RP) has taken over management and control of the company on 16 August 2023. The Board of Directors (powers suspended) were responsible for management and control of the Company till the date of the NCLAT Final Order. A moratorium under Section 14 of the Insolvency and Bankruptcy Code, 2016 is in force with respect to the affairs of the Company. However, the matter relating to the treatment of liabilities, obligations, and claims incurred for the stay period i.e., 07 March 2023 upto 10 August 2023 and cut-off date for certain activities, is currently sub-judice with NCLT, Mumbai. In absence of sufficient and appropriate audit evidence, we are unable to comment on the impact of the outcome of the CIRP on the standalone financial statements of the Company.
4. As described in note 65 to the standalone financial statements, the Company has defaulted in repayment of loans from banks and financial institutions and these accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Company has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks and financial institutions with the Company. In absence of the computation of such interest along with other sufficient appropriate audit evidence, we are unable to comment upon the impact of such non-compliance on the standalone financial statements for the year ended 31 March 2024.

5. As described in note 56 to the standalone financial statements, we have been informed that the financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 10 August 2023, out of which ₹ 11,292.65 million have been admitted by the RP. The corresponding balance of such borrowings as on 31 March 2024 is ₹ 10,759.68 million in the books of accounts. In absence of sufficient and appropriate audit evidence for reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional/ penal interest along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the standalone financial statements for the year ended 31 March 2024.
6. As described in note 56 to the standalone financial statements, we have been informed that the operational creditors, employees, statutory authorities and other creditors have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million have been admitted and ₹ 3,391.56 million has been admitted as contingent claim by the RP. In absence of sufficient and appropriate audit evidence supporting the admission amount of claims and in the absence of reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional liability, if any, along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the standalone financial statements for the year ended 31 March 2024.
7. As described in note 57 to the standalone financial statements, we have not been provided with information pertaining to the proceedings of CIRP process including the minutes of meetings of the Committee of Creditors (CoC), and the outcome of procedures carried out as a part of the CIRP, citing confidentiality reasons. Accordingly, we are unable to comment on the impact, if any, on the standalone financial statements for the year ended 31 March 2024 including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.
8. As described in note 58 and note 59 to the standalone financial statements, two subsidiary companies of Siti Networks Limited, namely, Siti Broadband Services Private Limited and Siti Jind Digital Media Communications Private Limited have been admitted into the CIRP process by orders dated 31 October 2023 and 24 March 2024 of NCLT, Delhi respectively. Their financial statements have not been audited by their statutory auditors and have not been approved/signed by the Resolution Professional appointed for these subsidiaries for the year ended 31 March 2024. In the absence of such financial statements being duly audited by the statutory auditors of these companies, together with other aforementioned matters, we are unable to obtain sufficient appropriate audit evidence to confirm the transactions with and the balances outstanding from/to such subsidiary companies in the books of Company along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024.
9. We have not been provided with the audited financial statements of subsidiary companies namely, Siti Broadband Services Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Vision Digital Media Private Limited. In the absence of such financial statements being duly audited by the statutory auditors of these companies, we are unable to obtain sufficient appropriate audit evidence to confirm the transactions with and



the balances outstanding from/to such subsidiary companies in the books of the Company along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024.

10. As described in note 61 to the standalone financial statements, the Company's 'Revenue from operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from Contracts with Customers'. Had the management disclosed the same on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 3,063.47 million for the year ended 31 March 2024, while there would have been no impact on the net loss for the year ended 31 March 2024.
11. As described in note 52 to the standalone financial statements, we have been provided with a listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 3 above pertaining to the treatment of claims/liabilities/obligations arising during the period of stay obtained by one of the Directors (powers suspended) of the Company before NCLAT upto the date of dismissal of such appeal, i.e., 07 March 2023 upto 10 August 2023. However, in the absence of an evaluation on these ongoing litigations from the management, we are unable to obtain sufficient appropriate audit evidence to evaluate, assess and comment on the impact, if any, on the accompanying standalone financial statements including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.
12. As described in note 60 to the standalone financial statements, the Company has not carried out recoverability and/ or impairment assessment for its subsidiaries namely Central Bombay Cable Network Limited, Indian Cable Net Company Limited, Siti Broadband Services Private Limited, Siti Cable Broadband South Limited, Siti Faction Digital Private Limited, Siti Global Private Limited, Siti Guntur Digital Network Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jony Digital Cable Network Private Limited, Siti Karnal Digital Media Network Private Limited, Siti Krishna Digital Media Private Limited, Siti Networks India LLP, Siti Prime Uttaranchal Communication Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Saistar Digital Media Private Limited, Siti Siri Digital Network Private Limited, Siti Vision Digital Media Private Limited, Variety Entertainment Private Limited and Master Channel Community Network Private Limited. In absence of sufficient and appropriate audit evidence, we are unable to comment on the balances outstanding from such subsidiary companies in the books of Siti Networks Limited along with the impairment in carrying value of investments, if any, as at and for the year ended 31 March 2024.
13. As described in note 62 to the standalone financial statements, on 3 July 2024 the Resolution Professional has submitted an application against erstwhile directors/ directors (powers suspended) of the Company's management under Section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016, and Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. This application seeks relief in connection with certain allegedly fraudulent, undervalued and preferential transactions conducted by the Corporate Debtor under the previous management aggregating approx. ₹ 3,254.90 million for the review period 10 August 2018 to 10 August 2023 (subject to the outcome of the matter currently sub-judice with NCLT, Mumbai), and the matter is currently pending with hon'ble NCLT in Mumbai. However, we are not aware of any counter-application(s) filed by the respondents to the aforementioned application, and we have also



not been provided with the transaction audit report which forms the basis of such application. Accordingly, in absence of sufficient appropriate audit evidence and pending resolution of this matter, we are unable to comment on any potential impact on the accompanying standalone financial statements for the year ended 31 March 2024, including any issues related to recognition, measurement, or disclosures.

14. The Company has not carried out physical verification of the property, plant and equipment during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on the existence of such property, plant and equipment and its related impact, if any, on the standalone financial statements for the year ended 31 March 2024 including recognition, measurement and disclosures, that may arise had the Company carried out such physical verification.
15. As described in note 55 to the standalone financial statements, which indicates that the Company has incurred a net loss (including other comprehensive income) of ₹ 1,502.47 million during the year ended 31 March 2024, and as of that date, the Company's accumulated losses amount to ₹ 27,925.22 million resulting in a negative net worth of ₹ 10,989.95 million and its current liabilities exceeded its current assets by ₹ 15,368.42 million resulting in negative working capital. The above factors along with matters stated in paragraphs 3 to 14 above and other matters as set forth in note 55, indicate a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. Accordingly, there exists a material uncertainty about the company's ability to continue as a going concern since the future of the Company is dependent upon the successful implementation of a Resolution plan. The standalone financial statements have been prepared by the management assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.
16. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We draw attention to the above-mentioned points in the Basis for Disclaimer of Opinion section of our report for which we have been unable to receive sufficient and appropriate audit evidence to provide an opinion on the accompanying standalone financial statements.

Key Audit Matters

17. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Except for the matters stated in the Basis for Disclaimer of Opinion, there are no Key Audit matters to be reported in our report.

Information other than the Financial Statements and Auditor's Report thereon

18. The Company's management is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

19. The powers of the Board of Directors of the Company have been suspended and the management of the affairs of the Company and power of the Board of Directors are now vested with the Resolution Professional since 16 August 2023 and the standalone financial statements is being signed by the Resolution Professional in exercise of such powers and has been approved by the Resolution Professional and the Chief Executive Officer (together referred to as 'management'). The Company's Management is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

20. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

21. Those charged with governance is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

22. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
23. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
24. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

25. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
26. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

27. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.
28. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.
29. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) except for the effects of the matter(s) described in the Basis for Disclaimer of Opinion section of our report, 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 of the standalone financial statements;
 - b) except for the effects of the matter(s) described in the Basis for Disclaimer of Opinion section in our opinion and matters stated in paragraph 29(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, 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 standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) except for the effects of the matter described in the Basis for Disclaimer of Opinion section, in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) the going concern matter described in Basis for Disclaimer of Opinion section, in our opinion, may have an adverse effect on the functioning of the Company;
 - f) the powers of the Board of Directors of the Company have been suspended and no written representations have been received from the Directors (power suspended) and



hence not taken on record by the Company, accordingly we are unable to comment on their disqualification as per section 164(2) of the Act;

- g) the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 30(b) above on reporting under Section 143(3)(b) of the Act and paragraph 30(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
- h) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 28 September 2024 as per Annexure II contains a disclaimer of opinion; and
- i) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 37 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2024;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024;
 - iv. (a) The management has represented that, to the best of its knowledge and belief as disclosed in note 67(A)(i) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in note 67(A)(ii) to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.



- v. The Company has not declared or paid any dividend during the year ended 31 March 2024.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 01 April 2023.

Based on our examination which included test check, the Company has used accounting software for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the software except that the audit trail feature is not enabled on some tables at application level for direct changes when using certain access right(s) and also for certain changes made using administrative access right(s).

Further during the course of audit we did not come across any instance(s) of audit trail feature being tampered with respect to accounting software.

For **DNS & Associates**
Chartered Accountants
Firm's Registration No.: 006956C

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 24518749BKHIIU3633

Place: Noida
Date: 28 September 2024

Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE'), except for some of the network equipment acquired in a scheme of arrangement in an earlier year where the records are maintained for a group of similar assets and not for each individual asset. However, the written down value of these assets is nil.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the property, plant and equipment and right of use assets of the Company have not been physically verified by the management during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether such material discrepancies have been properly dealt with in the books of account.
- (c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Building	93.88	Information TV Private Limited	No	Greater than 365 days	Legal procedures of transfer of the property are in progress. Post completion of such processes, property will be registered in the name of Company.

- (d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.



Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

- (ii) (a) The management has not conducted physical verification of the inventory during the year. Accordingly, we are unable to comment on the appropriateness of the coverage and procedure of physical verification. Further, discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether such discrepancies have been properly dealt with in the books of account.
- (b) The Company has a working capital limit in excess of ₹ 5 crore, sanctioned by banks and/or financial institutions on the basis of security of current assets. However, such borrowings are declared as non-performing assets (NPAs) by the respective banks and financial institutions (FIs). As a result, Company has not been filing any quarterly returns or statements of current assets with the banks or FIs.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of investments. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013, in respect of its products/ services. However, according to the information and explanation given to us, the prescribed accounts and records have not been made and maintained by the Company.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been major delays in a few cases.

Undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, cess, and other statutory dues in arrears, which were outstanding, as at 31 March 2024, for a period of more than six months from the date they became payable, are as follows:

Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

Statement of undisputed dues

Name of the statute	Nature of the dues	Amount (INR in lakhs)	Period to which the amount relates	Due date	Date of payment
Income tax Act, 1961	Tax deducted at source	8.66	July 2023	7 August 2023	Unpaid

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Statement of disputed dues

(₹ in million)

Name of the statute	Nature of dues	Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Uttar Pradesh Entertainment and Betting Tax Act	Entertainment tax	32.95	10.00	Financial year 2016-17 to 2017-18	Supreme Court
Finance Act, 1994	Service tax	2,203.41	1.67	July 2003 to June 2008, Financial year 2005-06 to 2008-09 and Financial Year 2011-2012	The Customs Excise and Service Tax Appellate Tribunal
Entry Tax act, 1976	Entry Tax	6.12	-	2016 -17 & financial year 2017-18 to 2022-23	Commercial tax officer
Karnataka Value Added Tax Act, 2003	Value added tax	8.61	8.61	Financial year 2010-11	High Court of Karnataka
Andhra Pradesh Value Added Tax Act, 2005	Value added tax	33.60	8.40	Financial year 2016-17	High Court of Andhra Pradesh
Telangana Value Added Tax Act, 2005	Value added tax	3.11	1.38	Financial year 2010-11 to 2016-17	Telangana Value Added Tax Appellate Tribunal
Delhi Value Added Tax Act, 2004	Value added tax	0.86	-	Financial year 2013-14	Additional Commissioner (Appeals)
Delhi Value Added Tax Act, 2004	Value added tax	2.10	5.30	Financial year 2014-15	Additional Commissioner (Appeals)

Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

Name of the statute	Nature of dues	Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	8.19	8.19	Financial year 2015-16 to 2017-18	Appellate Deputy Commissioner, Commercial Taxes (Appeals)
The Haryana Value Added Tax Act, 2003	Value added tax	10.88	10.88	Financial year 2014-15 to 2017-18	The Joint Excise and Taxation Commissioner (Appeals)
Kolkatta Value Added Tax Act, 2005	Value added tax	61.30	-	Financial year 2007-08 and 2011-12 to 2015-16	State Tax Officer
Madhya Pradesh CGST Act, 2017	Goods & Service Tax	1.20		Financial Year 2019-2020	Assistant commissioner of State tax
Haryana CGST Act, 2017	Goods & Service Tax	13.7		Financial Year 2019-2020	Office of commissioner of State tax
Telgana CGST Act, 2017	Goods & Service Tax	5.20		Financial Year 2017-2018	Office of commissioner of State tax
Maharashtra CGST Act, 2017	Goods & Service Tax	8.54		Financial Year 2018-2019	Superintendent of Central Tax & Customs
Custom Act, 1962	Custom Duty	1,030.50	20.00	Financial Year 2014-15 till 2018-19	Additional Director General (Adjudication), Directorate of Revenue Intelligence, Delhi

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (section 43 of 1961) which have not been recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings to any lender or in the payment of interest thereon, except for the below:

Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

which were paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended 31 March 2024 (₹ in million)		Period of default (maximum days)	
	Principal	Interest	Principal	Interest
Axis Bank	505.24	0.96	1,431	1,462
IndusInd Bank	169.70	-	916	-
IDBI Bank	232.70	-	More than 1 year	-
RBL Bank Limited	171.40	-	1,400	-
Aditya Birla Finance Limited	150.00	-	943	-

which were unpaid as at 31 March 2024:

Name of the bank	Amount of default as on 31 March 2024 (₹ in million)		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest
Terms loans				
Axis Bank	942.43	877.27	1,705	1,736
IndusInd Bank	384.78	273.92	1,190	1,066
IDBI Bank	149.56	91.70	1,644	1,644
Assets Care & Reconstruction Enterprise Limited	1,985.00	1,113.37	1,705	1,552
RBL Bank Limited	307.10	224.78	1,674	1,644
Aditya Birla Finance Limited	1,189.92	434.31	1,217	1,096
Zee Entertainment Enterprises Limited	1,480	-	-	-
Loans repayable on demand from banks				
Axis Bank	248.73	125.89	-	More than one year
IDBI Bank	767.30	397.02	-	More than one year
RBL Bank Limited	0.80	11.11	-	More than one year

(b) According to the information and explanations given to us and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, no money was raised by way of term loans during the year. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.



Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, no funds were raised by the Company on short term basis.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) As mentioned in paragraph 13 of our audit report and note 62 to the standalone financial statements, subsequent to the year-end, on 3 July 2024 the Resolution Professional has submitted an application against former members of the Company's management under Section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016, and Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. This application seeks relief regarding certain allegedly fraudulent and inappropriate transactions conducted by the Corporate Debtor under the previous management aggregating approx. ₹ 3,254.90 million for the period 10 August 2018 to 10 August 2023.
- (b) No report under section 143 (12) of the Act has been filed with the Central Government for the period covered by our audit, however, as the matter stated in clause (xi)(a) above has been identified subsequent to the year-end, we have sought responses from the management on our enquiries and basis evaluation of responses to our enquiries, and on the basis of review of other appropriate audit evidence, we shall evaluate the reporting requirements under sub-section (12) of section 143 of the Companies Act, as may be deemed appropriate, in accordance with the provisions of Guidance Note on Reporting on Fraud under Section 143(12) of Companies Act, 2013 (Revised 2016) and the auditing standards generally accepted in India.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.



Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) As described in paragraph 3 of our standalone audit report, pursuant to the admission of the Company in Corporate Resolution Insolvency Process, the Board of Directors had their powers suspended and were responsible for management and control of the Company till the date of the NCLAT Final Order. In lieu of the given situation, we are unable to comment on whether all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable. The requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company is required to have an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business, however, it does not have the same established for current year
- (b) The Company did not have an internal audit system for the period under audit. Accordingly, we are unable to report under clause 3(xiv)(b) of the Order.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) Based on the overall review of the standalone financial statements, the Company has incurred cash losses in the current financial year of ₹ 763.72 million and in the immediately preceding financial year of ₹ 603.51 million.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3 (xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
Further, the future of the Company is dependent upon the successful implementation of a Resolution plan. However, in absence of sufficient and appropriate audit evidence regarding such assumption, the going concern assumption is inappropriate.



Annexure 1 to the Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended 31 March 2024 (cont'd)

- (xx) According to the information and explanations given to us, The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.

- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For DNS & Associates
Chartered Accountants
Firm's Registration No.: 006956C

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 24518749BKHIIU3633

Place: Noida
Date: 28 September 2024

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Siti Networks Limited (the 'Company') as at and for the year ended 31 March 2024, we were engaged to audit the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and those charged with governance for Internal Financial Controls

2. The Company's Board of Directors/ Resolution Professional is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.



Annexure II to the Independent Auditor's Report of even date to the members of Siti Network Limited on the standalone financial statements for the year ended 31 March 2024

5. We do not express an opinion on the standalone financial statements of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report below, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Disclaimer of Opinion

8. The Company does not have an established system of internal financial control over financial reporting with regard to assessment of possible material adjustments that could arise/ may be required to be made to the recorded values of assets and liabilities. Consequently, we are unable to obtain sufficient and appropriate audit evidence so as to provide a basis for our opinion as to whether the Company had adequate internal financial controls over financial reporting and that whether such internal financial controls were operating effectively as at 31 March 2024.



Annexure II to the Independent Auditor's Report of even date to the members of Siti Network Limited on the standalone financial statements for the year ended 31 March 2024

Disclaimer of Opinion

9. As described in Basis for Disclaimer of Opinion paragraph above, we are unable to obtain sufficient and appropriate audit evidence so as to provide a basis for our opinion as to whether the Company had adequate internal financial controls over financial reporting and that whether such internal financial controls were operating effectively as at 31 March 2024. Accordingly, we do not express any opinion on the Company's internal financial controls over financial reporting.

10. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company, and the disclaimer has affected our opinion on the standalone financial statements of the Company and we have issued a disclaimer of opinion on the standalone financial statements.

For DNS & Associates
Chartered Accountants
Firm's Registration No.: 006956C

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 24518749BKHIIU3633

Place: Noida
Date: 28 September 2024



SITI Networks Limited

Standalone Balance Sheet as at 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	1,076.63	1,994.43
b) Capital work-in-progress	4	199.50	222.27
c) Intangible assets	5A	36.09	311.64
d) Intangible assets under development	5B	1.44	1.16
e) Financial assets			
i) Investments	6	3,084.42	3,156.59
ii) Other financial assets	7	53.64	88.47
f) Deferred tax assets (net)	39	-	-
f) Other non-current assets	8	80.95	81.37
Total non-current assets		4,532.67	5,855.93
Current assets			
a) Inventories	9	9.16	6.70
b) Financial assets			
i) Trade receivables	10	1,518.50	1,295.74
ii) Cash and cash equivalents	11	370.98	328.47
iii) Bank balances other than (ii) above	11A	800.35	379.80
iv) Other financial assets	12	181.10	165.20
c) Current tax assets	13A	65.47	76.93
d) Other current assets	13B	144.01	144.18
Total current assets		3,089.57	2,397.02
Total assets		7,622.24	8,252.95
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	14 (a)	872.67	872.67
b) Other equity	14 (b)	(11,862.62)	(10,360.16)
Total equity		(10,989.95)	(9,487.49)
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	15 A	112.51	112.51
ii) Lease liabilities	15 B	2.86	4.95
iii) Other financial liabilities	16	4.34	4.33
b) Provisions	17	34.47	31.05
Total non-current liabilities		154.18	152.84
Current liabilities			
a) Financial liabilities			
i) Borrowings	18 A	7,455.72	8,713.25
ii) Lease liabilities	18 B	3.01	4.12
iii) Trade payables	19		
(A) total outstanding dues of micro enterprises and small enterprises		308.15	331.88
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		6,849.30	4,738.68
iv) Other financial liabilities	20	3,542.83	3,429.14
b) Other current liabilities	21	295.05	368.45
c) Provisions	22	3.95	2.08
Total current liabilities		18,458.01	17,587.60
Total equity and liabilities		7,622.24	8,252.95

The accompanying notes are an integral part of these standalone financial statements.

This is the standalone balance sheet referred to in our report of even date.

For DNS & Associates
Chartered Accountants
Firm Registration No.: 006956C

For and on behalf of
SITI Networks Limited

Ankit Marwaha
Partner
Membership No.: 518749

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Place: Noida
Date: 28 September 2024

Suresh Kumar
Company Secretary
M. No: ACS 14390

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Place: Noida
Date: 28 September 2024



SITI Networks Limited

Standalone statement of profit and loss for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
Revenue from operations	23	4,332.24	5,311.51
Other income	24	142.55	196.58
Total income		4,474.79	5,508.09
Expenses			
Purchase of stock-in-trade		2.47	10.08
Pay channel costs		3,063.47	3,284.54
Employee benefits expense	25	227.72	260.76
Finance costs	26	742.29	1,063.03
Depreciation and amortisation expense	27	1,268.55	1,890.32
Other expenses	28	1,300.33	1,641.99
Total expenses		6,604.83	8,150.72
Loss before exceptional items and tax		(2,130.04)	(2,642.63)
Exceptional items	44	(624.67)	346.20
Loss before tax		(1,505.37)	(2,988.83)
Tax expense	39		
Current tax		-	-
Deferred tax		-	-
Loss for the year		(1,505.37)	(2,988.83)
Other comprehensive loss			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability	31	2.90	2.19
Income-tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive loss for the year		(1,502.47)	(2,986.64)
Loss per share (Nominal value of equity share of ₹ 1 each)			
Basic and diluted loss per share	29	(1.73)	(3.43)

The accompanying notes are an integral part of these standalone financial statements.

This is the standalone statement of profit and loss referred to in our report of even date.

For DNS & Associates

Chartered Accountants

Firm Registration No.: 006956C

Ankit Marwaha

Partner

Membership No.: 518749

Place: Noida

Date: 28 September 2024

For and on behalf of

SITI Networks Limited

Rohit Mehra

Resolution Professional

Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Suresh Kumar

Company Secretary

M. No: ACS 14390

Yogesh Sharma

Chief Executive Officer

DIN: 00222260

Place: Noida

Date: 28 September 2024



SITI Networks Limited

Standalone cash flow statement for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(1,505.37)	(2,988.83)
Adjustment for:		
Depreciation and amortisation expenses	1,268.55	1,890.32
Interest income on bank deposits	(32.86)	(39.29)
Excess provisions written back	(42.60)	(153.40)
Loss on sale of property, plant and equipment, and other intangible assets (net)	-	2.39
Interest expense for borrowings at amortised cost	738.79	1,049.10
Interest expense on lease liabilities	0.96	1.34
Bad debts written off	0.28	3.53
Unrealised foreign exchange loss	1.16	(0.07)
Allowance for expected credit losses	89.88	148.80
Provision for doubtful advances	7.90	-
Exceptional items	(624.67)	346.20
Operating profit before working capital changes	(97.98)	260.09
Adjustments for changes in:		
Trade receivables	(312.93)	(190.64)
Other financial assets	670.16	53.35
Other current and non-current assets	(202.78)	(61.25)
Inventories	(2.45)	(0.29)
Other financial liabilities	(684.90)	(51.90)
Provisions	8.19	(11.21)
Other current and non-current liabilities	(73.42)	12.05
Trade payables	2,129.51	813.88
Cash generated from operations	1,433.40	824.08
Income taxes refund	214.85	240.26
Net cash flow generated from operating activities	1,648.25	1,064.34
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, and intangible assets	(21.59)	(179.44)
Proceeds from sale of property, plant and equipment	-	5.14
Interest received on bank deposits	38.72	41.14
Investment in bank deposits	(420.55)	(379.80)
Margin money deposits and bank deposits matured (net)	31.85	59.44
Net cash flow used in investing activities	(371.57)	(453.52)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Movement in borrowings	(1,229.04)	(280.93)
Payment of lease liabilities	(4.17)	(5.52)
Interest and ancillary borrowing costs paid	(0.96)	(93.24)
Net cash flow used in financing activities	(1,234.17)	(379.69)
Net Increase in cash and cash equivalents	42.51	231.13
Cash and cash equivalents at the beginning of the year	328.47	97.34
Cash and cash equivalents at the end of the year	370.98	328.47

Notes:

a. Cash and cash equivalents include (refer note 11):

	As at 31 March 2024	As at 31 March 2023
Balances with banks on current accounts	362.72	298.44
Cheques and drafts on hand	7.79	28.31
Cash on hand	0.47	1.72
	370.98	328.47

b. Amendment to Ind AS 7:

The non-cash changes in liabilities arising from financing activities pertains to impact of fair value changes and foreign exchange fluctuations which are considered to be insignificant.

c. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS 7) on "Statement of Cash Flows".



SITI Networks Limited

Standalone cash flow statement for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

d. Figures in brackets indicate cash outflow.

e. Purchase of property, plant and equipment and intangible assets includes movements of capital work-in-progress, intangible assets under development, capital advances and payables for property, plant and equipment during the year.

This is the standalone cash flow statement referred to in our report of even date.

For **DNS & Associates**
Chartered Accountants
Firm Registration No.: 006956C

Ankit Marwaha
Partner
Membership No.: 518749

Place: Noida
Date: 28 September 2024

For and on behalf of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Suresh Kumar
Company Secretary
M. No: ACS 14390

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Place: Noida
Date: 28 September 2024



SITI Networks Limited

Standalone statement of changes in equity for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

A Equity share capital (including forfeited equity shares)*

Particulars	Amount
Balance as at 01 April 2022	872.67
Changes in equity share capital during the year	-
Balance as at 31 March 2023	872.67
Changes in equity share capital during the year	-
Balance as at 31 March 2024	872.67

B Other equity**

Particulars	Reserves and surplus			Other components of equity	Total other equity
	Securities premium	Retained earnings	General reserve	Employee share based payments reserve	
Balance as at 01 April 2022	16,017.37	(23,436.14)	3.23	42.03	(7,373.51)
Loss for the year	-	(2,988.83)	-	-	(2,988.83)
Other comprehensive income for the year (net of tax)					
Remeasurement of defined benefit liability	-	2.19	-	-	2.19
Transfer during the year	-	-	42.03	(42.03)	-
Total comprehensive income for the year	-	(2,986.64)	42.03	(42.03)	(2,986.64)
Balance as at 31 March 2023	16,017.37	(26,422.79)	45.26	-	(10,360.16)
Loss for the year	-	(1,505.37)	-	-	(1,505.37)
Other comprehensive income for the year (net of tax)					
Remeasurement of defined benefit liability	-	2.90	-	-	2.90
Total comprehensive income for the year	-	(1,502.47)	-	-	(1,502.47)
Balance as at 31 March 2024	16,017.37	(27,925.26)	45.26	-	(11,862.62)

* refer note 14 (a) for details of equity

** refer note 14 (b) for details of other equity

The accompanying notes are an integral part of these standalone financial statements.

This is the standalone statement of changes in equity referred to in our report of even date.

For **DNS & Associates**

Chartered Accountants

Firm Registration No.: 006956C

Ankit Marwaha

Partner

Membership No.: 518749

For and on behalf of

SITI Networks Limited**Rohit Mehra**

Resolution Professional

Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Suresh Kumar

Company Secretary

M. No: ACS 14390

Yogesh Sharma

Chief Executive Officer

DIN: 00222260

Place: Noida

Date: 28 September 2024

Place: Noida

Date: 28 September 2024



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

1. Nature of operations

SITI Networks Limited (hereinafter referred to as the 'Company' or 'SNL') was incorporated in the state of Maharashtra, India. The Company is engaged in distribution of television channels through digital cable distribution network and allied services.

2. General information

SNL, is a public company incorporated and domiciled in India. Its registered office is at Unit no. 38, 1st Floor, A Wing Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013, India. The Company's shares are listed on the National Stock Exchange of India Limited and BSE Limited.

The Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to order dated 22 February 2023 ("Admission Order") passed by Hon'ble National Company Law Tribunal (NCLT), Mumbai, under the provisions of Insolvency and Bankruptcy Code, 2016 ("Code"/ "IBC").

3. Summary of material accounting policies and other explanatory information

a) Overall consideration, basis of preparation and statement of compliance with Indian Accounting Standards ('Ind AS')

The standalone financial statements have been prepared in accordance with the accounting principles generally accepted in India including the Ind AS as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act'). These standalone financial statements have been prepared on going concern basis and presented under the historical cost convention except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period as stated in the accounting policies below.

These standalone financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These accounting policies have been used consistently throughout all periods presented in these standalone financial statements unless stated otherwise.

The standalone financial statements have been reviewed and approved by the Chief Executive Officer and the Resolution Professional (RP) while exercising the powers of Board of Directors of the Company which has been conferred upon him in terms of the provisions of Section 17 of the Insolvency and Bankruptcy Code 2016.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Act. The Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realisation in cash and cash equivalents.

b) Foreign currency translation

Functional and presentation currency

These standalone financial statements are presented in currency Indian Rupee (₹), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest millions, up to two places of decimal, unless otherwise indicated. Zero '0.00' denotes amount less than ₹ 5,000

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions (spot exchange rate).

Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

c) Revenue

Revenue is recognised when it is probable that the economic benefits will flow to the Company and it can be reliably measured.

Revenue is measured at the fair value of the consideration received/receivable net of rebates and taxes. The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

Revenue from rendering of services

Subscription income and support and service charges is recognised on completion of services and when no significant uncertainty exists regarding the amount of consideration that will be derived.

Other networking and management income and carriage income are recognised on accrual basis as per the terms of related agreements and when no significant uncertainty exists regarding the amount of consideration that will be derived. Carriage and placement income recognition is done basis negotiations/formal agreements with broadcasters.

Advertisement income is recognised when the related advertisement gets telecasted and when no significant uncertainty exists regarding the amount of consideration that will be derived. Other advertisement revenue for slot sale is recognised on period basis.

As per Ind AS 115 by the Company, the activation and set-top box pairing service doesn't qualify as a separate performance obligation and provides no material right to the customers. Such service does not extend beyond the initial contract period and has been recognised over the same.

Revenue from sale of set top box (STBs) & viewing cards (VCs)

Revenue from sale of goods is recognised when the significant risks and rewards in respect of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when no uncertainty exists regarding the amount of consideration that will be derived. The Company collects goods and services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Interest

Interest income is reported on an accrual basis using the effective interest method.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

d) Operating expenses

Operating expenses are recognised in the statement of profit and loss upon utilization of the related service or as incurred.

e) Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing cost is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

f) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price (net of CENVAT/GST credit availed), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted.

Subsequent expenditure relating to the assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Set top boxes are treated as part of capital work in progress till the end of the month of activation thereof post which the same are capitalised.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives.

	Life in years
Buildings	60
Plant and equipment	8
Computers	3
Office equipment	5
Furniture and fixtures	10
Air conditioners	5
Studio equipment	13
Vehicles	8
Set top boxes	8
Integrated receiver and decoder (IRD) boxes	10

Leasehold improvements are amortised over their lease term or estimated useful lives, whichever is less.

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

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition (calculated as the difference between the net disposal proceeds and its carrying amount) is included in the profit or loss when the respective asset is derecognised.

g) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred by the Company to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred, the equity interests issued and fair value of contingent consideration issued. Acquisition-related costs are expensed as and when incurred.

Assets acquired and liabilities assumed are measured at their acquisition-date fair values. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently re-measured to fair value with changes in fair value recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised either in profit or loss or as a change to Other Comprehensive Income (OCI).

If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is measured as excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the resulting gain on bargain purchase is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through other comprehensive income.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

h) Other intangible assets**Recognition and initial measurement**

Other intangible assets acquired separately are stated at their cost of acquisition. Following initial recognition, other intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Subsequent measurement

Software are amortised as per the term of license of the software.

Cost of news, current affairs, chat shows and events including sports events etc. are fully expensed on first telecast.

Program, film and cable rights are amortised on a straight-line-basis over the license period or 5 years from the date of purchase, whichever is shorter.

Subsequent expenditures on the maintenance of other intangible assets are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the respective intangible asset, and is recognised in profit or loss.

i) Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the Statement of Comprehensive Income. Goodwill is not amortised but is tested for impairment at least annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

j) Investment In Subsidiaries, Joint Ventures And Associates

A subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following; (i) Power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee and (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company's investments in its subsidiaries, associates and joint ventures are accounted at cost and reviewed for impairment at each reporting date.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

k) Financial instruments**Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instruments and are measured initially at:

- a) fair value, in case of financial instruments subsequently carried at fair value through profit or loss (FVTPL);
- b) fair value adjusted for transaction costs, in case of all other financial instruments.

Subsequent measurement

Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

- i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

All other debt instruments are measured at fair value through other comprehensive income or FVTPL based on Company's business model.

Equity investments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification is made on initial recognition and is irrevocable.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the EIR method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss ('ECL') model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company consider the following –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

As a practical expedient, the Company has adopted 'simplified approach' for recognition of lifetime expected loss on trade receivables. The estimate is based on three years average default rates observed over the expected life of the trade receivables and is adjusted for forward-looking estimates. These average default rates are applied on total credit risk exposure on trade receivables at the reporting date to determine lifetime expected credit losses.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

l) Post-employment, long term and short term employee benefits**Defined contribution plans****Provident fund**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans**Gratuity**

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to other comprehensive income in the year in which such gains or losses are determined.

Other employee benefits**Compensated absences**

Liability in respect of compensated absences becoming due or expected to be availed within one year from the date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short term employee benefits

Short-term employee benefits, are current liabilities, measured at the undiscounted amount that the Company expects to pay as a result of the unused entitlement.

m) Share based employee compensation

The Company operates equity-settled share-based remuneration plans for its employees, where the fair value of employee's services is determined indirectly by reference to the fair value of the equity instruments granted.

This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions). All share-based remuneration is ultimately recognised as an expense in the statement of profit and loss with a corresponding credit to employee stock option plan reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any adjustment to cumulative share-based compensation resulting from a revision is recognised in the current period. The number of vested options ultimately exercised by holders does not impact the expense recorded in any period.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as securities premium.

n) Provisions, contingent assets and contingent liabilities

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed when probable and recognised when realisation of income is virtually certain.

o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for the effects of mandatorily convertible instrument in compliance with Ind AS 33.

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 except for anti-dilutive potential equity shares.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

p) Leases

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line-basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

q) Tax expense

Tax expense comprises current tax and deferred tax. Current tax is the amount of the tax for the period determined in accordance with the Income-tax Act, 1961. Current tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted at the end of the reporting period. Current income-tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Such assets are reviewed at each balance sheet date to reassess realisation. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss, in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income-tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

r) Inventories

Stores and spares are valued at cost on weighted average basis or at net realisable value whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is a multi-system operator providing cable television network services and allied services which is considered as the only reportable segment. The Company's operations are based in India.

t) Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

u) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

v) **Equity and reserves**

Share capital represents the nominal (par) value of shares that have been issued.

Securities premium includes any premium received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from securities premium, net of any related income tax benefits.

Other components of equity include the following:

Re-measurement of net defined benefit liability-comprises the actuarial losses from changes in demographic and financial assumptions and the return on plan assets.

Retained earnings includes all current and prior period retained profits and share-based employee remuneration (refer note 15)

All transactions with owners of the parent are recorded separately within equity.

w) **Recent accounting pronouncements**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 01 April 2023. The Company applied for the first-time these amendments.

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023. The Company has evaluated the amendment and there is no impact on its financial statements

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements

x) **Significant management judgement in applying accounting policies and estimation uncertainty**

These standalone financial statements have been prepared in accordance with generally accepted accounting principles in India which require management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of these standalone financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognised prospectively from the period in which results are known materialise in accordance with applicable accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

Significant management judgements

Recognition of deferred tax assets - The extent to which deferred tax assets can be recognised is based on the assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of non-financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Property, plant and equipment - Management assess the remaining useful lives and residual values of property, plant and equipment and believes that the assigned useful lives and residual values are reasonable.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below:

Recoverability of advances/receivables- The management from time to time reviews the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

Defined benefit obligation- Management's estimate of the defined benefit obligation is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the defined benefit obligation amount and the annual defined benefit expenses.

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

Fair value measurement

The Company measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Company uses following measurement techniques:

- The fair value measurement for financial instruments where active market quotes are available is based on the quotes available in the principal market for selling the asset or transferring the liability.
- The Company uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.
- The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

SITI Networks Limited
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024
(All amounts in ₹ million, unless stated otherwise)
4. Property, plant and equipment

Particulars	As at 31 March 2024	As at 31 March 2023
Owned assets (refer note 4A)	1,072.55	1,986.59
Right-of-use assets (refer note 4B)	4.08	7.84
Total	1,076.63	1,994.43

4A. Owned assets

Particulars	Buildings	Plant and equipment	Computers	Office equipments	Furniture and fixtures	Studio equipments	Vehicles	Leasehold improvements	Set top boxes	Total
Gross carrying amount										
Balance as at 01 April 2022	24.13	4,704.48	131.78	45.95	23.89	19.95	3.44	54.80	10,007.49	15,015.92
Additions	-	44.84	4.48	0.02	0.05	-	-	-	127.76	177.15
Disposals	-	(12.85)	(0.60)	(1.42)	(0.16)	-	(1.24)	-	(149.33)	(165.60)
Other adjustments	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	24.13	4,736.47	135.66	44.55	23.78	19.95	2.20	54.80	9,985.92	15,027.47
Additions	-	6.04	0.02	-	0.07	-	-	-	38.01	44.14
Disposals	-	(1,849.62)	(81.66)	(32.55)	(19.04)	(11.83)	(0.65)	-	(139.39)	(2,134.74)
Other adjustments	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	24.13	2,892.89	54.02	12.00	4.81	8.12	1.55	54.80	9,884.52	12,936.87
Accumulated depreciation										
Balance as at 01 April 2022	19.67	3,856.12	128.01	45.60	21.64	17.23	3.07	54.65	7,523.87	11,669.89
Charge for the year	0.12	315.60	2.52	0.14	0.39	0.59	0.17	0.14	1,209.31	1,528.98
Disposals	-	(11.64)	(0.57)	(1.42)	(0.16)	-	(1.24)	-	(142.96)	(157.99)
Other adjustments	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	19.79	4,160.08	129.96	44.32	21.87	17.82	2.00	54.79	8,590.22	13,040.88
Charge for the year	0.12	268.46	2.53	0.11	0.38	0.56	0.17	-	685.65	957.98
Disposals	-	(1,849.62)	(81.66)	(32.55)	(19.04)	(11.83)	(0.65)	-	(139.19)	(2,134.54)
Balance as at 31 March 2024	19.91	2,578.92	50.83	11.88	3.21	6.55	1.52	54.79	9,136.68	11,864.32
Net carrying amount as at 31 March 2023	4.34	576.39	5.70	0.23	1.91	2.13	0.20	0.01	1,395.70	1,986.59
Net carrying amount as at 31 March 2024	4.22	313.97	3.19	0.12	1.60	1.57	0.03	0.01	747.84	1,072.55

a) Capital work-in-progress and intangible assets under development include set top boxes, viewing cards (softwares) and plant and equipment amounting to ₹ 17.69 million, ₹ 1.44 million and ₹181.81 million respectively (previous year : ₹ 33.09 million, ₹ 1.16 million and ₹ 189.18 million respectively) which are yet to be installed.

b) For details related to assets pledged as security, refer note 41.

c) Capital work in progress ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024	17.69	17.89	102.06	61.86	199.50
As at 31 March 2023	52.66	105.47	4.25	59.89	222.27



4B. Right-of-use assets (ROU)

Particulars	Buildings	Total
Gross carrying amount		
Balance as at 01 April 2022	25.55	25.55
Additions	-	-
Disposals	-	-
Balance as at 31 March 2023	25.55	25.55
Additions	-	-
Disposals	-	-
Balance as at 31 March 2024	25.55	25.55
Accumulated depreciation		
Balance as at 01 April 2022	13.32	13.32
Charge for the year	4.39	4.39
Disposals	-	-
Balance as at 31 March 2023	17.71	17.71
Charge for the year	3.76	3.76
Disposals	-	-
Balance as at 31 March 2024	21.47	21.47
Net carrying amount as at 31 March 2023	7.84	7.84
Net carrying amount as at 31 March 2024	4.08	4.08

Disclosures on lease pursuant to Ind AS 116 - Leases

- a) The Company has leases for office buildings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.
- b) Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises, the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in accordance with the lease contracts.
- c) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Number of ROU assets leased	Range of remaining term (in years)	Number of leases with extension options	Number of leases with termination options
Buildings	4	1 - 3	-	-

d) Maturity profile of lease liabilities

Particulars	31 March 2024	31 March 2023
0-1 year	3.01	4.12
1 to 5 years	2.86	4.95
More than 5 years	-	-

e) Lease payments not included in measurement of lease liability -

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	31 March 2024	31 March 2023
Short-term and leases of low value assets	62.13	64.84
Variable lease payments	-	-

- f) Total cash outflow against the lease liabilities for the year ended 31 March 2024 is ₹ 4.17 million (previous year: ₹ 5.24 million). Interest on lease for the year ended 31 March 2024 liabilities is ₹ 0.96 million (previous year ₹ 1.34 million).
- g) Refer note 34 for contractual maturity of lease liabilities.

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

5A Intangible assets

Particulars	Goodwill	Program, film and cable rights	Software	Total
Gross carrying amount				
Balance as at 01 April 2022	11.31	48.04	3,061.47	3,120.82
Additions	-	-	42.58	42.58
Disposals	-	-	(5.21)	(5.21)
Other adjustments	-	-	-	-
Balance as at 31 March 2023	11.31	48.04	3,098.84	3,158.19
Additions	-	-	31.26	31.26
Disposals	-	-	-	-
Balance as at 31 March 2024	11.31	48.04	3,130.10	3,189.45
Accumulated amortisation				
Balance as at 01 April 2022	10.75	48.04	2,435.71	2,494.50
Charge for the year	0.56	-	356.39	356.95
Disposals	-	-	(4.90)	(4.90)
Balance as at 31 March 2023	11.31	48.04	2,787.20	2,846.55
Charge for the year	-	-	306.81	306.81
Disposals	-	-	-	-
Balance as at 31 March 2024	11.31	48.04	3,094.01	3,153.36
Net carrying amount as at 31 March 2023	-	-	311.64	311.64
Net carrying amount as at 31 March 2024	-	-	36.09	36.09

5B Intangible under development

Particulars	Amount in intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
Viewing cards	1.44	-	-	-	1.44
As at 31 March 2023					
Viewing cards	1.16	-	-	-	1.16



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
6 Investments		
Investment in equity instruments (trade, unquoted) (at cost)		
Subsidiary companies		
51,831,000 (previous year : 51,831,000) equity shares of ₹10 each fully paid up of Indian Cable Net Company Limited	2,361.14	2,361.14
50,000 (previous year : 50,000) equity shares of ₹ 10 each fully paid up of Central Bombay Cable Network Limited	13.53	13.53
753,587 (previous year : 753,587) equity shares of ₹ 10 each fully paid up of Siti Vision Digital Media Private Limited	82.39	82.39
10,000 (previous year : 10,000) equity shares of ₹ 10 each fully paid up of Siticable Broadband South Limited	0.10	0.10
102,000 (previous year : 102,000) equity shares of ₹ 10 each fully paid up of Siti Jind Digital Media Communications Private Limited	18.98	18.98
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Jony Digital Cable Network Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Krishna Digital Media Private Limited	0.05	0.05
7,400 (previous year : 7,400) equity shares of ₹ 10 each fully paid up of Siti Guntur Digital Network Private Limited	0.07	0.07
5,100 (previous year : 5,100) equity shares of ₹10 each fully paid up of Siti Faction Digital Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Global Private Limited	0.05	0.05
10,000 (previous year : 10,000) equity shares of ₹ 10 each fully paid up of Siti Broadband Services Private Limited	0.10	0.10
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Karnal Digital Media Network Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Siri Digital Network Private Limited	0.05	0.05
10,200 (previous year : 10,200) equity shares of ₹ 10 each fully paid up of Siti Prime Uttaranchal Communication Private Limited	24.99	24.99
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Saistar Digital Media Private Limited	14.61	14.61
5,100 (previous year : 5,100) equity shares of ₹10 each fully paid up of Siti Sagar Digital Cable Network Private Limited	2.48	2.48
1,000 (previous year : 1,000) equity shares of ₹ 100 each fully paid up of Variety Entertainment Private Limited	7.50	7.50
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Jai Maa Durgee Communications Private Limited	16.83	16.83
Less: aggregate amount of impairment in value of investments	(32.03)	(32.03)
Investment in LLP		
Subsidiary company		
99.90% (previous year : 99.90%) capital contribution in SITI Networks India LLP	0.10	0.10
Joint venture		
25,500 (previous year : 25,500) equity shares of ₹ 10 each fully paid up of Wire and Wireless Tisai Satellite Limited	0.26	0.26
Associate		
4,800 (previous year : 4,800) equity shares of ₹ 10 each fully paid up of C&S Medianet Private Limited	0.05	0.05
Investment in optionally convertible debenture at fair value through profit and loss (trade, unquoted)		
744,900,000 (previous year : 744,900,000) 0.01%, cumulative optionally convertible debentures of ₹ 1 each fully paid up of Siti Siri Digital Network Private Limited	744.89	744.89
231,300,000 (previous year : 231,300,000) 0.01%, cumulative optionally convertible debentures of ₹ 1 each fully paid up of Siti Saistar Digital Media Private Limited	231.30	231.30
	(403.17)	(331.00)
	3,084.42	3,156.59
Investment other than investment in subsidiaries and joint ventures		
Investment in equity instruments (trade, unquoted)		
480 (previous year : 480) equity shares of ₹100 each fully paid up of Master Ads Private Limited	0.05	0.05
9,500 (previous year : 9,500) equity shares of ₹ 10 each fully paid up of Dakshin Communications Private Limited	1.77	1.77
3,000 (previous year : 3,000) equity shares of ₹ 10 each fully paid up of Centre Channel Private Limited	0.23	0.23
	2.05	2.05
Less: aggregate amount of impairment in value of investments	(2.05)	(2.05)
	-	-
	3,084.42	3,156.59
Aggregate amount of unquoted investments	3,521.67	3,521.67
Aggregate amount of impairment in value of investments	437.25	365.08



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
7 Other financial assets (non-current)		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Margin money deposits	33.02	54.87
Security deposits	20.62	23.60
Deposits in banks with maturity of more than 12 months	-	10.00
	53.64	88.47
i) Refer note 33 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
8 Other non-current assets		
Capital advances	0.06	0.48
Balance with government authorities (paid under protest)	80.89	80.89
	80.95	81.37
9 Inventories		
<i>(valued at cost, unless otherwise stated)</i>		
Stores and spares	9.16	6.70
	9.16	6.70
10 Trade receivables		
- unsecured, considered good	1,518.50	1,295.74
- unsecured, credit impaired	4,344.98	4,255.10
	5,863.48	5,550.84
Less: allowance for expected credit impaired receivables	(4,344.98)	(4,255.10)
	1,518.50	1,295.74
i) Refer note 33 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
ii) Refer note 35 for related parties disclosures		
iii) Refer note 48 for disclosure of trade receivable ageing schedule.		
11 Cash and cash equivalents		
Balances with banks - current accounts	362.72	298.44
Cheques and drafts on hand	7.79	28.31
Cash on hand	0.47	1.72
	370.98	328.47
(i) There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and prior period.		
(ii) Refer note 33 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
11A Other bank balances		
Deposit in bank with maturity of more than 3 months and less than 12 months	800.35	379.80
	800.35	379.80
Refer note 33 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
12 Other financial assets (current)		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Amounts recoverable		
- considered good	8.14	7.15
- considered doubtful	467.60	467.59
Less: credit impaired	(467.60)	(467.59)
Interest accrued on fixed deposits	11.13	16.99
Unbilled revenues	161.83	141.06
	181.10	165.20
(i) Refer note 33 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
13A Current tax assets		
Income tax assets	65.47	76.93
	65.47	76.93
13B Other current assets		
Balances with government authorities	104.84	84.64
Prepaid expenses	16.08	18.70
Advance to suppliers		
-considered good	23.09	40.84
-considered doubtful	584.66	58.79
Less: impairment allowance	(584.66)	(58.79)
	144.01	144.18



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
14 (a) Equity share capital		
Authorised share capital		
1,290,000,000 (previous year : 1,290,000,000) equity shares of ₹1 each	1,290.00	1,290.00
10,000,000 (previous year : 10,000,000) 7.25% non-cumulative redeemable preference shares of ₹1 each	10.00	10.00
Total authorised capital	1,300.00	1,300.00
Issued share capital		
873,280,971 (previous year : 873,280,971) equity shares of ₹ 1 each	873.28	873.28
Less: Forfeited shares 1,227,123 (previous year : 1,227,123) equity shares of ₹ 1 each	(1.23)	(1.23)
23,436 (previous year : 23,436) 7.25% non-cumulative redeemable preference shares of ₹ 1 each	0.02	0.02
Total issued capital	872.07	872.07
Subscribed and fully paid up capital		
872,053,848 (previous year : 872,053,848) equity shares of ₹ 1 each fully paid up	872.05	872.05
Total paid up capital	872.05	872.05
Forfeited equity shares 1,227,123 (previous year : 1,227,123) equity shares of ₹ 1 each	0.62	0.62
	872.67	872.67

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**Equity shares**

There is no movement in equity share capital during current and previous year.

Preference shares

There is no movement in preference share capital during current and previous year.

(ii) Terms/rights attached to:**I) Equity shares**

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share.

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. The distribution will be in proportion to the number of equity shares held by the shareholders.

II) Preference shares

The Company has only one class of 7.25% Non-cumulative redeemable preference shares of ₹ 1 each. The said preference shares were allotted to Zee Telefilms Limited (now Zee Entertainment Enterprises Limited) on 29 December 2006, pursuant to the scheme of arrangement for demerger of cable business undertaking of Zee Telefilms Limited approved by the Hon'ble Bombay High Court vide its order dated 17 November 2006. Initially, as per the terms of the issue and allotment, the said preference shares were due for redemption on 29 December 2008. However, with the written consent/approval of Zee Entertainment Enterprises Limited, the terms of the issue of said preference shares were varied by extending the period of redemption by another three years i.e. till 29 December 2011. Later on 06 June 2011 these shares were transferred to Churu Enterprises LLP by Zee Entertainment Enterprises Limited.

Period for redemption of preference shares was extended by a period of five years till 29 December 2026. The preference shares are redeemable at par.

In the event of liquidation of the Company the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital. These instruments are accounted for as liability in accordance with the Ind AS.

(iii) Details of shareholders holding more than 5% shares in the Company**Equity shares**

Housing Development Finance Corporation Limited
L & T Finance Limited

As at 31 March 2024		As at 31 March 2023	
No. of shares	% of holding	No. of shares	% of holding
71,754,959	8.23%	71,754,959	8.23%
57,383,732	6.58%	57,383,732	6.58%

Preference shares

Churu Enterprises LLP

As at 31 March 2024		As at 31 March 2023	
No. of shares	% of holding	No. of shares	% of holding
23,436	100%	23,436	100%

(iv) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the Company, refer note 32.

(v) No shares were issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue or brought back during the current year and last 5 years.

vi) Promoters shareholding*

Name of promoter	As at 31 March 2024			As at 31 March 2023		
	Number of Shares	% of total shareholding	% change during the year	Number of Shares	% of total shareholding	% change during the year
Direct Media Solutions LLP	9,900,000	1.14%	-	9,900,000	1.14%	-
Digital Satellite Holdings Private Limited	93,816	0.01%	-	93,816	0.01%	-
Manaaska Fashions LLP	36,000	0.00%	-	36,000	0.00%	-
Digital Satellite Media and Broadband Private Limited	15,273	0.00%	-	15,273	0.00%	-
Bioscope Cinemas Private Limited	10,611	0.00%	-	10,611	0.00%	-
Essel Media Ventures Limited	43,166,665	4.95%	-	43,166,665	4.95%	-

* The details of promoter shareholding are as per the information available with the Company.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
14 (b) Other equity		
Securities premium	16,017.37	16,017.37
Retained earnings	(27,925.25)	(26,422.79)
General reserve	45.26	3.23
Employee share based payment reserve	-	42.03
	(11,862.62)	(10,360.16)
A) Notes:		
Particulars		
i) Securities premium		
Opening balance	16,017.37	16,017.37
Addition during the year	-	-
Closing balance	16,017.37	16,017.37
ii) Retained earnings		
Opening balance	(26,422.78)	(23,436.14)
Loss for the year	(1,505.37)	(2,988.83)
Other comprehensive gain for the year (net of tax)	2.90	2.19
Closing balance	(27,925.25)	(26,422.78)
iii) General reserve		
Opening balance	45.26	3.23
Addition during the year	-	42.03
Closing balance	45.26	45.26
iv) Employee share based payments reserve		
Opening balance	-	42.03
Transferred to general reserve during the year	-	(42.03)
Closing balance	-	-
B) Nature and purpose of reserves:		
i) Securities premium		
Securities premium is used to record the premium received on issue of shares.		
ii) Retained earnings		
Retained earnings represent the accumulated earnings, net of losses (if any) made by the Company over the years.		
iii) General reserve		
General reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or other purposes.		
iv) Employee shares based reserve		
The reserve is used to recognise the grant date fair value of the options issued to employees under Company's employee stock option plan.		
15 A Borrowings (non-current)		
Secured loans from banks [refer note (i)]	-	-
Inter corporate deposit [refer note (ii)]	112.50	112.50
7.25% non-cumulative redeemable preference shares [refer note 14 (a) (ii) II]	0.02	0.02
	112.51	112.51
(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 15.1 and note 15.2 respectively.		
(ii) Inter corporate deposit pertain to deposit taken from subsidiary carrying an interest rate of 9% per annum (31 March 2023; 9%)		
(iii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		
15 B Lease liabilities (non-current)		
Lease liabilities	2.86	4.95
	2.86	4.95
(i) Refer note 4 for disclosure on IND AS-116, "Leases"		
(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		

15.1 Details of terms of repayment, nature of security and interest rate of borrowings

(Refer note 15A and 18A)

Nature of loan	As at 31 March 2024		As at 31 March 2023		Nature of securities	Interest rate	Tenure of repayment*
	Non-current	Current	Non-current	Current			
Term loan							
1	-	187.15	-	187.15	Term loans from banks are secured by first pari passu charge on entire movable fixed assets, both present and future, of the Company and on the receivables, cash flow and bank account of the Company. Also secured by corporate guarantee of an associated company for maintaining revolving debt service reserve account (DSRA) for 1 quarter of the interest and principal repayment to be funded ten days before each due date, for the entire tenure of the loan.	Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
2	-	755.29	-	1,260.53		Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
3	-	149.55	-	149.55	Term loans from banks are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as movable properties and first charge by way of hypothecation and/or pledge of the Company's current assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA) for 2 quarter's interest.	Base rate + 2.50% p.a.	Two (previous year: two) quarterly instalments payable as per the terms of underlying agreement.
4		1,189.92	-	1,339.92	Term loans from financial institution are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Sixteen (previous year: sixteen) quarterly instalments payable as per the terms of underlying agreement.
5	-	1,985.00	-	1,985.00	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as current assets.	Bank corporate prime lending rate	Six (previous year: six) half yearly instalments payable as per the terms of underlying agreement.
6	-	307.10	-	478.50	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets and as well as current assets. Also secured by corporate guarantee of an associated company.	Base rate + 0.5% p.a.	One (previous year: one) quarterly instalments payable as per the terms of underlying agreement.
7	-	600.00	-	6.89	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months marginal cost of funds based lending rate (MCLR) + margin	One (previous year: one) half yearly instalments payable as per the terms of underlying agreement.
8	-	-	-	421.50	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
9	-	-	-	249.40	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Two (previous year: two) half yearly instalments payable as per the terms of underlying agreement.
10	-	384.78	-	554.48	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets.	1 year MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
11	-	880.00	-	830.80	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	1 year MCLR + margin	Eight (previous year: eight) quarterly instalments payable as per the terms of underlying agreement.
Sub total	-	6,438.79	-	7,463.72			

* The above mentioned loan installments range from ₹ 31.25 million to ₹ 525 million per installment as per the terms of respective underlying agreement. The count of installment has not been reduced in cases where installment has been settled in part. The repayment terms given here represent the original agreed upon terms with Bank and NBFCs, before the classification of the company's account as a Non-performing Assets (NPA).

15.2 Details of delays/defaults in repayment of borrowings (current and non-current)

The Company has delayed in repayment of following dues to the banks and financial institution during the year, which were unpaid as at balance sheet date:

Name of the bank	Amount of default as on 31 March 2024		Period of default upto the date of balance sheet (maximum days)		Amount of default as on 31 March 2023		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Terms loans								
Axis Bank	942.43	877.27	1,553	1,736	1,447.68	758.47	1,340	1,371
IndusInd Bank	384.78	273.92	1,190	1,066	1,385.28	219.69	825	701
IDBI Bank	149.56	91.70	1,644	1,644	149.55	73.26	1,279	1,279
ARCIL	1,985.00	1,113.37	1,705	1,552	1,985.00	855.61	1,340	1,187
RBL Bank Limited	307.10	224.78	1,674	1,644	478.50	187.44	1,309	1,279
Standard Chartered Bank	-	-	-	-	677.79	323.24	1,275	1,218
Aditya Birla Finance Limited	1,189.92	434.31	1,036	1,096	1,339.92	298.94	852	731
Zee Entertainment Enterprises Limited	1,480.00	-						
Loans repayable on demand from banks								
Axis Bank	248.73	125.89	-	More than one year	248.73	99.08	-	More than one year
IDBI Bank	767.30	397.02	-	More than one year	1,000.00	295.24	-	More than one year
RBL Bank Limited	0.90	11.11	-	More than one year	0.80	11.00	-	More than one year
Total	7,455.72	3,549.37			8,713.25	3,121.97		

The Company has delayed in repayment of following dues to the banks and financial institution which were however paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended 31 March 2024		Period of default (maximum days)		Amount of default during the year ended 31 March 2023		Period of default (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Axis Bank	505.24	0.96	1,431	1,462	281.00	-	821	
IndusInd Bank*	169.70	-	916		-	-		
IDBI Bank	232.70	-	More than one year		-	47.30		More than one year
ARCIL	-	-			-	29.75		1,115
RBL Bank Limited	171.40	-	1,400		-	-		
Aditya Birla Finance Limited	150.00	-	943		-	-		
Standard Chartered Bank*	-	-			-	-		
Total	1,229.04	0.96			281.00	77.05		

* refer note 44

15.3 Reconciliation of liabilities arising from financing activities

Particulars	Long term borrowings (including current maturities)	Lease liabilities	Short term borrowings	Total
As at 01 April 2022	7,857.24	13.25	1,249.44	9,119.95
Cash flows:				
Proceeds from borrowings	-	-	0.08	0.08
Repayment of borrowings	-	-	281.00	281.00
Adjustment	(7,744.73)		7,744.73	-
Non cash:				
Impact of amortised cost adjustment for borrowings	-	-	-	-
Right-of-use assets recognised during the year	-	(4.19)	-	(4.19)
As at 31 March 2023	112.51	9.06	8,713.25	8,834.84
Cash flows:				
Repayment of borrowings	-	4.16	1,257.53	1,261.69
Non cash:				
Right-of-use assets recognised during the year	-	0.97	-	0.97
As at 31 March 2024	112.51	5.87	7,455.72	7,574.11



	As at 31 March 2024	As at 31 March 2023
16 Other financial liabilities (non-current)		
Security deposits received from customers	4.34	4.33
	4.34	4.33
(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		
17 Provisions (non-current)*		
Provision for gratuity	25.61	22.47
Provision for compensated absences	8.86	8.58
	34.47	31.05
*Refer note 31 for disclosure on 'Employee benefit obligations'		
18 A Borrowings (current, financial liabilities)		
Loans repayable on demand from banks	1,016.93	1,249.53
Current maturities of long-term borrowings	6,438.79	7,463.72
	7,455.72	8,713.25
(i) As at 31 March 2024 and 31 March 2023 the cash credit facilities are secured by first pari passu charge on the future and current assets of the Company with minimum assets cover ratio 1:1. The Company is required to maintain Debt Service Reserve Account ('DSRA') for 2 quarter's interest. The same are further secured by corporate guarantee of an associate Company to maintain DSRA and carries an interest rate of bank borrowing rate+250 basis points ('BBR+250 BPS'), intrinsic value base rate ('IVBR') and six months marginal cost of funds based lending rate+1.70% ('MCLR + 1.70%') respectively. Since the accounts of the Company have been classified as NPA, covenants compliances are not applicable to the Company.		
(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		
18 B Lease liabilities (current)		
Lease liabilities	3.01	4.12
	3.01	4.12
(i) Refer note 4 for disclosure on IND AS-116, "Leases"		
(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		
19 Trade payables		
- Dues of micro enterprises and small enterprises (refer note below)	308.15	331.88
- Dues of creditors other than micro enterprises and small enterprises	6,849.30	4,738.68
	7,157.45	5,070.56
Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006	308.15	331.88
Principal amount remaining unpaid	308.15	331.88
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
The details of amounts outstanding to micro enterprises and small enterprises under Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the Company.		
(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.		
(ii) Refer note 35 for related party disclosures		
(iii) Refer note 47 for aging schedule of trade payables		



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

20 Other financial liabilities (current)

Interest accrued and due on borrowings [refer note (i)]	3,191.45	3,121.97
Capital creditors	50.93	18.64
Bank overdraft	0.01	0.01
Employee related payables	60.14	48.22
Others [refer note (ii)]	240.30	240.30
	3,542.83	3,429.14

(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/default in repayment of borrowings (current and non-current), refer note 15.1 and note 15.2 respectively.

(ii) Refer note 35 for related party disclosure

(iii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 33 & 34 respectively.

	As at 31 March 2024	As at 31 March 2023
21 Other current liabilities		
Statutory dues payable	168.55	191.60
Advance from customers	126.50	176.85
	295.05	368.45
22 Provisions (current)*		
Provision for gratuity	2.95	1.46
Provision for compensated absences	1.00	0.62
	3.95	2.08

*Refer note 31 for disclosure on 'Employee benefit obligations'



	For the year ended 31 March 2024	For the year ended 31 March 2023
23 Revenue from operations		
Sale of services		
Subscription income	2,882.01	3,433.76
Advertisement income	297.27	535.15
Carriage and placement income	991.50	1,101.12
Activation and set top boxes pairing charges	4.97	15.18
Other operating revenue		
Sale of traded goods*	6.82	15.19
Management charges and other networking income	136.12	178.53
Support and service charges	13.55	32.57
Scrap sales	-	0.01
	4,332.24	5,311.51
* Details of sale of traded goods		
Set top box (STB) and viewing cards (VC)	2.48	10.53
Stores and spares	4.34	4.66
	6.82	15.19
Disclosure of revenue pursuant to Ind AS 115 'Revenue from Contracts with Customers':		
A. Reconciliation of revenue from sale of services and other operating revenue with contracted price		
Contracted price	4,332.24	5,311.51
Less: rebate and discounts	-	-
Revenue recognised in the statement of profit and loss	4,332.24	5,311.51
B. Disaggregation of revenue		
Revenue from operations		
Sale of services		
-Subscription income	2,882.01	3,433.76
-Advertisement income	297.27	535.15
-Carriage and placement income	991.50	1,101.12
-Activation and set top boxes pairing charges	4.97	15.18
Other operating revenue		
-Sale of traded goods	6.82	15.19
-Management charges and other networking income	136.12	178.53
-Support and service charges	13.55	32.57
-Scrap sales	-	0.01
	4,332.24	5,311.51

The Company has disaggregated the revenue from contracts with customers on the basis of nature of services/goods sold. The Company believes that the disaggregation of revenue on the basis of nature of services/goods sold has no impact on the nature, amount, timing and uncertainty of revenue and cash flows.

**C. Contract balances**

The following table provides information about contract assets and liabilities from contract with customers:

	As at 31 March 2024	As at 31 March 2023
Contract liabilities*		
Advance from customers (including deferred revenue)	126.50	176.85
	126.50	176.85
Contract assets*		
Trade receivable	5,863.48	5,550.84
Less: allowance for expected credit loss	(4,344.98)	(4,255.10)
	1,518.50	1,295.74
Unbilled revenue	161.83	141.06

* Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

D. Significant changes in the contract liabilities and contract assets balances during the year are as follows:

Contract liabilities		
Opening balance	176.85	166.50
Revenue recognised (net of collections)	(50.35)	10.35
Closing balance	126.50	176.85
Contract assets		
(i) Trade receivables		
Opening balance	1,295.74	2,022.12
Amount invoiced, collected and other adjustments (net)	222.76	(726.38)
Closing balance	1,518.50	1,295.74
(ii) Unbilled revenue		
Opening balance	141.06	171.67
Additional revenue booked/ (invoicing) - net	20.77	(30.61)
Closing balance	161.83	141.06
	For the year ended 31 March 2024	For the year ended 31 March 2023
24 Other income		
Interest income on:		
-Bank deposits at amortised cost	25.32	14.16
-Income tax refund	7.54	25.14
Excess provisions written back	42.60	153.40
Other non-operating income	67.09	3.88
	142.55	196.58
25 Employee benefits expense		
Salaries, allowances and bonus	200.10	228.04
Contributions to provident and other funds*	10.47	12.40
Staff welfare expenses	17.15	20.32
	227.72	260.76
*Refer note 31 for disclosure on 'Employee benefit obligations'		
26 Finance costs		
Interest expense on financial liabilities	741.33	1,061.69
Interest on lease liabilities	0.96	1.34
	742.29	1,063.03



	For the year ended 31 March 2024	For the year ended 31 March 2023
27 Depreciation and amortisation expense		
Depreciation on property, plant and equipment (owned assets)	957.98	1,528.98
Depreciation on right-of-use assets	3.76	4.39
Amortisation of intangible assets	306.81	356.95
	1,268.55	1,890.32
28 Other expenses		
Rent (refer note 4B)	62.13	64.84
Rates and taxes	8.59	11.82
Communication expenses	2.97	4.11
Repairs and maintenance		
- Network	75.48	74.41
- Buildings	0.18	0.45
- Others	18.42	18.82
Electricity and water charges	45.21	46.82
Legal, professional and consultancy charges (refer note below)	78.14	75.20
Printing and stationery	0.73	0.93
Contractual service charges	142.63	170.83
Travelling and conveyance expenses	8.87	12.61
Auditor's remuneration	3.51	3.79
Vehicle running expenses	10.41	14.24
Insurance expenses	1.26	2.13
Impairment of trade receivables	89.88	148.80
Bad debts and amounts written off	0.28	3.53
Provision for doubtful advances	7.90	-
Advertisement and publicity expenses	20.28	2.57
Commission charges and incentives	316.85	448.58
Program production expenses	29.40	22.39
Other operational cost	353.62	455.54
Business and sales promotion	5.34	8.21
Loss on sale of property, plant and equipment (net)	-	2.39
Exchange fluctuation loss (net)	0.45	0.84
Miscellaneous expenses	17.80	48.14
	1,300.33	1,641.99
Note: Payment to the auditor's:		
- As auditors	3.18	3.75
- For other services	0.26	0.02
- For reimbursement of expenses	0.07	0.02
	3.51	3.79
29 Loss per share		
Loss attributable to equity shareholders	(1,505.37)	(2,988.83)
Weighted average number of equity shares outstanding during the year (nos.)*	872,053,848	872,053,848
Nominal value of per equity share (₹)	1	1
Loss per share (₹)		
Basic and diluted loss per share	(1.73)	(3.43)

* The Employee Stock Options has not been considered, being lapsed during the previous year.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

30 Group composition structure

Name of the subsidiary company	Country of incorporation	Percentage of ownership	
		As at	As at
		31 March 2024	31 March 2023
Indian Cable Net Company Limited (hereinafter referred as "ICNCL")*	India	60.02%	60.02%
Central Bombay Cable Network Limited (hereinafter referred as "CBCNCL")	India	100.00%	100.00%
Siticable Broadband South Limited (hereinafter referred as "SBSL")	India	100.00%	100.00%
Master Channel Community Network Private Limited (hereinafter referred as "MCCNPL")**	India	66.00%	66.00%
Siti Vision Digital Media Private Limited (hereinafter referred as "SVDMPPL")	India	51.00%	51.00%
Siti Jind Digital Media Communications Private Limited (hereinafter referred as "SJDMCPL")****	India	57.50%	57.50%
Siti Jai Maa Durgee Communications Private Limited (hereinafter referred as "SJMDCPPL")	India	51.00%	51.00%
Siti Jony Digital Cable Network Private Limited (hereinafter referred as "SJDCNPL")	India	51.00%	51.00%
Siti Krishna Digital Media Private Limited (hereinafter referred as "SKDMPL")	India	51.00%	51.00%
Siti Faction Digital Private Limited (hereinafter referred as "SFDPL")	India	51.00%	51.00%
Siti Guntur Digital Network Private Limited (hereinafter referred as "SGDNPL")	India	74.00%	74.00%
Siti Maurya Cable Net Private Limited (hereinafter referred as "SMCNPL")***	India	50.10%	50.10%
Siti Karnal Digital Media Network Private Limited (hereinafter referred as "SKDMNPL")	India	51.00%	51.00%
Siti Global Private Limited (hereinafter referred as "SGPL")	India	51.00%	51.00%
Siti Siri Digital Network Private Limited (hereinafter referred as "SDNPL")	India	51.00%	51.00%
Siti Broadband Services Private Limited (hereinafter referred as "SBSPL")	India	100.00%	100.00%
Siti Prime Uttaranchal Communication Private Limited (hereinafter referred as "SPUCPL")	India	51.00%	51.00%
Siti Sagar Digital Cable Network Private Limited (hereinafter referred as "SSDCNPL")	India	51.00%	51.00%
Siti Saistar Digital Media Private Limited (hereinafter referred as "SSDMPL")	India	51.00%	51.00%
Variety Entertainment Private Limited (hereinafter referred as "VEPL")	India	100.00%	100.00%
Indinet Service Private Limited (hereinafter referred as "ISPL")***	India	100.00%	100.00%
E-Net Entertainment Private Limited (hereinafter referred as "ENEPL")***** (w.e.f. December 15, 2020)	India	51.00%	51.00%
Siti Networks India LLP	India	99.90%	99.90%
Meghbela Infotel Cable & Broadband Private Limited (hereinafter referred as "MICBPL")***	India	76.00%	76.00%

*Include 0.30% held through CBCNCL.

** Subsidiary of CBCNCL.

*** Subsidiary of ICNCL.

**** Include 6.50% held through SBSL.

***** Subsidiary of SBSPL.

Name of the associates and joint ventures	Country of incorporation	Percentage of ownership	
		As at	As at
		31 March 2024	31 March 2023
C&S Medianet Private Limited (hereinafter referred as "CSMPL")	India	48.00%	48.00%
Paramount Digital Media Services Private Limited (hereinafter referred as "PDMSPL")*****	India	50.00%	50.00%
Wire and Wireless Tisai Satellite Limited (hereinafter referred as "WWTSL")	India	51.00%	51.00%

***** Associate of VEPL.

***** Joint Venture of VEPL.

31 Employee benefit obligations

Post-employment obligations - gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination equals the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of completed years of service. The expected contribution to the plan for next annual reporting period amounts to ₹ 3.68 million (previous year : ₹ 3.73 million).

The weighted average duration of the defined benefit obligation as at 31 March 2024 is 11 years (previous year 12 years).

The plan exposes the Company to actuarial risks such as interest rate risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of risk free securities.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Company's liability.

The following tables summarises the components of net benefit expense recognised in the standalone statement of profit and loss and the amount recognised in the standalone balance sheet for the respective plans.

Changes in the present value of the defined benefit obligation are as follows:

	As at	As at
	31 March 2024	31 March 2023
Present value of defined benefit obligation at the beginning of the year	23.93	31.75
Interest cost	1.79	2.30
Current service cost	3.01	3.05
Benefits paid	(3.06)	(10.98)
Actuarial (gain)/loss on remeasurement of obligation	2.90	(2.19)
Present value of defined benefit obligation at the end of the year *	28.57	23.93

* Includes current portion ₹ 2.95 million (previous year: ₹ 1.46 million)

The gratuity plan of the Company is unfunded.

Amount recognised in the standalone statement of profit and loss:

Current service cost	3.01	3.05
Interest cost	1.79	2.30
	4.80	5.35



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
Amount recognised in the statement of other comprehensive income:		
Actuarial (gain)/loss arising from change in financial	0.44	(0.41)
Actuarial (gain)/loss arising from experience adjustments	2.46	(1.78)
	2.90	(2.19)

The principal assumptions used in determining present value of defined benefit obligation and long term employee benefit obligation are given below:

Actuarial assumptions used	Gratuity		Compensated absences	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Discount rate (per annum)	7.25%	7.50%	7.25%	7.50%
Rate of escalation in salary (per annum)	5.00%	5.00%	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal rate (per annum)	5.00%	5.00%	5.00%	5.00%
Normal retirement age	60 years	60 years	60 years	60 years

These assumptions were developed by management with the assistance of independent actuary. Discount factors are determined close to each year-end by reference to market yields of risk free securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

The present value of the defined benefit obligation was measured using the projected unit credit method.

Amounts of experience adjustment for the current and previous four years are as follows -

	31 March 2024	31 March 2023	31 March 2022	31 March 2021	31 March 2020
Defined benefit obligations	28.57	23.93	31.75	40.93	31.13
Experience (gain)/loss adjustments on planned liabilities	2.46	(1.78)	(0.81)	4.96	5.95

Sensitivity analysis of the defined benefit obligation for significant actuarial assumptions

	31 March 2024	31 March 2023
Impact of the change in discount rate		
Present value of obligation at the end of the year	28.57	23.93
Liability with 1% increase in discount rate	26.65	22.17
Liability with 1% decrease in discount rate	30.73	25.90
Impact of the change in salary growth rate		
Present value of obligation at the end of the year	28.57	23.93
Liability with 1% increase in salary growth rate	30.75	25.93
Liability with 1% decrease in salary growth rate	26.59	22.12
Maturity profile of defined benefit obligation		
-upto 1 year	2.95	1.46
-2 to 5 years	5.40	3.89
-more than 5 years	20.21	18.58
Defined contribution plans		
Contribution to defined contribution plan, recognised as expense for the year:		
Employer's contribution to provident fund and other funds	10.50	12.40

32 Share-based employee remuneration

Employee Stock Option Plan –ESOP-2015

The Company instituted the Employee Stock Option Scheme -2015 ("SITI ESOP 2015" or "New Plan") to grant equity based incentives to eligible employees. The SITI ESOP-2015 has been approved by the Board of Directors of the Company at their meeting held on 28 May 2015 and by the shareholders of the Company by way of special resolution passed at their Annual General Meeting held on 27 August 2015 to grant upto 33,881,656 options, representing one share for each option upon exercise by the eligible employee at an exercise price determined by the Board/remuneration committee.

The options granted under the Scheme shall vest not less than one year and not more than five years from the date of grant of options. Under the terms of the Scheme, 50%, 35% and 15% of the options will vest in the employee(s) after expiry of one year, two years and three years, respectively, from the date of grant of options. The option grantee must exercise all vested options within a period of four years from the date of vesting and the shares arising on exercise of such options shall not be subject to any lock-in period.

	Employee Stock Option Plan ESOP-2015
Date of grant	03 September 2015
Date of Board approval	28 May 2015
Date of shareholders' approval	27 August 2015
Number of options granted	4,663,500
Method of settlement (cash/equity)	Equity
Vesting period from the date of grant of option	Three years
Exercise period- from end of vesting period	Four years

The details of activity under New Plan have been summarised below:

Particulars	31 March 2024		31 March 2023	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	-	-	133,845	30.85
Lapsed during the year	-	-	133,845	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

All the outstanding options have lapsed during the previous year and accordingly, employee share payments has been reversed and transferred to general reserve. No further options have been granted to the employees during the current year.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

The fair values of options granted under new plan were determined using a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The following principal assumptions were used in the valuation:

Particulars	As at 31 March 2024			As at 31 March 2023		
	Options (50%)	Options (35%)	Options (15%)	Options (50%)	Options (35%)	Options (15%)
Number of options	-	-	-	2,331,750	1,632,225	699,525
Fair value on grant date	-	-	-	14.63	17.49	19.14
Share price at grant date	-	-	-	30.85	30.85	30.85
Fair value at exercise date	-	-	-	Not Applicable	Not Applicable	Not Applicable
Exercise price in ₹	-	-	-	30.85	30.85	30.85
Expected volatility	-	-	-	39.82%	44.49%	43.47%
Expected life in years	-	-	-	3 years	4 years	5 years
Expected dividends	-	-	-	-	-	-
Risk-free interest rate (based on government bonds)	-	-	-	5.69%	6.04%	6.14%

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time since its listing on the Stock Exchange. No special features inherent to the options granted were incorporated into measurement of fair value. The employee remuneration expense has decreased by ₹ nil million (previous year: decreased by ₹ nil million), all of this relates to options lapsed/expired during the year due to resignation of eligible employees.

33 Fair value measurements

A. Financial instruments by category

Notes	As at 31 March 2024		
	FVTPL	Amortised cost	Total
Financial assets			
Investment	6	573.02	2,511.40
Trade receivables (net)	10	-	1,518.50
Cash and cash equivalents	11	-	370.98
Other bank balance	7 & 12	-	800.35
Other financial assets	7 & 12	-	234.74
Total financial assets		573.02	5,435.97
Financial liabilities			
Borrowings	15A & 18A	-	7,568.23
Lease liabilities	15B & 18B	-	5.87
Trade payables	19	-	7,157.45
Other financial liabilities	16 & 20	-	3,547.17
Total financial liabilities		-	18,278.72
As at 31 March 2023			
Financial assets			
Investment	6	645.19	2,511.40
Trade receivables (net)	10	-	1,295.74
Cash and cash equivalents	11	-	328.49
Other bank balance	11A	-	379.80
Other financial assets	7 & 12	-	253.67
Total financial assets		645.19	4,769.10
Financial liabilities			
Borrowings	15A & 18A	-	8,825.76
Lease liabilities	15B & 18B	-	9.07
Trade payables	19	-	5,070.56
Other financial liabilities	16 & 20	-	3,433.47
Total financial liabilities		-	17,338.86

B. Financial instruments measured at fair value

The following tables present financial assets and liabilities measured at fair value as at balance sheet in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The financial assets measured at fair value in the statement of financial position are grouped into the fair value hierarchy as on 31 March 2024 and 31 March 2023 as follows:

Financial assets	As at 31 March 2024			As at 31 March 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment in optionally convertible debentures	-	-	573.02	-	-	645.19

Valuation technique to determine fair value

Optionally convertible debentures (Level 3)

For the year ended 31 March 2024 and 31 March 2023:

The valuation of optionally convertible debentures ('OCD') has been done using the discounted cashflows method. Discounted cash flow or DCF is the method for estimating the current value of an investment by taking into account its future cash flows. It can be used to determine the estimated investment required to be made in order to receive predetermined returns. The discounted cash flow method is based on the concept of the time value of money, which says that the money that an individual has now is worth more than the same amount in the future.

The valuation exercise is based on the following information:

- Audited financial Statements of Siti Saistar Digital Media Private Limited and Siti Siri Digital network Pvt. Ltd. (together referred to as 'investee companies') for the FY 2023-24 comprising Balance Sheet and Profit and Loss account.
- Projections of the investee companies comprising of Balance Sheet and Profit and Loss account for the FY 2024-25 to FY 2028-29
- Various issues relevant for the valuation including the prospects and outlook of the investee companies / industry etc.

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

The discounted cash flow method involves discounting the investee companies free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows are discounted by weighted average cost of capital comprising of debt and equity. The risk free rate of 6.84% is considered on the 10 year government zero coupon bond yield as on 31 March 2024.

There have been no transfer between level 1, level 2 and level 3 during the year ended 31 March 2024 and 31 March 2023.

The following table presents the changes in level 3 items for the year ended 31 March 2024 and 31 March 2023:

Particulars		
As at 01 April 2022		976.19
Impairment loss recognised in standalone statement of profit and loss		(331.00)
As at 31 March 2023		645.19
Impairment loss recognised in standalone statement of profit and loss		(72.17)
As at 31 March 2024		573.02

As at 31 March 2024

Significant unobservable input	Estimate of the input	Sensitivity of the fair value measurement to input
Probability of meeting of cash flow	20%	An increase to 20% would increase fair value by ₹ 93.17 million and decrease by 20% would decrease fair value by ₹ 93.17 million

As at 31 March 2023

Significant unobservable input	Estimate of the input	Sensitivity of the fair value measurement to input
Probability of meeting of cash flow	20%	An increase to 20% would increase fair value by ₹ 47.41 million and decrease by 20% would decrease fair value by ₹ 47.41 million

C. Fair value of financial assets and liabilities measured at amortised cost

	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investment (non-current, financial assets)	3,084.42	3,084.42	3,156.59	3,156.59
Trade receivables (net)	1,518.50	1,518.50	1,295.74	1,295.74
Cash and cash equivalents	370.98	370.98	328.49	328.49
Other bank balances	800.35	800.35	379.80	379.80
Other financial assets	234.74	234.74	253.67	253.67
Total financial assets	6,008.99	6,008.99	5,414.29	5,414.29
Financial liabilities				
Borrowings	7,568.23	7,568.23	8,825.76	8,825.76
Lease liabilities	5.87	5.87	9.07	9.07
Trade payables	7,157.45	7,157.45	5,070.56	5,070.56
Other financial liabilities	3,547.17	3,547.17	3,433.47	3,433.47
Total financial liabilities	18,278.72	18,278.72	17,338.86	17,338.86

34 Financial risk management objectives and policies

Financial risk management

The Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk.

The Company's risk management is coordinated in close co-operation with the Resolution Professional and the Chief Executive Officer focused on securing the Company's short to medium term cash flows. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in these standalone financial statements.

A. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets except security deposits	12 month expected credit loss
High credit risk	Investment, trade receivables, security deposits, amount recoverable and unbilled revenue	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	31 March 2024	31 March 2023
A: Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets other than unbilled revenue & amount recoverable (net)	443.90	431.08
B: High credit risk	Investment, trade receivables, amount recoverable (net) and unbilled revenue	4,764.75	4,593.38

Concentration of trade receivables

The Company has widespread customers and there is no concentration of trade receivables.



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Note 34 Financial risk management objectives and policies (contd.)

Credit risk exposure

Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets.

For the purpose of computation of expected credit loss, the Company has analysed the trend of provisions for doubtful trade receivables created in earlier years. The average rate of provision has been computed based on the adjusted sales (excluding those where the Company does not have any historical provision) and provision for doubtful debtors created against those sales.

Expected credit loss for trade receivables under simplified approach

As at 31 March 2024

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment
Trade receivables	5,863.48	(4,344.98)	1,518.50
Security deposits	20.62	-	20.62
Amounts recoverable	475.74	(467.60)	8.14
Investment	3,519.63	(435.20)	3,084.43
Unbilled revenues	161.83	-	161.83

As at 31 March 2023

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment
Trade receivables	5,550.84	(4,255.10)	1,295.74
Security deposits	23.60	-	23.60
Amounts recoverable	474.74	(467.59)	7.15
Investment	3,519.62	(363.03)	3,156.59
Unbilled revenues	141.06	-	141.06

Particulars	Amount
Loss allowance on 01 April 2022	4,286.52
Changes in loss allowance (refer note 10)	58.46
Loss allowance on 31 March 2023	4,255.10
Changes in loss allowance (refer note 10)	89.88
Loss allowance on 31 March 2024	4,344.98

B. Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's business activities may not be available.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. Short term liquidity requirements comprises mainly of trade payables, employee dues and other current payables arising during normal course of business as on each balance sheet date. Long term liquidity requirement is assessed by the management on periodical basis and is managed through internal accruals and through funding commitments from shareholders. As at each balance sheet date, the Company's liabilities having contractual maturities (including interest payments where applicable) are summarised as follows:

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities	As at 31 March 2024		
	Less than one year	One to two years	More than two years
Non-derivatives			
Borrowings	7,455.72	-	-
Trade payables	7,157.45	-	-
Lease liabilities	3.01	1.54	1.32
Other financial liabilities	3,542.83	-	4.34
Total non-derivative liabilities	18,159.01	1.54	5.66
	As at 31 March 2023		
Contractual maturities of financial liabilities			
Non-derivatives			
Borrowings	8,713.25	-	-
Trade payables	5,070.56	-	-
Lease liabilities and interest on lease liabilities	4.12	2.50	2.45
Other financial liabilities	3,429.14	-	4.33
Total non-derivative liabilities	17,217.07	2.50	6.78

C. Market Risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

(i) Foreign currency risk

Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

	31 March 2024	31 March 2023
Financial assets (A)	-	-
Payable to capital creditors	50.70	18.64
Financial liabilities (B)	50.70	18.64
Net exposure (B-A)	50.70	18.64



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Note 34 Financial risk management objectives and policies (contd.)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on loss after tax	
	March 31, 2024	March 31, 2023
(₹)/USD and (₹)/EURO increased by 5% (previous year (₹)/USD and (₹)/EURO increased by 5%)	(2.54)	(0.93)
(₹)/USD and (₹)/EURO decreased by 5% (previous year (₹)/USD and (₹)/EURO decreased by 5%)	2.54	0.93

(ii) Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's fixed rate borrowings are carried at amortised cost and are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

	March 31, 2024	March 31, 2023
Variable rate borrowings	7,455.72	8,713.25
Total borrowings	7,455.72	8,713.25

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	Impact on loss after tax	
	March 31, 2024	March 31, 2023
Interest rates – increase by 100 basis points (previous year 100 bps)	74.56	87.13
Interest rates – decrease by 100 basis points (previous year 100 bps)	(74.56)	(87.13)

35 Related party transactions

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

(i) Promoter and Promoter Group

Direct Media Solutions LLP
 Digital Satellite Holdings Private Limited
 Manaaska Fashions LLP
 Digital Satellite Media And Broadband Private Limited
 Bioscope Cinemas Pvt. Ltd
 Direct Media And Cable Private Limited
 Arrow Media & Broadband Private Limited
 Essel Media Ventures Limited

(ii) Names of related parties where control exists

Subsidiary companies

Indian Cable Net Company Limited
 Central Bombay Cable Network Limited
 Siticable Broadband South Limited
 Master Channel Community Network
 Siti Vision Digital Media Private Limited
 Siti Jind Digital Media Communications Private Limited
 Siti Jai Maa Durgee Communications Private Limited
 Siti Jony Digital Cable Network Private Limited
 Siti Krishna Digital Media Private Limited
 Siti Faction Digital Private Limited
 Siti Guntur Digital Network Private Limited
 Siti Maurya Cable Net Private Limited (Subsidiary of Indian Cable Net Company Limited)
 Siti Karnal Digital Media Network Private Limited
 Siti Global Private Limited
 Siti Siri Digital Network Private Limited
 Siti Broadband Services Private Limited
 Siti Prime Uttaranchal Communication Private Limited
 Siti Sagar Digital Cable Network Private Limited
 Siti Saistar Digital Media Private Limited
 Variety Entertainment Private Limited
 Indinet Service Private Limited (Subsidiary of Indian Cable Net Company Limited)
 E-Net Entertainment Private Limited (Subsidiary of Siti Broadband Services Private Limited)
 Siti Networks India LLP
 Meghbela Infitel Cable & Broadband Private Limited (hereinafter referred as "MICBPL") (w.e.f. 08 June 2021)

(iii) Associate companies

C&S Medianet Private Limited

(iv) Joint ventures

Wire and Wireless Tsai Satellite
 Paramount Digital Media Services Private Limited (Joint Venture of Variety Entertainment Private Limited) (w.e.f. January 30, 2020)



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

(v) Key management personnel (KMP)

Ms. Kavita Kapahi, Independent Director
 Prof. Sunil Kumar Maheshwari, Independent Director
 Mr. Suresh Arora, Whole Time Director
 Mr. Bhanu Pratap Singh, Independent Director
 Mr. Yogesh Sharma Chief Executive Officer
 Mr. Vikram Singh Panwar (w.e.f. 15 April 2023 upto 15 September 2023)
 Mr. Suresh Kumar, Company Secretary

(vi) Enterprises owned or significantly influenced by KMP or their relatives**

Essel Realty Developers Private Limited

** with whom the Company has transactions during the current year and previous year

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a) Sale of goods and services during the year

Subsidiary companies

	For the year ended 31 March 2024	For the year ended 31 March 2023
Indian Cable Net Company Limited	166.28	155.34
Master Channel Community Network Private Limited	5.74	13.16
Siti Vision Digital Media Private Limited	1.08	7.27
Siti Jind Digital Media Communications Private Limited	3.16	4.58
Siti Maurya Cable Net Private Limited	1.56	1.75
Siti Karnal Digital Media Network Private Limited	0.04	0.09
Siti Siri Digital Network Private Limited	16.00	35.17
Siti Prime Uttaranchal Communication	1.63	2.90
Siti Broadband Services Private Limited	5.13	17.88
Siti Saistar Digital Media Private Limited	10.40	13.27
Variety Entertainment Private Limited	49.00	34.62

b) Purchase of goods and services during the year

Subsidiary companies

Indian Cable Net Company Limited	13.23	15.83
Master Channel Community Network Private Limited	-	1.30
Siti Vision Digital Media Private Limited	2.84	10.75
Siti Broadband Services Private Limited	-	0.25
Siti Global Private Limited	0.32	10.31
Siti Sagar Digital Cable Network Private Limited	-	3.55
Siti Jind Digital Media Communications Private Limited	2.39	5.59
Siti Jony Digital Cable Network Private Limited	-	0.66
Siti Siri Digital Network Private Limited	-	32.60
Siti Karnal Digital Media Network Private Limited	-	1.64
Siti Saistar Digital Media Private Limited	3.34	-
Variety Entertainment Private Limited	0.27	-

c) Balance (payable)/receivable (net of provision created) at the end of the year

Subsidiary companies

	As at 31 March 2024	As at 31 March 2023
Indian Cable Net Company Limited	(24.22)	(73.32)
Master Channel Community Network Private Limited	35.54	20.84
Siti Vision Digital Media Private Limited	10.41	14.47
Siti Jind Digital Media Communications Private Limited	5.45	6.67
Central Bombay Cable Network Limited	0.04	-
Siti Krishna Digital Media Private Limited	0.01	-
Siti Jony Digital Cable Network Private Limited	0.02	-
Siti Jai Maa Durgee Communications Private Limited (hereinafter referred as "SJMD CPL")	0.05	0.05
Siti Maurya Cable Net Private Limited	0.86	1.81
Siti Faction Digital Private Limited	0.02	0.04
Siti Karnal Digital Media Network Private Limited	0.03	(0.25)
Siti Siri Digital Network Private Limited	(34.26)	(34.49)
Siti Global Private Limited	4.92	1.31
Siti Networks India LLP	(240.30)	(240.30)
Siticable Broadband South Limited	(3.18)	(3.19)
Siti Prime Uttaranchal Communication Private Limited	3.14	4.65
Siti Broadband Services Private Limited	-	59.03
Siti Sagar Digital Cable Network Private Limited	0.96	(1.56)
Siti Saistar Digital Media Private Limited	(2.81)	20.08
Variety Entertainment Private Limited	(13.21)	79.04
Indinet Service Private Limited	0.09	0.09
Joint ventures/Associate companies		
Wire and Wireless Tisai Satellite Limited	0.01	0.04



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024		As at 31 March 2023	
Enterprises owned or significantly influenced by KMP or their relatives				
Trade payables				
Essel Realty Developers Private Limited	6.24		6.24	
d) Expenditure paid by the Company on behalf of others and expenditure paid by others on behalf of the Company:				
	Expenditure paid by the Company on behalf of the others during the year ended		Expenditure paid by others on behalf of the Company during the year ended	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Subsidiary companies				
Indian Cable Net Company Limited	-	-	49.85	58.65
e) Advances given and repayment thereof				
		Advances given	Repayment/ Adjustments	Balance owed by related parties
Subsidiary companies				
Siti Vision Digital Media Private Limited	31 March 2024	-	3.36	2.40
	31 March 2023	-	14.22	5.76
f) Investment in Optionally Convertible Debenture				
		As at 31 March 2024	As at 31 March 2023	
Siti Siri Digital Network Private Limited		744.89	744.89	
Siti Saistar Digital Media Private Limited		231.30	231.30	
g) Remuneration to KMP				
		For the year ended 31 March 2024	For the year ended 31 March 2023	
Mr. Yogesh Sharma		8.55	10.68	
Mr. Vikram Singh Panwar		1.70	6.77	
Mr. Suresh Kumar		2.95	3.67	
h) Compensated absences				
Mr. Suresh Kumar		0.01	0.26	
Mr. Vikram Singh Panwar		0.05	0.27	
Mr. Yogesh Sharma		0.16	0.70	
j) Director sitting fees				
		For the year ended 31 March 2024	For the year ended 31 March 2023	
Ms. Kavita Kapahi		0.10	0.40	
Mr. Bhanu Pratap Singh		0.06	0.42	
Prof. Sunil Kumar Maheshwari		0.08	0.34	
Ms. Shilpi Asthana		0.08	0.34	

Note :-

(i) As per internal assessment performed by the Company of related parties in accordance with Ind AS 24 - Related Party Disclosures, Zee Entertainment Enterprises Limited and Zee Media Corporation Limited are no longer related parties of the Company. However, the Resouctional Professional has classified these companies as related parties under Section 5(24) of the Insolvency and Bankruptcy Code, 2016, which, in case of Zee Entertainment Enterprises Limited, is subject to the order to be passed by the Hon'ble NCLT in Interlocutory Application No. 4910/2023 in CP (IB) 690 of 2022.

(ii) The Company provides long term benefits in the form of gratuity to its KMP along with all employees, the cost and liability of the same is not identifiable for each KMP and hence could not be disclosed.



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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

	As at 31 March 2024	As at 31 March 2023
36 Capital and other commitments		
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	5.82	29.81
37 Contingent liabilities and litigations		
i) Claims against the Company not acknowledged as debts*	376.23	376.23
ii) Demands raised by the statutory authorities being contested by the Company:		
Service tax matters**	2,203.41	2,203.41
VAT/ Sales tax matters**	196.36	196.36
Claims contingently admitted under CIRP***	3,391.56	-

* excludes pending cases/litigations including ones with business associates/statutory authorities where the management believes that no material liability will devolve on the Company in respect of these litigations or where amount of liability is not ascertainable. These are net of amounts deposited under protest amounting to ₹ 55.74 million (previous year: ₹ 55.74 million).

*** (i) Claim for Power Grid Corporation of India has been admitted contingently subject to the outcome of the appeal filed by Power Grid Corporation in TDSAT.

(ii) Claim from the Assistant Commissioner (Sales Tax)* Andhara Pradesh has been admitted contingently as appeal has been filed against the order of the department.

(iii) The Department of Telecommunications has submitted its claim in two parts: A (₹ 11,352 million) & B (₹ 11,520 million). The DOT vide its letter dated 20-08-2024 has intimated to the corporate debtor that the effective date of surrender of the ISP licence has now been amended to 31-08-2015 basis representations from the corporate debtor. Accordingly, claims made by the DOT post 31-08-2015 till 26-01-2019 is now rejected. Further the claim of the DoT up 31-08-2015 is admitted contingently pursuant to the appeal filed by DOT against the TDSAT order in Netmagic which is currently pending before the Supreme Court.

iii) The Directorate of Revenue Intelligence (DRI), Bangalore, under section 108 of the Custom Act, 1962, had inquired about the classification of viewing cards for applicability of customs duty. The Company had, suo-moto, paid ₹ 20.00 million (previous year ₹ 20.00 million) under protest and had received a show cause notice with a demand for ₹ 1,030.49 million (previous year ₹ 1,030.49.22 million). The matter is adjourned to 24 August 2022. The Company is confident that the demand will not sustain, therefore no provision has been made in these financial statements and the amount demanded has been considered as contingent liability.

iv) Siti Network Limited got a demand for ₹ 340.25 million from Zee Entertainment Limited against alleged re-transmitting it's channels during the disconnection period from 06 May 2023 to 25 February 2024. However, no provision has been made in the financial statements against such demand in the absence of working / basis for the demand.

38 Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at reporting date:

	31 March 2024		31 March 2023	
	EURO million	₹ in million	EURO million	₹ in million
Payables for capital creditors	0.56	50.70	0.21	18.64

* Closing rate as at 31 March 2024: 1 EURO = ₹ 89.94 (previous year: 1 EURO = ₹ 89.36)

39 The breakup of year end deferred tax assets and liabilities into major components of the respective balance is as under:

Particulars	31 March 2024	31 March 2023
Deferred tax liabilities		
Temporary difference in depreciation and amortisation of property, plant and equipment and other intangible assets	-	-
Gross deferred tax liabilities	-	-
Deferred tax assets		
Provision for doubtful debts	-	-
Gross deferred tax assets	-	-
Net deferred tax liability/(assets)	-	-

In the absence of probability of sufficient future taxable income, the Company has not recognised deferred tax assets.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom:

	31 March 2024		31 March 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	13,271.94	4,140.85	17,331.44	5,407.41
Brought forward losses	998.12	311.41	671.01	209.35

The tax losses expire in assessment year 2024-2025. The deductible temporary differences which includes unabsorbed depreciation and provision for doubtful debts do not expire under the current income tax legislation.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

40 Capital management

The Company aim to manage its working capital efficiently so as to safeguard its ability to continue as a going concern given that it is currently under resolution process. The working capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the working capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's policy is to maintain a stable and strong working capital structure with a focus on net assets so as to maintain business continuity and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its working capital structure.

	As at 31 March 2024	As at 31 March 2023
Current assets (A)	3,089.57	2,397.02
Current liabilities (excluding borrowings) (B)	11,002.29	8,874.35
Current ratio (A/B)	0.28	0.27

41 Assets pledged as security

The carrying amount of assets pledged as security are:

	Note		
Current assets			
a) Inventories	9	9.16	6.70
b) Financial assets			
i) Trade receivables	10	1,518.50	1,295.74
ii) Cash and cash equivalents	11	370.98	328.47
iii) Bank balances other than cash and cash equivalents above	11A	800.35	379.80
iii) Other financial assets	12	234.74	253.67
c) Other current assets	13B	144.01	144.18
		3,077.74	2,408.56
Non-current assets			
a) Property, plant and equipment	4	1,076.63	1,994.43
b) Capital work-in-progress	4	199.50	222.27
c) Other intangible assets	5A	36.09	311.64
d) Intangible assets under development	5B	1.44	1.16
e) Financial assets			
-Other financial assets [Margin money deposit (pledged)]	7	33.02	64.87
		1,346.68	2,594.37
Total assets		4,424.42	5,002.93

42 Information under Section 186 (4) of the Companies Act, 2013

There are no investments or loan given or guarantee provided or security given by the Company other than the investments and loans in these standalone financial statements, which have been made predominantly for the purpose of business.

43 The Company predominantly operates in a single business segment of cable distribution in India only. Hence there are no separately reportable business or geographical segments as per Indian Accounting Standard ("Ind AS") 108 on Operating Segments. The aforesaid is in line with the way operating results are reviewed by the chief operating decision maker(s).

44 Exceptional items in the standalone financial statements include the following:

a) During the year ended 31 March 2024, gain on account of settlement of borrowings amounting to ₹ 696.84 million was booked and diminution in the value of investments in subsidiaries amounting to ₹ 72.17 million was booked.

b) During the year ended 31 March 2023, diminution in the value of investments in subsidiaries amounting to ₹ 346.20 million was booked.

45 For the year ended 31 March 2024, the 'Subscription income' included in the 'Revenue from operations' in these financial statements, *inter alia*, includes the amounts payable to the broadcasters towards their share per Tariff order 2017 in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e. Broadcaster's share) has also been presented as an expense in these financial statements. The said amount is ₹ 3,063.47 million for the year ended 31 March 2024 (previous year: ₹ 3,284.54) in the standalone financial statements.

Had these expenses been disclosed on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 3,063.47 million for the year ended 31 March 2024 (previous year: ₹ 3,284.54) in the standalone financial statements. However, there would not have been any impact on the net loss for the period then ended in standalone financial statements.

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

46 Financials ratios

Sr. No.	Particulars	31 March 2024	31 March 2023	Change
i)	Current Ratio (A/B)	0.17	0.14	23%
	Current assets (A)	3,089.57	2,397.02	
	Current liabilities (B)	18,458.01	17,587.60	
ii)	Debt-equity ratio (A/B)	(0.69)	(0.93)	-26%
	Total debt (A) [refer note 4 below]	7,568.23	8,825.76	refer note 7 (a)
	Total equity (B)	(10,989.95)	(9,487.49)	
iii)	Debt-service coverage ratio (A/B)	(0.01)	0.03	-146%
	Earnings available for debt services (i.e EBID)- (A) [refer note 6 below]	(119.21)	310.72	refer note 7 (b)
	Borrowings including finance cost (B)	8,310.52	9,888.80	
iv)	Return on equity ratio (A/B)	0.14	0.32	-57%
	Net loss after tax (A) [refer note 2 below]	(1,505.37)	(2,988.83)	refer note 7 (c)
	Total equity (B)	(10,989.95)	(9,487.49)	
v)	Inventory turnover ratio (A/B)	0.31	1.54	-80%
	Cost of goods sold (A)	2.47	10.08	refer note 7 (d)
	Average inventory (B)	7.93	6.56	
vi)	Trade receivables turnover ratio (A/B)	3.08	3.20	-4%
	Revenue from operations (A)	4,332.24	5,311.51	
	Average trade receivables (B)	1,407.12	1,658.93	
vii)	Trade payables turnover ratio (A/B)	0.71	0.98	-27%
	Credit purchases (A) [refer note 5 below]	4,366.26	4,936.61	refer note 7 (e)
	Average trade payables (B)	6,114.00	5,031.59	
viii)	Net capital turnover ratio (A/B)	(0.39)	(0.56)	-30%
	Revenue from operations (A)	4,332.24	5,311.51	refer note 7 (f)
	Capital employed or net assets (B) [refer note 3 below]	(10,989.95)	(9,487.49)	
ix)	Net loss ratio (A/B)	(0.35)	(0.56)	-38%
	Net loss after tax (A) [refer note 2 below]	(1,505.37)	(2,988.83)	refer note 7 (g)
	Revenue from operations (B)	4,332.24	5,311.51	
x)	Return on capital employed (A/B)	0.07	0.20	-66%
	Earning before interest but after taxes (A)	(763.08)	(1,925.80)	refer note 7 (h)
	Capital employed or net assets (B) [refer note 3 below]	(10,989.95)	(9,487.49)	
xi)	Return on investment (A/B)	0.14	0.32	-57%
	Net loss after tax (A)	(1,505.37)	(2,988.83)	refer note 7 (i)
	Capital employed or net assets (B) [refer note 3 below]	(10,989.95)	(9,487.49)	

Notes:

- 1 Ratios relating to balance sheet items have been presented as at 31 March 2024 and 31 March 2023. Whereas, ratios relating to items of statement of profit and loss account has been presented for financial year ended 31 March 2024 and 31 March 2023.
- 2 Net loss after tax excludes other comprehensive income.
- 3 Net assets is the total of equity share capital and other equity.
- 4 Total debt comprise of borrowings from external lenders.
- 5 Credit purchases comprise of purchases during the year, pay channel costs & other expenses
- 6 Earnings available for debt services comprise of earning before interest and depreciation.
- 7 Reason for change by more than 25%.
 - a) Declined due to higher accumulated losses due to current year loss due to which total equity has declined whereas there is no major movement in total debt.
 - b) Declined due to lower earning before interest and depreciation as compared to previous year.
 - c) Declined due to increase in loss for the year.
 - d) Declined due to low inventory movement in the year.
 - e) Decrease due to low payment of trade payable as comparison to previous year.
 - f) Decrease due to lower revenue and higher accumulated losses in comparison to previous year.
 - g) Decrease due to low accumulated losses in comparison to previous year.
 - h) Decrease due to higher loss before interest but after taxes in comparison to previous year.
 - i) Decrease due to higher loss after tax and higher accumulated losses in comparison to previous year.

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

47 Trade payable ageing schedule

As at 31 March 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	5.47	-	-	120.62	182.06	308.15
ii) Others	819.59	65.25	2,241.16	1,058.32	1,912.06	752.92	6,849.30
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	-	-	-	-	-
Total	819.59	70.72	2,241.16	1,058.32	2,032.68	934.98	7,157.45

As at 31 March 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	6.82	20.81	36.88	263.24	4.13	331.88
ii) Others	664.89	128.41	1,066.17	706.77	211.86	1,960.58	4,738.68
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	-	-	-	-	-
Total	664.89	135.23	1,086.98	743.65	475.10	1,964.71	5,070.56

48 Trade receivable ageing schedule

As at 31 March 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	27.77	654.63	288.51	543.95	2.98	0.66	1,518.50
(ii) Significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	0.69	703.61	138.76	3,501.93	4,344.98
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	161.83	-	-	-	-	-	-	161.83
Total	161.83	27.77	654.63	289.20	1,247.56	141.74	3,502.59	6,025.31

As at 31 March 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	269.39	504.91	320.65	103.07	0.02	97.70	1,295.74
(ii) Significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	3.19	11.71	539.01	177.68	3,523.51	4,255.10
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	141.06	-	-	-	-	-	-	141.06
Total	141.06	269.39	508.10	332.36	642.08	177.70	3,621.21	5,691.90

49 No dividend was paid during the current year as well as in preceding financial year. Further no dividend is proposed for the current financial year.

50 The Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity has received presidential assent on 28 September 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

51 There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.

52 The Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to order dated 22 February 2023 ("Admission Order") passed by Hon'ble National Company Law Tribunal (NCLT), Mumbai, under the provisions of Insolvency and Bankruptcy Code, 2016 ("Code"/ "IBC"). By the Admission Order, Mr. Rohit Mehra was appointed as the interim Resolution Professional of the Company. The Admission Order was challenged by one of the Directors (powers suspended) of the Company before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") in an Appeal. By order dated 7 March 2023 ("Stay Order"), the Hon'ble NCLAT issued notice in the Appeal and passed an interim order staying the operation of the Admission Order. Pursuant to the Stay Order, the control and management of the Company was handed back to the Directors (powers suspended) of the Company by the Interim Resolution Professional. By order dated 10 August 2023, the Hon'ble NCLAT dismissed the Appeal, along with all interim applications ("NCLAT Final Order") and upheld the Admission Order reinstating the CIRP of the Company. Mr. Rohit Mehra was subsequently confirmed as the Resolution Professional of the Company by the committee of creditors. Further, a moratorium in terms of Section 14 of the IBC is in force with respect to the affairs of the Company during its ongoing CIRP.

The Resolution Professional has filed an application to NCLT Mumbai seeking clarification with respect to the treatment of liabilities, obligations, and claims incurred arising during the Stay Period i.e., from 7 March 2023 to 10 August 2023 and cut-off date for certain activities. In relation to the clarification sought, multiple broadcasters have also filed applications with NCLT, Mumbai for release of costs by the Resolution Professional related to the services provided during the Stay Period. These applications are also pending adjudication.


SITI Networks Limited
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024
(All amounts in ₹ million, unless stated otherwise)

- 53 The standalone financial statements for the year ended 31 March 2024 have been signed by the Chief Executive Officer and the Resolution Professional (RP) while exercising the powers of Board of Directors of the Company which has been conferred upon him in terms of the provisions of Section 17 of the Insolvency and Bankruptcy Code 2016.
- 54 The Statutory Auditors have disclaimed their opinion in the audit report in respect of the standalone financial statements for year ended 31 March 2024.
- 55 The Company has incurred a net loss (including other comprehensive income) of ₹ 1,502.47 million during the year ended 31 March 2024, and as of that date, the Company's accumulated losses amount to ₹ 27,925.22 million resulting in a negative net worth of ₹ 10,989.95 million and its current liabilities exceeded its current assets by ₹ 15,368.42 million resulting in negative working capital. Accordingly, there exists a material uncertainty about the Company's ability to continue as a going concern since the future of the Company is dependent upon the successful implementation of the Resolution plan. Since the CIRP is currently in progress, as per the Code, it is required that the Company be managed as a going concern during the CIRP period. The standalone financial statements have been prepared assuming going concern basis of accounting, although there exists material uncertainty about the Company's ability to continue as going concern since the same is dependent upon the successful implementation of a resolution plan as and when approved by NCLT.
- 56 Pursuant to the commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, the Resolution Professional has begun to receive claims from financial creditors, operational creditors, statutory authorities, employees and other creditors as on 22 February 2023 and if any changes/updates which have happened during the stay period on CIRP upto 10 August 2023. As per the last update on 5 September 2024, the financial creditors have submitted claims amounting to ₹ 12,060.33 million, out of which ₹ 11,292.65 million have been admitted by the Resolution Professional. Further, the operational creditors, statutory authorities, employees and other creditors have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million has been admitted and ₹ 3,391.56 has been contingently admitted by the Resolution Professional.
- 57 Pursuant to the commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, certain information including the minutes of meetings of the Committee of Creditors (CoC) held on various dates, ongoing litigations in NCLT including the one pertaining to the treatment of claims/liabilities/obligations arising during the period of stay obtained by one of the Directors (powers suspended) of the Company before NCLAT upto the date of dismissal of such appeal, i.e., 07 March 2023 upto 10 August 2023, and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and could not be shared with anyone other than the member of CoC members and Hon'ble NCLT. However, the stock exchanges have been informed about the convening of the meeting of the committee of creditors and the same was released by them as public announcement.
- 58 One of the subsidiaries of the Company, Siti Broadband Services Private Limited, which is undergoing Corporate Insolvency Resolution Process by an order dated 31 October 2023, has not been audited by their statutory auditors and have not been approved/ signed by the Resolution Professional appointed for this subsidiary.
- 59 One of the subsidiaries of the Company, Siti Jind Digital Media Communications Private Limited, which is undergoing Corporate Insolvency Resolution Process by an order dated 22 March 2024, has not been audited by their statutory auditors and have not been approved/ signed by the Resolution Professional appointed for this subsidiary.
- 60 The Company has not carried out recoverability and/ or impairment assessment for any of its subsidiaries as at 31 March 2024.
- 61 For the year ended 31 March 2024, the 'Subscription income' included in the 'Revenue from operations' in these financial statements, inter alia, includes the amounts payable to the broadcasters towards their share in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e. Broadcaster's share) has also been presented as an expense in these financial statements. The said amount of ₹ 3,284.54 million for year ended 31 March 2024 in the standalone financial statements.
- Had these expenses been disclosed on net basis, the 'Revenue from operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 3,284.54 million for year ended 31 March 2024 in the standalone financial statements. However, there would not have been any impact on the net loss for the year ended in the standalone financial statements.
- 62 The Resolution Professional has filed an application against members of the erstwhile management of the Company under section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 seeking relief against certain fraudulent and wrongful trading transactions undertaken by the Corporate Debtor under the erstwhile management prior to the insolvency commencement date.
- 63 Zee Entertainment Enterprises Limited (ZEEL) vide its letter dated 4 August 2023, informed the Company that it has discharged the liability of the Company towards IndusInd Bank Limited for a term loan amounting to ₹ 1175.81 million for ₹ 880.00 million (inclusive of outstanding interests) in which ZEEL had provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEL stands subrogated in place of IndusInd Bank Limited vis a vis Company as per the applicable laws. Further, ZEEL has also executed a Settlement Agreement with Standard Chartered Bank ('SCB') in regards to the outstanding dues to SCB by the Company. SCB has issued a No Dues Certificate dated 8 January 2024 confirming receipt of all dues from ZEEL as per the Settlement Agreement. ZEEL has discharged the liability of the Company towards SCB for a term loan amounting to ₹ 1001.03 million for ₹ 600.00 million (inclusive of outstanding interest) in which ZEEL had provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEL stands subrogated in place of SCB vis a vis Company as per the applicable laws. The Resolution Professional has admitted the claims of ZEEL with regard to the dues of the Company to IndusInd Bank and SCB. However, since the Resolution Professional has classified ZEEL as a related party under Section 5(24) of the Insolvency and Bankruptcy Code, 2016, ZEEL is not a member of the committee of creditors. An application has been filed by ZEEL before NCLT, Mumbai regarding its non-inclusion in the CoC and the same is pending. Further, ZEEL has communicated vide their letter dated 08 July 2024 that it has assigned its dues amounting to ₹ 1,480.00 million to Vani Agencies Private Limited via an assignment agreement dated 2 July 2024. The claim outstanding in the name of ZEEL has been subrogated to Vani Agencies Private Limited.
- 64 During the year ended 31 March 2024, the bank and financial institutions exercising their rights under various facility agreements have received an amount of ₹ 1,230.00 million from the Company's bank account against the borrowings which have been classified as non-performing asset (NPA). Due to non-availability of confirmations from certain lenders, the Company has adjusted such amounts, with the liability for 'Principal Outstanding' on borrowings in the books of accounts. In connection with the above appropriation, Asset Reconstruction Company (India) Limited, one of the financial creditors of the Company, has filed an application with NCLT, Mumbai seeking directions that moratorium was in force during the stay period (i.e., from 7 March 2023 to 10 August 2023) and directions against certain creditors to refund the amount appropriated by them during the Stay Period.
- 65 As on 31 March 2024, the Company has defaulted in repayment of bank loans and its accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Company have not provided for additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.
- 66 Corporate Social Responsibility (CSR)**
In view of losses during the year and insufficient profits in the previous year, expenditure on CSR is not applicable for current and previous financial year.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

67 Additional Regulatory Information required by Schedule III to the Companies Act 2013

(A)(i) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(A)(ii) The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(B) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(C) Company has borrowing from banks and financial institutions (FIs) secured by current assets as mentioned in note 40. These borrowings are declared as non-performing assets (NPAs) by the respective banks and FIs. Due to this, company is under discussion with the banks for re-structuring of its loans. As a result, Company has not been filing any quarterly returns or statements of current assets with the banks or FIs.

(D) The Company has not made any investment therefore requirements prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the Company.

(E) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

(F) The Company has not traded or invested in crypto currency or virtual currency during the year.

(G) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

(H) The Company does not have any transaction with struck off companies during the year.

(I) The Company does not have any Property, plant and equipment to be classified as investment property.

(J) The Company has not revalued any of its Property, plant and equipment.

(K) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(L) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person.

68 There are no proceedings that has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

69 The Company is not declared willful defaulter by any bank or financial Institution or other lender.

70 Previous period figures have been re-grouped / reclassified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013 effective from 01 April 2021.

71 Post reporting date events

No adjusting or significant non-adjusting events have occurred between 31 March 2024 and the date of authorisation of these standalone financial statements.

For **DNS & Associates**
Chartered Accountants
Firm Registration No.: 006956C

Ankit Marwaha
Partner
Membership No.: 518749

Place: Noida
Date: 28 September 2024

For and on behalf of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Suresh Kumar
Company Secretary

M. No: ACS 14390

Place: Noida
Date: 28 September 2024

Yogesh Sharma
Chief Executive Officer

DIN: 00222260



Independent Auditor's Report

To the Resolution Professional of SITI Networks Limited (a Company under CIRP vide NCLT order dated 22 February 2023)

Report on the Audit of the Consolidated Financial Statements

Disclaimer of Opinion

1. We were engaged to audit the accompanying consolidated financial statements of SITI Network Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. We draw attention to the below mentioned points in the Basis for Disclaimer of Opinion section of our report pertaining to various elements of the consolidated financial statements that may require necessary adjustments/ disclosures in the consolidated financial statements including but not limited to an impact on the Company's ability to continue as a going concern and these adjustments when made, may have material and pervasive impact on the outcome of the consolidated financial statements for the year ended 31 March 2024. We have also considered reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures. Accordingly, pending these adjustments including certain major points mentioned below and unavailability of sufficient and appropriate evidence in respect of these items, we are unable to express our opinion on whether the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2024, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Disclaimer of Opinion

3. As described in note 63 to the accompanying consolidated financial statements, the Hon'ble National Company Law Tribunal ('NCLT'), Mumbai Bench admitted petition for initiation of Corporate Insolvency Resolution Process ('CIRP') under Section 7 of the Insolvency and Bankruptcy Code 2016 filed by the Financial Creditor vide order dated 22 February 2023, passed in CP no. 690/IBC/MB/2022 ('Admission Order'). The Admission Order was challenged by one of the Directors (powers suspended) of the Holding Company before National Company Law Appellate Tribunal (NCLAT). NCLAT vide order dated 07 March 2023 stayed the operation of the Admission Order dated 22 February 2023. The appeal filed was subsequently dismissed by the National Company Law Appellate Tribunal on 10 August 2023 (NCLAT Final Order). Pursuant to the NCLAT Final Order, the Resolution Professional (RP) has taken over management and control of the Holding Company on 16 August 2023. The Board

of Directors (powers suspended) were responsible for management and control of the Holding Company till the date of the NCLAT Final Order. A moratorium under Section 14 of the Insolvency and Bankruptcy Code, 2016 is in force with respect to the affairs of the Holding Company. However, the matter relating to the treatment of liabilities, obligations, and claims incurred for the stay period i.e., 07 March 2023 upto 10 August 2023 and cut-off date for certain activities, is currently sub-judice with NCLT, Mumbai. In absence of sufficient and appropriate audit evidence, we are unable to comment on the impact of the outcome of the CIRP on the consolidated financial statements of the Company.

4. As described in note 55 to the accompanying consolidated financial statement, the Holding Company and some of its subsidiaries have defaulted in repayment of loans taken from banks & financial institutions and these accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Holding Company and some of its subsidiaries have not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments. In absence of the computation of such interest along with other sufficient appropriate audit evidence, we are unable to comment upon the impact of such non-compliance on the financial information for the year ended 31 March 2024.
5. As described in note 64 to the accompanying consolidated financial statement, the financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 17 April 2024, out of which ₹ 11,292.65 million have been admitted by the RP. The carrying value of such borrowings as per the books of account of the Holding Company as on 31 March 2024 is ₹ 10,759.68 million. In absence of reconciliations of the balances as per the claims made, claims admitted and the outstanding balances as per the books of accounts, we are unable to comment upon the impact of such non-accrual of additional/penal interest along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the consolidated financial statement for the year ended 31 March 2024.
6. As described in note 65 to the accompanying consolidated financial statement, we have not been provided with certain information including the minutes of meetings of the Committee of Creditors (CoC), and the outcome of certain procedures carried out as a part of the CIRP, citing confidentiality reasons. Accordingly, we are unable to comment on the impact, if any, on the accompanying consolidated financial statement including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.
7. As described in note 64 to the accompanying consolidated financial statement, the operational creditors, employees and other creditors of the Holding Company have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million have been admitted and ₹ 3,391.56 million has been considered as contingent claim by the RP. In absence of sufficient and appropriate audit evidence the admission amount of claims and in the absence of reconciliation of the balances as per the claims submitted, claims admitted and the outstanding balances in the books of accounts, we are unable to comment upon the impact of such non-accrual of additional liability, if any, along with other sufficient appropriate audit evidence with respect to recognition of liabilities, their measurement and all related disclosures to be made, on the accompanying consolidated financial statements for the year ended 31 March 2024.

8. The Group's 'Revenue from operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 7,860.38 million for the year ended 31 March 2024, while there would have been no impact on the net loss for the year ended 31 March 2024.

Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their audit reports dated 31 August 2024, 5 September 2024, 8 August 2024 and 5 September 2024 on the annual financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttaranchal Communication Private Limited, Central Bombay Cable Network Limited, Indian Cable Net Company Limited and Siti Siri Digital Network Private Limited respectively, and is reproduced by us as under, with the aggregate amount pertaining to such subsidiaries, as also included in the above paragraph.

The company's/group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel and carriage sharing costs' each would have been lower by ₹ 4,357.44 million for the year ended 31 March 2024, while there would have been no impact on the net loss for the year ended 31 March 2024.

9. As described in note 63 to the accompanying consolidated financial statements, we have been provided with a listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 3 above pertaining to the treatment of claims/liabilities/obligations arising during the period of stay obtained by one of the Directors (powers suspended) of the Company before NCLAT upto the date of dismissal of such appeal, i.e., 07 March 2023 upto 10 August 2023. However, in the absence of an evaluation on these ongoing litigations from the management, we are unable to obtain sufficient appropriate audit evidence to evaluate, assess and comment on the impact, if any, on the accompanying consolidated financial statements including recognition, measurement and disclosures, that may arise had we been provided access to above-mentioned information.
10. As described in note 69 to the accompanying consolidated financial statements, on 3 July 2024 the Resolution Professional has submitted an application against erstwhile directors/directors (powers suspended) of the Holding Company's management under Section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016, and Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. This application seeks relief in connection with certain allegedly fraudulent, undervalued and preferential transactions conducted by the Corporate Debtor under the previous management aggregating approx. ₹ 3,254.90 million for the period 10 August 2018 to 10 August 2023 (subject to the outcome of the matter currently sub-judice with NCLT, Mumbai), and the matter is currently pending with hon'ble NCLT in Mumbai. However, we are not aware of any counter-application(s) filed by the respondents to the aforementioned application, and we have also not been provided with the transaction audit report which forms the basis of such application. Accordingly, in absence of sufficient appropriate audit evidence and pending resolution of this matter, we are unable to comment on any potential impact on the



accompanying consolidated financial statements for the year ended 31 March 2024, including any issues related to recognition, measurement, or disclosures.

11. The consolidated financial statements includes the annual financial statements of subsidiaries (Siti Broadband Services Private Limited, Siti Jind Digital Media Communications Private Limited, Siti Jai Maa Durgee Communications Private Limited, Siti Sagar Digital Cable Network Private Limited, Siti Vision Digital Media Private Limited) which have not been audited by their auditors, whose financial information included in the consolidated financial information of the Group reflects total assets of ₹ 727.64 million as at 31 March 2024, total revenues of ₹ 901.02 million, total net loss after tax of ₹ 193.71 million, and total comprehensive loss of ₹ 193.01 million for the year ended on 31 March 2024 respectively, and cash flows (net) of ₹ 2.52 million for the year ended 31 March 2024, as considered in the consolidated financial statements. These financial statements have been furnished by the Holding Company's management for the purpose of preparing consolidated financial statements for which we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our report.
12. We have been provided with reports from other auditors on the annual financial statements for the year ended 31 March 2024 and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the audit reports of such other auditors. However, we have not been provided with any information by the Management of the Company, or other auditors with respect to any subsequent events between the date of issuance of the review reports by such auditors and the date of issuance of our report on consolidated audited annual financial statements of Siti Networks Limited for the year ended 31 March 2024. As a result, we are unable to comment on the possible impact, if any, on the accompanying consolidated financial statements, had we been provided access to above-mentioned information.
13. The Holding Company has not carried out physical verification of the property, plant and equipment. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on the existence of such property, plant and equipment and its related impact, if any, on the accompanying consolidated financial statements for the year ended 31 March 2024 including recognition, measurement and disclosures, that may arise had the Holding Company carried out such physical verification.
14. We draw attention to note 54 to the accompanying consolidated financial statement, which indicates that the Group has incurred a net loss of (including other comprehensive income) ₹ 2,050.68 million during the year ended 31 March 2024, and as of that date, the Group's accumulated losses amount to ₹ 26,553.68 million resulting in a negative net worth of ₹ 9,594.11 million and its current liabilities exceeded its current assets by ₹ 15,004.19 million resulting in negative working capital. The above factors along with matters stated in paragraphs 3 to 13 above and other matters as set forth in note 54 of the accompanying consolidated financial statements, indicate a material uncertainty about the Group's ability to continue as a going concern since the future of the Group is dependent upon the successful implementation of Resolution plan of the Holding Company. The Statement has been prepared by the management assuming going concern basis of accounting, for which we have not been able to obtain sufficient appropriate audit evidence regarding the use of such assumption, based on management's assessment of the successful outcome of the ongoing Resolution process with no adjustments having been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.

15. We did not audit the financial statements of nineteen subsidiaries, whose financial statements reflects total assets of ₹ 9,381.13 million, total revenues of ₹ 8,907.02 million, total net loss after tax ₹ 638.19 million, total comprehensive loss ₹ 635.56 million and net cash inflows amounting to ₹ 355.65 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 4.53 million for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of one associates and two joint ventures, whose financial statements have not been audited by us. These annual financial statements have been audited by other auditors whose audit report(s) have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the audit reports of such other auditors, and the procedures performed by us.
16. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We draw attention to the above mentioned points in the Basis for Disclaimer of Opinion section of our report for which we have been unable to receive sufficient and appropriate audit evidence to provide an opinion on the accompanying consolidated financial statement.

Key Audit Matters

17. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

18. We draw attention to note 78 to the accompanying consolidated financial statement, which indicates that a vendor has filed an application against one of the subsidiary, Siti Vision Digital Media Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that the Company has defaulted in making payments. The petition was dismissed by NCLT vide its order dated 8 June 2023. The vendor has filed an appeal against the order with NCLAT, Delhi. Further, subsidiary has filed a counter appeal against the vendor for which notices for further proceeding are yet to be issued. Our opinion in this report is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

19. The Holding Company's management are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include



the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

20. The accompanying consolidated financial statements have been approved by the Holding Company's Resolution Professional and Chief Executive Officer. The Holding Company's Management is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The Holding Company's Management is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the management of the Holding Company, as aforesaid.
21. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors/Management either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



22. Those Board of Directors/Management are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

23. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
24. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its associates and joint ventures, to express an opinion on the financial statements. We are responsible for the direction, supervision and



performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

25. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
26. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
27. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

28. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures, we report, to the extent applicable, that:
 - a. we have sought and except for the matters described in paragraph 4 of the Basis for Disclaimer of Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the effects and possible effects of the matters described in paragraph 4 of the Basis for Disclaimer of Opinion section of our report and for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);
 - c. except for the effects of the matters described in the Basis for Disclaimer of Opinion section, in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
 - d. the matter described in paragraph 10 of the Basis for Disclaimer of Opinion section of our report, may have an adverse effect on the functioning of the Group;
 - e. the powers of the Board of Directors of the Holding Company have been suspended and no written representations have been received from the Directors (power suspended) and hence not taken on record by the Holding Company, accordingly we are unable to

comment on their disqualification as per section 164(2) of the Act. Further, on the basis of the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies covered under the Act, none of the directors of the Group companies, its associate companies and joint venture companies covered under the Act, are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;

- f. In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

S. No.	Name of the entities	CIN	Holding company / Subsidiary company	Clause number of the CARO report
1.	Siti Guntur Digital Network Private Limited	U64204DL2012PTC240121	Subsidiary	Clause 3(xvii) & (xix)
2.	Indian Cable Net Company Limited	U92132WB1995PLC075754	Subsidiary	Clause 3(vii)(b)
3.	Siti Saistar Digital Media Private Limited	U64204GJ2013PTC073773	Subsidiary	Clause 3(vii)(a) & (vii)(b)
4.	Siti Prime Uttaranchal Communication Private Limited	U64200DL2014PTC269035	Subsidiary	Clause 3(vii)(a), (vii)(b), (xvii) & (xix)
5.	Variety Entertainment Private Limited	U92132TG1998PTC029754	Subsidiary	Clause 3(ix)(a), (xvii) & (xix)

- g. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 3 of the Basis for Disclaimer of Opinion section of our report and as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);
- h. with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II'; and
- i. 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures:
- i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures as detailed in Note 42 to the consolidated financial statements;
 - ii. the Holding Company, its associates and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024; and



- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, during the year ended 31 March 2024;
- iv. (a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any such subsidiaries to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective managements of the Holding Company and its subsidiaries which are companies whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2024.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 01 April 2023.

Based on our examination which included test check, the Holding Company and its subsidiaries have used accounting software for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the software except for the following instances as reported by the respective auditors of the subsidiaries:



- (i) In respect of the Holding Company and one subsidiary, that the audit trail feature is not enabled on some tables at application level for direct changes when using certain access right(s) and also for certain changes made using administrative access right(s).
- (ii) In respect of nine subsidiaries and one joint venture, that the audit trail feature has not been enabled throughout the year.
- (iii) In respect of the remaining subsidiaries, associate and joint venture, that audit trail reporting has not been done by the respective auditors.

Further during the course of audit we did not come across any instance(s) of audit trail feature being tampered with respect to accounting software.

For DNS & Associates

Chartered Accountants

Firm's Registration No.: 006956C

Ankit Marwaha

Partner

Membership No.: 518749

UDIN: 24518749BKHIV3323

Place: Noida

Date: 28 September 2024

Annexure 1

List of entities included in the Statement

Name of Related Party	Relation
Central Bombay Cable Network Limited	Subsidiary Company
Indian Cable Net Company Limited	Subsidiary Company
Siti Broadband Services Private Limited	Subsidiary Company
Siti Cable Broadband South Limited	Subsidiary Company
Siti Faction Digital Private Limited	Subsidiary Company
Siti Global Private Limited	Subsidiary Company
Siti Guntur Digital Network Private Limited	Subsidiary Company
Siti Jai Maa Durgee Communications Private Limited	Subsidiary Company
Siti Jind Digital Media Communications Private Limited	Subsidiary Company
Siti Jony Digital Cable Network Private Limited	Subsidiary Company
Siti Karnal Digital Media Network Private Limited	Subsidiary Company
Siti Krishna Digital Media Private Limited	Subsidiary Company
Siti Networks India LLP	Subsidiary Company
Siti Prime Uttaranchal Communication Private Limited	Subsidiary Company
Siti Sagar Digital Cable Network Private Limited	Subsidiary Company
Siti Saistar Digital Media Private Limited	Subsidiary Company
Siti Siri Digital Network Private Limited	Subsidiary Company
Siti Vision Digital Media Private Limited	Subsidiary Company
Variety Entertainment Private Limited	Subsidiary Company
E-Net Entertainment Private Limited	Step Subsidiary Company
Indinet Service Private Limited	Step Subsidiary Company
Master Channel Community Network Private Limited	Step Subsidiary Company
Meghbela Infotel Cable & Broadband Private Limited	Step Subsidiary Company
Siti Maurya Cable Net Private Limited	Step Subsidiary Company
Paramount Digital Media Services Private Limited	Joint Venture
Wire And Wireless Tisai Satellite Limited	Joint Venture
C&S Medianet Private Limited	Associate Company



Annexure II

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of SITI Networks Limited ('the Holding Company') and its subsidiaries, (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and those charged with Governance for Internal Financial Controls

2. The respective Board of Directors/ Resolution Professional of the Companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.



Annexure II to the Independent Auditor's Report of even date to the members of Siti Network Limited on the consolidated financial statements for the year ended 31 March 2024

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report below and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Group's internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure II to the Independent Auditor's Report of even date to the members of Siti Network Limited on the consolidated financial statements for the year ended 31 March 2024

Basis for Disclaimer of Opinion

8. The Holding Company does not have an established system of internal financial control over financial reporting with regard to assessment of possible material adjustments that could arise/ may be required to be made to the recorded values of assets and liabilities. Consequently, we are unable to obtain sufficient and appropriate audit evidence so as to provide a basis for our opinion as to whether the Holding Company had adequate internal financial controls over financial reporting and that whether such internal financial controls were operating effectively as at 31 March 2024.

Disclaimer of Opinion

9. As described in Basis for Disclaimer of Opinion paragraph above, we are unable to obtain sufficient and appropriate audit evidence so as to provide a basis for our opinion as to whether the Group had adequate internal financial controls over financial reporting and that whether such internal financial controls were operating effectively as at 31 March 2024. Accordingly, we do not express any opinion on the Group's internal financial controls over financial reporting.
10. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Group, and the disclaimer has affected our opinion on the consolidated financial statements of the Group and we have issued a disclaimer of opinion on the consolidated financial statements.

Other matter

11. We did not audit the internal financial controls with reference to financial statements insofar as it related to nineteen subsidiaries, which are companies covered under the Act, whose financial statements reflect total assets ₹ 9,381.13 million as at 31 March 2024, total revenues of ₹ 8,907.02 million and net cash flows amounting to ₹ 355.65 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 4.53 million for the year ended 31 March 2024 in respect of two associate companies and one joint venture, which are companies covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies, associate companies and joint venture companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, its associate companies and joint venture companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies, associate companies and joint venture companies is based solely on the reports of the



auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For DNS & Associates

Chartered Accountants

Firm's Registration No.: 006956C

Ankit Marwaha

Partner

Membership No.: 518749

UDIN: 24518749BKHIV3323

Place: Noida

Date: 28 September 2024



SITI Networks Limited
Consolidated balance sheet as at 31 March 2024
(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	3,851.13	5,560.61
b) Capital work-in-progress	4	687.79	607.57
c) Investment property	5	677.01	688.95
d) Goodwill	6	491.74	491.74
e) Other intangible assets	6	113.47	577.18
f) Intangible assets under development	6	1.44	1.16
g) Investments in joint ventures and associates	7A	17.85	22.38
h) Financial assets			-
i) Investments	7B	-	-
ii) Other financial assets	8	159.41	201.07
i) Deferred tax asset (net)	21	468.58	320.56
j) Other non-current assets	9	152.51	154.20
Total non-current assets		6,620.93	8,625.42
Current assets			
a) Inventories	10	18.33	19.58
b) Financial assets			
i) Trade receivables	11	2,652.70	2,516.27
ii) Investments	12	784.39	-
iii) Cash and cash equivalents	13	715.25	1,028.31
iv) Bank balances other than (iii) above	14	1,308.76	798.21
v) Other financial assets	15	499.05	406.94
c) Income tax assets (net)	16A	163.57	123.13
d) Other current assets	16B	496.73	588.84
Total current assets		6,638.78	5,481.27
Total assets		13,259.71	14,106.70
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	17 (a)	872.67	872.67
b) Other equity	17 (b)	(10,466.80)	(8,631.59)
Equity attributable to owners of the parent		(9,594.13)	(7,758.92)
c) Non-controlling interest		262.71	472.59
Total equity		(9,331.43)	(7,286.33)
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18 A	126.38	127.93
ii) Lease liabilities	18 B	8.86	14.85
iii) Other financial liabilities	19	507.92	502.66
b) Provisions	20	157.13	151.80
c) Deferred tax liabilities (net)	21	4.00	3.47
d) Other non-current liabilities	22	143.79	118.62
Total non-current liabilities		948.09	919.33
Current liabilities			
a) Financial liabilities			
i) Borrowings	23 A	7,587.46	9,035.20
ii) Lease liabilities	23 B	9.92	13.81
iii) Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises	24	309.82	339.57
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	24	9,322.93	6,856.77
iv) Other financial liabilities	25	3,612.16	3,285.92
b) Other current liabilities	27	751.77	930.91
c) Provisions	26	48.99	11.52
Total current liabilities		21,643.05	20,473.70
Total equity and liabilities		13,259.71	14,106.70

The accompanying notes are an integral part of these consolidated financial statements.

This is the consolidated balance sheet referred to in our report of even date.

For **DNS & Associates**
Chartered Accountants
Firm Registration No.: 006956C

For and on behalf of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Ankit Marwaha
Partner
Membership No.: 518749

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Suresh Kumar
Company Secretary
M. No: ACS 14390

Place: Noida
Date: 28 September 2024

Place: Noida
Date: 28 September 2024



Particulars	Note	Year ended 31 March 2024	
Income			
Revenue from operations	28	12,910.91	13,453.49
Other income	29	285.84	346.84
Total income		13,196.75	13,800.33
Expenses			
Purchase of stock-in-trade		2.93	-
Pay channel costs		7,860.38	7,387.76
Employee benefits expense	30	633.91	672.27
Finance costs	31	816.20	1,154.71
Depreciation and amortisation expenses	32	2,576.00	3,443.79
Other expenses	33	4,118.07	4,200.56
Total expenses		16,007.49	16,859.09
Loss before share of (loss) of associates and joint ventures, exceptional items and tax		(2,810.74)	(3,058.76)
Share of (loss) of associates and joint ventures		(4.53)	(3.97)
Loss before exceptional items and tax		(2,815.28)	(3,062.73)
Exceptional items	52	(696.84)	80.51
Loss before tax		(2,118.42)	(3,143.24)
Tax expense	21		
Current tax		79.74	138.85
Deferred tax		(147.56)	(127.69)
Loss for the year		(2,050.62)	(3,154.40)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability		5.53	8.79
Income-tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive income for the period (including non-controlling interest)		(2,045.08)	(3,145.61)
Net loss attributable to:			
A Owners of the parent		(1,839.63)	(2,799.85)
B Non-controlling interest		(210.99)	(354.55)
Other comprehensive income attributable to:			
A Owners of the parent		4.42	6.14
B Non-controlling interest		1.11	2.65
Total comprehensive income attributable to:			
A Owners of the parent		(1,835.21)	(2,793.69)
B Non-controlling interest		(209.89)	(351.90)
Loss per share (Nominal value of equity share ₹ 1 each)			
Basic and diluted loss per share	34	(2.35)	(3.62)

The accompanying notes are an integral part of these consolidated financial statements.

This is the consolidated statement of profit and loss referred to in our report of even date.

For **DNS & Associates**
Chartered Accountants
Firm Registration No.: 006956C

For and on behalf of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Ankit Marwaha
Partner
Membership No.: 518749

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Suresh Kumar
Company Secretary
M. No: ACS 14390

Place: Noida
Date: 28 September 2024

Place: Noida
Date: 28 September 2024



SITI Networks Limited

Consolidated Cash flow statement for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(2,118.42)	(3,143.24)
Adjustment for:		
Depreciation and amortisation expenses	2,576.01	3,443.79
Interest income on bank deposits	(79.79)	(110.13)
Excess provisions written back	(71.71)	(210.07)
Share of loss of associates and joint ventures	4.53	3.97
Loss on sale of property, plant and equipment, and other intangible assets (net)	16.28	12.07
Interest expense for borrowings at amortised cost	807.48	1,076.93
Interest expense on lease liabilities	3.29	3.01
Bad debts written off	20.47	8.56
Unrealised foreign exchange (gain)/ loss	(1.02)	(0.92)
Provision for doubtful debts	319.74	165.70
Exceptional items	(696.84)	80.51
Operating profit before working capital changes	780.02	1,330.19
Adjustments for changes in:		
Increase in trade receivables	220.21	(156.74)
Increase in other financial assets	(92.22)	(16.59)
Decrease in other current and non-current assets	93.38	22.44
Decrease/(Increase) in inventories	1.25	2.39
Decrease in other financial liabilities	(477.65)	(69.00)
(Decrease)/ Increase in provisions	48.33	(5.70)
Increase in other current and non-current liabilities	(153.97)	94.14
Increase in trade payables	2,508.12	571.51
Cash generated from operations	2,927.47	1,772.63
Income taxes refund (net of taxes paid)	(120.11)	38.81
Net cash flows from operating activities	2,807.35	1,811.44
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, and intangibles assets	(460.79)	(421.03)
Proceeds from sale of property, plant and equipment, and intangible assets	7.26	7.26
Proceeds from sale/purchase of investments (non-current, financial assets)	(784.39)	114.87
Interest received on bank deposits	83.69	113.20
Maturity of/(Investment in) bank and margin money deposits (net)	(472.69)	(454.45)
Net cash flow used in investing activities	(1,626.93)	(640.13)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Movement in borrowings (net)	(1,449.27)	(651.41)
Movement in lease liabilities	(13.17)	5.49
Interest paid	(31.00)	(113.57)
Net cash flow used in financing activities	(1,493.45)	(759.48)
Net Increase/(Decrease) in cash and cash equivalents	(313.06)	411.80
Cash and cash equivalents at the beginning of the year	1,028.31	616.51
Cash and cash equivalents at the end of the year	715.25	1,028.31
Notes :		
a. Cash and cash equivalents include (refer note 13):		
Cash on hand	19.51	21.57
Balances with banks on current accounts	454.53	514.50
Cheques and drafts on hand	26.11	43.40
Deposits with maturity of upto three months	215.10	448.84
	715.25	1,028.31

b. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statement of Cash Flows".

c. Figures in brackets indicate Cash Outflow.



SITI Networks Limited
Consolidated Cash flow statement for the year ended 31 March 2024

d. Purchase of property, plant and equipment and intangible assets includes movements of capital work-in-progress, intangible assets under development, capital advances and payables for property, plant and equipment during the year.

This is the consolidated cash flow statement referred to in our report of even date.

For DNS & Associates
Chartered Accountants
Firm Registration No.: 006956C

For and on behalf of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Ankit Marwaha
Partner
Membership No.: 518749

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Suresh Kumar
Company Secretary
M. No: ACS 14390

Place: Noida
Date: 28 September 2024

Place: Noida
Date: 28 September 2024



SITI Networks Limited

Consolidated statement of changes in equity for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

A Equity share capital (including forfeited equity shares)*

Particulars	Amount
Balance as at 01 April 2022	872.67
Issued during the year	-
Balance as at 31 March 2023	872.67
Issued during the year	-
Balance as at 31 March 2024	872.67

B Other equity**

	Reserves and surplus			Other components of equity		Total other equity	Non controlling-interest	Total equity
	Securities premium	Retained earnings	General reserve	Other comprehensive Income	Employee share based payments reserve			
Balance as at 01 April 2022	16,017.37	(21,894.23)	3.23	(6.30)	42.03	(5,837.89)	824.49	(5,013.41)
Loss for the year	-	(2,799.85)	-	-	-	(2,799.85)	(354.55)	(3,154.40)
Remeasurement of defined benefit liability	-	-	-	6.14	-	6.14	2.65	8.79
Transfer to General reserve	-	-	42.03	-	(42.03)	-	-	-
Balance as at 31 March 2023	16,017.37	(24,694.08)	45.26	(0.16)	-	(8,631.60)	472.59	(8,159.02)
Loss for the year	-	(1,839.63)	-	-	-	(1,839.63)	(210.99)	(2,050.61)
Remeasurement of defined benefit liability	-	-	-	4.42	-	4.42	1.11	5.53
Balance as at 31 March 2024	16,017.37	(26,533.70)	45.26	4.26	-	(10,466.80)	262.71	(10,204.10)

* refer note 17 (a) for details of equity

** refer note 17 (b) for details of other equity

The accompanying notes are an integral part of these consolidated financial statements.

This is the consolidated statement of change in equity referred to in our report of even date

For DNS & Associates

Chartered Accountants

Firm Registration No.: 006956C

For and on behalf

SITI Networks Limited

Rohit Mehra

Resolution Professional

Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Ankit Marwaha

Partner

Membership No.: 518749

Place: Noida

Date: 28 September 2024

Yogesh Sharma

Chief Executive Officer

DIN: 00222260

Place: Noida

Date: 28 September 2024

Suresh Kumar

Company Secretary

M. No: ACS 14390

**1. Nature of operations**

SITI Networks Limited (hereinafter referred to as the 'Company' or 'SNL' or 'Holding Company') was incorporated in the state of Maharashtra, India. The Company, its subsidiaries, joint ventures and associates (collectively known as the 'Group') are engaged in distribution of television channels through digital cable distribution network and allied services.

2. General information

SNL, is a public company incorporated and domiciled in India. Its registered office is at Unit no. 38, 1st Floor, A wing Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013, India. The Company's shares are listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

The Holding Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to order dated 22 February 2023 ("Admission Order") passed by Hon'ble National Company Law Tribunal (NCLT), Mumbai, under the provisions of Insolvency and Bankruptcy Code, 2016 ("Code"/"IBC").

3. Summary of significant accounting policies and other explanatory information**a) Overall consideration and basis of preparation**

The consolidated financial statements of the Group have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the Act).

These consolidated financial statements have been prepared and presented under the historical cost convention except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period as stated in the accounting policies below.

These consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These accounting policies have been used consistently throughout all periods presented in these consolidated financial statements except as mentioned in note (f) below.

The consolidated financial statements have been reviewed and approved by the Chief Executive Officer and the Resolution Professional (RP) while exercising the powers of Board of Directors of the Company which has been conferred upon him in terms of the provisions of Section 17 of the Insolvency and Bankruptcy Code 2016.

The Group continued to incur losses during the year ended 31 March 2024 and had negative working capital as at 31 March 2024. As at 31 March 2024, the future of the Group is dependent upon the successful implementation of a Resolution plan. Since the CIRP is currently in progress, as per the Code, it is required that the Holding Company be managed as a going concern during the CIRP period. The consolidated financial statements have been prepared assuming going concern basis of accounting, although there exists material uncertainty about the Group's ability to continue as going concern since the same is dependent upon the successful implementation of a resolution plan.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Group has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realisation in cash and cash equivalents.

b) Principles of consolidation

The consolidated financial statements consolidates the financial statements of the Holding Company and its subsidiaries. All the group companies have reporting date of 31 March.

Subsidiaries are all entities over which the Company exercises control. The Company exercises control if and only if it has the following:

- a) power over the entity
- b) exposure, or rights, to variable returns from its involvement with the entity; and
- c) the ability to use its power over the entity to affect the amount of its returns.

The Company reassesses, whether it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of the financial statements of subsidiaries begins on the date control is established.

In preparing the consolidated financial statements, financial statements of the Holding company and its subsidiaries have been combined on a line by line basis by adding the book values of the line items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

**c) Investments in Associates and Joint Ventures**

An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group accounts for its interest in joint venture using the equity method, after initially being recognised at cost in the consolidated balance sheet. Goodwill arising on the acquisition of joint venture is included in the carrying value of investments in joint venture. Investments in associates are accounted for using the equity method. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associate.

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying value is adjusted to reflect the Group's share of the post acquisition profits or losses of the investee in profit or loss, and the Group's share of other comprehensive income of the investee.

The consolidated statement of profit and loss include the Group's share of associate's results.

If the Group's share of losses in an associate or a joint venture equals or exceeds its interests in the associate or joint venture, the Group discontinues recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate/joint venture. Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

d) Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method.

The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses.

e) Foreign currency translation**Functional and presentation currency**

These consolidated financial statements are presented in currency Indian Rupee (₹), which is also the functional currency of the Group. All amounts have been rounded-off to the nearest millions, up to two places of decimal, unless otherwise indicated. Zero '0.00' denotes amount less than ₹ 5,000

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions (spot exchange rate).

Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

f) Revenue

Revenue is recognised when it is probable that the economic benefits will flow to the Group and it can be reliably measured.

Revenue is measured at the fair value of the consideration received/receivable net of rebates and taxes. The Group applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

Revenue from rendering of services

Subscription income and support and service charges is recognised on completion of services and when no significant uncertainty exists regarding the amount of consideration that will be derived.

Other networking and management income and carriage income are recognised on accrual basis as per the terms of related agreements and when no significant uncertainty exists regarding the amount of consideration that will be derived. Carriage revenue recognition is done basis negotiations/formal agreement with broadcasters.

Advertisement income is recognised when the related advertisement gets telecasted and when no significant uncertainty exists regarding the amount of consideration that will be derived. Other advertisement revenue for slot sale is recognised on period basis.

Pursuant to notification of Ind AS 115 and its adoption by the Group, the activation and set-top box pairing service doesn't qualify as a separate performance obligation and provides no material right to the customers. Such service does not extend beyond the initial contract period and has been recognised over the same.

Income from rendering technical services and broadband services are recognised on accrual basis.

**Revenue from sale of set top box (STBs) & viewing cards (VCs)**

Revenue from sale of goods is recognised when the significant risks and rewards in respect of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when no uncertainty exists regarding the amount of consideration that will be derived. The Group collects goods and services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue.

Interest

Interest income is reported on an accrual basis using the effective interest method.

g) Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the related service or as incurred.

h) Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing cost is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to profit or loss as incurred.

i) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price (net of CENVAT/GST credit availed), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted.

Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

All other repair and maintenance costs are recognised in consolidated statement of profit or loss as incurred.

Set top boxes are treated as part of capital work in progress till the end of the month of activation thereof post which the same are capitalised.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives

	life in years
Buildings	60
Plant and equipment (including ground network)	8
Furniture and fixtures	10
Studio equipment	13
Computers	3
Vehicles	8
Office equipment	5
Air conditioners	5
Set top boxes	8
Integrated receiver and decoder (IRD) boxes	10

Leasehold improvements are amortised over their lease term or estimated useful lives, whichever is less.

Leasehold land is amortised over the effective period of lease.

Plant and equipment taken over under scheme of arrangement in the earlier years are depreciated over the management's estimate of remaining useful life, a period of 5 years.

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

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition (calculated as the difference between the net disposal proceeds and its carrying amount) is included in the profit or loss when the respective asset is derecognised.

j) Intangible assets

Intangible assets acquired separately are stated at their cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

**Subsequent measurement**

Goodwill arising from business combination is recognised as a separate asset in the acquirer's consolidated financial statements and is not amortised but is subject to an annual impairment test.

Non compete agreement and customer relationship arising from business combination is recognised as a separate asset in the acquirer's consolidated financial statements and is amortised over the period of four years.

Goodwill is not amortised but is tested for impairment at least annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Software are amortised as per useful life mentioned in Schedule II of Companies Act.

Cost of news, current affairs, chat shows and events including sports events etc. are fully expensed on first telecast.

Program, film and cable rights are amortised on a straight-line basis over the license period or 5 years from the date of purchase, whichever is shorter.

Amortisation has been included within depreciation and amortisation of non-financial assets.

Subsequent expenditures on the maintenance of intangible assets are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the respective intangible asset, and is recognised in profit or loss.

In case of Indian Cable Net Company Limited, a subsidiary company, distribution network rights are amortized using the straight-line method over a period of ten years.

k) Investment property

Property (land or a building or part of a building or both) that is held (by the lessee under a finance lease) for long-term rental yields or for capital appreciation or both, other than for:

- i) use in the production or supply of goods or services or for administrative purposes; or
- ii) sale in the ordinary course of business;

is recognised as Investment property in the books.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing cost. Subsequent expenditure is capitalised to the asset carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

The management believes a period of 60 years as representing the best estimate of the period over which investment properties (which are quite similar) are expected to be used. Accordingly, the Company depreciates investment properties over a period of 60 years on a straight-line basis.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from the use and no future economic benefit is expected from their disposal. The net difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

l) Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the Statement of Comprehensive Income.

Goodwill is tested for impairment annually when circumstances indicate that the carrying value may be impaired.

m) Financial instruments**Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments and are measured initially at:

- a) fair value, in case of financial instruments subsequently carried at fair value through profit or loss (FVTPL);
- b) fair value adjusted for transaction costs, in case of all other financial instruments.

**Subsequent measurement**

Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

- i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

All other debt instruments are measured at fair value through other comprehensive income or FVTPL based on Group's business model.

Equity investments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The classification is made on initial recognition and is irrevocable.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the EIR method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in statement profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. When estimating the cash flows, the Group consider the following –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

As a practical expedient the Group has adopted 'simplified approach' for recognition of lifetime expected loss on trade receivables. The estimate is based on three years average default rates observed over the expected life of the trade receivables and is adjusted for forward-looking estimates. These average default rates are applied on total credit risk exposure on trade receivables at the reporting date to determine lifetime expected credit losses.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**n) Post-employment, long term and short term employee benefits****Defined contribution plans****Provident fund**

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans**Gratuity**

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of other comprehensive income in the year in which such gains or losses are determined.

Other employee benefits**Compensated absences**

Liability in respect of compensated absences becoming due or expected to be availed within one year from the date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the Balance Sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short term employee benefits

Short-term employee benefits, are current liabilities, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

o) Share based employee Compensation

The Group operates equity-settled share-based compensation plans for its employees, where the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted.

This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions). All share-based compensation is ultimately recognised as an expense in profit or loss with a corresponding credit to ESOP reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any adjustment to cumulative share-based compensation resulting from a revision is recognised in the current period. The number of vested options ultimately exercised by holders does not impact the expense recorded in any period.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as securities premium.

p) Provisions, contingent assets and contingent liabilities

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed when probable and recognised when realisation of income is virtually certain.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for the effects of mandatorily convertible instrument in compliance with Ind AS 33.

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.

**r) Leases**

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straightline basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

**s) Income taxes**

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year. Deferred income taxes are calculated using the liability method.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally recognised in full, although Ind AS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries.

t) Inventories

Stores and spares are valued at cost on weighted average basis or at net realisable value whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

u) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group is a multi-system operator providing cable television network services and allied services which is considered as the only reportable segment. The Group's operations are based in India.

v) Significant management judgement in applying accounting policies and estimation uncertainty

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in India which require management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of these consolidated financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognised prospectively from the period in which results are known materialise in accordance with applicable Accounting Standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect.

Recognition of deferred tax assets - The extent to which deferred tax assets can be recognised is based on the assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of non-financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Property, plant and equipment - Management assess the remaining useful lives and residual value of property, plant and equipment and believes that the assigned useful lives and residual value are reasonable.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below:

Recoverability of advances/ receivables- The management from time to time reviews the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

Defined benefit obligation- Management's estimate of the defined benefit obligation is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the defined benefit obligation amount and the annual defined benefit expenses.

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

**Fair value measurement**

The Group measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Group uses following measurement techniques:

- The fair value measurement for financial instruments where active market quotes are available is based on the quotes available in the principal market for selling the asset or transferring the liability.
- The Group uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.
- The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Refer note 38(B) for Fair Value Hierarchy.

w) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

x) Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued.

Securities premium includes any premium received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from securities premium, net of any related income tax benefits.

Other components of equity include the following:

Re-measurement of net defined benefit liability-comprises the actuarial losses from changes in demographic and financial assumptions and the return on plan assets (refer note 36)

Retained earnings includes all current and prior period retained profits and share-based employee compensation (refer note 17)

All transactions with owners of the parent are recorded separately within equity.

y) Recent accounting pronouncements

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2024. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 12 – Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2024.

The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

4 Property, plant and equipment

Particulars	As at	
	31 March 2024	
Owned assets	3,426.69	5,118.78
Right-of-use assets	424.44	441.83
Total	3,851.13	5,560.61

A. Owned Assets

Particulars	Buildings	Plant and equipment	Computers	Office equipments	Furniture and fixtures	Air conditioners	Studio equipments	Vehicles	Leasehold improvements	Set top boxes	Total
Gross carrying amount											
Balance as at 01 April 2022	299.07	6,847.23	187.47	117.05	216.11	1.66	36.97	35.12	54.79	18,280.40	26,075.87
Additions	-	159.91	7.29	2.90	1.40	0.06	1.13	2.68	-	470.63	646.00
Disposals	-	(137.20)	(9.27)	(7.84)	(2.00)	-	-	(1.66)	-	(179.51)	(337.48)
Balance as at 31 March 2023	299.07	6,869.94	185.49	112.11	215.51	1.72	38.10	36.14	54.79	18,571.52	26,384.39
Additions	-	105.82	1.73	2.40	0.20	0.05	0.09	8.66	-	254.38	373.33
Disposals	-	(2,063.05)	(84.25)	(44.48)	(27.03)	-	(11.83)	(0.65)	-	(168.18)	(2,399.47)
Balance as at 31 March 2024	299.07	4,912.71	102.97	70.03	188.68	1.77	26.36	44.15	54.79	18,657.72	24,358.25
Accumulated depreciation											
Balance as at 01 April 2022	40.42	5,093.33	174.71	101.80	105.00	1.59	29.37	19.17	54.65	13,119.01	18,739.05
Charge for the year	4.52	503.28	5.59	4.79	17.66	0.05	1.33	3.18	0.14	2,305.56	2,846.11
Disposals	-	(129.66)	(9.17)	(7.58)	(1.92)	-	-	(1.42)	-	(169.80)	(319.55)
Balance as at 31 March 2023	44.94	5,466.95	171.13	99.01	120.74	1.64	30.70	20.93	54.79	15,254.77	21,265.61
Charge for the year	4.53	452.39	5.52	3.61	17.36	0.04	1.24	3.62	-	1,558.87	2,047.18
Disposals	-	(2,051.60)	(84.11)	(41.27)	(26.61)	-	(11.83)	(0.65)	-	(165.15)	(2,381.23)
Balance as at 31 March 2024	49.47	3,867.76	92.54	61.35	111.49	1.72	20.11	23.90	54.79	16,648.49	20,931.56
Net carrying amount as at 31 March 2023	254.13	1,402.98	14.36	13.10	94.77	0.08	7.40	15.21	-	3,316.75	5,118.78
Net carrying amount as at 31 March 2024	249.60	1,044.95	10.43	8.69	77.19	0.05	6.25	20.29	-	2,009.23	3,426.69

a) Capital work-in-progress and intangible assets under development include set top boxes, viewing cards (softwares) and plant and equipment amounting to ₹ 281.63 million, ₹ 1.44 million and ₹ 406.16 million respectively (31 March 2023 ₹262.20 million, ₹ 1.16 million and ₹ 345.37 million) which are yet to be installed.

b) For details related to assets pledged as security, refer note 45.

c) Capital work-in-progress (CWIP) ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024	297.69	40.40	135.95	213.75	687.79
As at 31 March 2023	179.34	191.92	98.48	137.83	607.57

B. Right-of-use assets

Particulars	Buildings	Leasehold Land	Total
Gross carrying amount			
Balance as at 01 April 2022	49.25	469.73	518.98
Additions	20.59	-	20.59
Balance as at 31 March 2023	69.84	469.73	539.57
Additions	1.85	-	1.85
Balance as at 31 March 2024	71.69	469.73	541.42
Accumulated depreciation			
Balance as at 01 April 2022	30.89	47.68	78.57
Charge for the year	12.39	6.78	19.17
Balance as at 31 March 2023	43.28	54.46	97.74
Charge for the year	12.46	6.78	19.24
Balance as at 31 March 2024	55.74	61.24	116.98
Net carrying amount as at 31 March 2023	26.56	415.27	441.83
			-
Net carrying amount as at 31 March 2024	15.95	408.49	424.44

Disclosures on lease pursuant to Ind AS 116 - Leases

- a) The Group has leases for office buildings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.
- b) Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contracts.
- c) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Number of ROU assets leased	Range of remaining term (in years)	Number of leases with extension options	Number of leases with termination options
Land	1	53	-	-
Buildings	20	1 - 3	-	-

d) Maturity profile of lease liabilities

Particulars	31 March 2024	31 March 2023
0-1 year	9.92	13.81
1 to 5 years	8.86	14.85

e) Lease payments not included in measurement of lease liability -

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	31 March 2024	31 March 2023
Short-term and leases of low value assets	83.27	104.33
Variable lease payments	-	-

- f) Total cash outflow against the lease liabilities for the year ended 31 March 2024 is ₹ 8.86 million (previous year: ₹ 14.85 million). Interest on lease for the year ended 31 March 2024 liabilities is ₹ 3.29 million (previous year ₹ 3.01 million).

- g) Refer note 39 for contractual maturity of lease liabilities.

5 Investment property

Particulars	
Gross carrying amount	
Balance as at 01 April 2022	753.79
Additions	-
Balance as at 31 March 2023	753.79
Additions	-
Balance as at 31 March 2024	753.79
Accumulated depreciation	
Balance as at 01 April 2022	52.91
Charge for the year	11.93
Balance as at 31 March 2023	64.84
Charge for the year	11.94
Balance as at 31 March 2024	76.78
Net carrying amount as at 31 March 2023	688.95
Net carrying amount as at 31 March 2024	677.01

a) Amount recognised in profit and loss for investment property

Particulars	31 March 2024	31 March 2023
Rental income derived from investment property	92.74	82.04

b) Refer note no. 45 for information on investment property pledged as securities by the Group.

c) The fair value of investment property as on 31 March 2024 and 31 March 2023 amounted to ₹ 2,219.90 million and ₹ 1,979.40 million respectively, as assessed by an independent valuer.

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SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)


6 Other intangible assets

Particulars	As at	
	31 March 2023	
Goodwill	491.74	491.74
Other intangible assets	113.47	577.19
Total	605.22	1,068.92

Particulars	Goodwill	Program, film and cable rights	Distribution network rights	Software	Non compete agreement	Customer relationships	Total
Gross carrying amount							
Balance as at 01 April 2022	743.89	48.02	1,550.00	3,535.14	5.50	25.30	5,907.84
Additions	-	-	-	45.19	-	-	45.19
Disposals	-	-	-	(26.29)	-	-	(26.29)
Balance as at 31 March 2023	743.89	48.02	1,550.00	3,554.04	5.50	25.30	5,926.74
Additions	-	-	-	33.72	-	-	33.72
Disposals	-	-	-	(4.95)	-	-	(4.95)
Balance as at 31 March 2024	743.89	48.02	1,550.00	3,582.81	5.50	25.30	5,955.51
Accumulated depreciation							
Balance as at 01 April 2022	252.15	47.18	1,242.59	2,744.19	5.50	25.30	4,316.91
Charge for the year	-	0.84	153.71	412.03	-	-	566.58
Disposals	-	-	-	(25.67)	-	-	(25.67)
Balance as at 31 March 2023	252.15	48.02	1,396.30	3,130.55	5.50	25.30	4,857.82
Charge for the year	-	-	153.70	343.72	-	-	497.42
Disposals	-	-	-	(4.95)	-	-	(4.95)
Balance as at 31 March 2024	252.15	48.02	1,550.00	3,469.32	5.50	25.30	5,350.29
Net carrying amount as at 31 March 2023	491.74	-	153.70	423.49	-	-	1,068.92
Net carrying amount as at 31 March 2024	491.74	-	-	113.47	-	-	605.22

c) Intangible under development ageing schedule

Particulars	Amount in intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024	1.44	-	-	-	1.44
As at 31 March 2023	1.16	-	-	-	1.16

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SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)



	As at 31 March 2024	As at 31 March 2023
7A Investments in joint ventures and associates		
Investment in equity shares (trade, unquoted)		
Investment in associates		
4,800 (31 March 2023: 4,800) equity shares of ₹ 10 each fully paid up of C&S Medianet Private Limited	0.05	0.05
Add: share in loss	(0.05)	(0.05)
Investment in Joint ventures		
25,500 (31 March 2023: 25,500) equity shares of ₹ 10 each fully paid up of Wire and Wireless Tisai Satellite Limited	0.26	0.26
Add: share in loss	(0.26)	(0.26)
10,000 (31 March 2023: 10,000) equity shares of ₹ 10 each fully paid up of Paramount Digital Media Services Private Limited	35.27	35.27
Add: share in loss	(17.42)	(14.29)
Investment in Mutual Funds	-	1.40
Nil (31 March 2023: 2,752.62 units) of ABSL -Low duration fund- growth		
	17.85	22.38
7B Investment other than investment in joint ventures entities and associates		
Investment in equity shares (trade, unquoted)		
480 (31 March 2023: 480) equity shares of ₹ 100 each fully paid up of Master Ads Private Limited	0.05	0.05
9,500 (31 March 2023: 9,500) equity shares of ₹10 each fully paid up of Dakshin Communications Private Limited	1.77	1.77
3,000 (31 March 2023: 3,000) equity shares of ₹10 each fully paid up of Centre Channel Private Limited	0.23	0.23
Less: Aggregate amount of impairment in value of investments	(2.05)	(2.05)
	-	-
	17.85	22.38
Aggregate amount of unquoted investments	19.89	24.43
Aggregate amount of impairment in value of investments	2.05	2.05
8 Other financial assets (non-current)		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Margin money deposit	117.65	145.52
Security deposits	41.76	45.55
Deposits with original maturity of more than 12 months	-	10.00
	159.41	201.07
(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
9 Other non-current assets (non-financial)		
Prepaid expenses	3.03	2.54
Capital advances	0.16	0.59
Other advances to vendors	25.44	25.34
Balance with Government authorities (paid under protest)	123.88	125.73
	152.51	154.20
10 Inventories		
<i>(valued at cost unless otherwise stated)</i>		
Stores and spares	18.33	19.58
	18.33	19.58



	As at 31 March 2024	As at 31 March 2023
11 Trade receivables		
Trade receivable - considered good unsecured	2,652.70	2,516.27
Trade receivable - credit impaired	3,404.40	3,140.27
	6,057.10	5,656.54
Less: Allowance for expected credit loss	(3,404.40)	(3,140.27)
	2,652.70	2,516.27
(i) Refer note 40 for related parties disclosures		
(ii) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. No trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.		
(iii) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
(iv) Refer note 58 for disclosure of trade receivable ageing schedule.		
12 Investments (current)		
Investments in mutual funds		
Investments in mutual funds (valued at FVTPL)		
15,880,050 units (31 March 2023: Nil) in Tata Arbitrage Fund Growth Regular fund	209.31	-
4,632,392 units (31 March 2023: Nil) in Kotak Equity Arbitrage Fund Growth Regular	158.91	-
9,117,215 units (31 March 2023: Nil) in Axis Arbitrage Fund	156.43	-
5,048,810 units (31 March 2023: Nil) in ICICI Arbitrage Fund	158.76	-
4,143,901 units (31 March 2023: Nil) in ABSL Arbitrage Fund	100.98	-
	784.39	-
(i) Refer note 38 for disclosure of fair values in respect of financial assets measured at amortised cost.		
13 Cash and cash equivalents		
Cash on hand	19.51	21.57
Balances with banks on current accounts	454.53	514.50
Cheques and drafts on hand	26.11	43.40
Deposits with maturity of upto three months	215.10	448.84
	715.25	1,028.31
(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
14 Bank balances other than cash and cash equivalents above		
-Deposits with original maturity of more than 3 but less than 12 months	1,308.76	798.21
	1,308.76	798.21
(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
15 Other financial assets (current)		
<i>(Unsecured, considered good unless otherwise stated)</i>		
Interest accrued and not due on fixed deposits	22.09	25.99
Unbilled revenues	461.04	280.46
Amounts recoverable	15.92	100.49
	499.05	406.94
(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.		
16A Current tax assets (net)		
Income tax assets (net of provisions)	163.57	123.13
	163.57	123.13
16B Other current assets		
Balances with government authorities	335.92	352.77
Prepaid expenses	76.02	70.50
Advances to supplier		
-considered good	84.79	165.57
-considered doubtful	66.69	58.79
Less: impairment allowance	(66.69)	(58.79)
	496.73	588.84



	As at 31 March 2024	As at 31 March 2023
17 (a) Equity share capital		
Authorised share capital		
1,290,000,000 (31 March 2023: 1,290,000,000) equity shares of ₹ 1 each	1,290.00	1,290.00
10,000,000 (31 March 2023: 10,000,000) preference shares of ₹ 1 each	10.00	10.00
Total authorised capital	1,300.00	1,300.00
Issued share capital		
873,280,971 (31 March 2023: 873,280,971) equity shares of ₹ 1 each	873.28	873.28
Less: Forfeited shares 1,227,123 (31 March 2023: 1,227,123) equity shares of ₹ 1 each	(1.23)	(1.23)
23,436 (31 March 2023: 23,436) 7.25% Non-cumulative redeemable preference shares of ₹ 1 each	0.02	0.02
Total issued capital	872.07	872.07
Subscribed and fully paid up capital		
872,053,848 (31 March 2023: 872,053,848) equity shares of ₹ 1 each fully paid up	872.05	872.05
Total paid up capital	872.05	872.05
Forfeited equity shares 1,227,123 (31 March 2023: 1,227,123) equity shares of ₹ 1 each	0.62	0.62
	872.67	872.67

(A) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**Equity shares**

There is no movement in equity share capital during current and previous year.

Preference shares

There is no movement in preference share capital during current and previous year.

(B) Terms/rights attached to:**I. Equity shares**

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share.

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. The distribution will be in proportion to the number of equity shares held by the shareholders.

II. Preference shares

The Company has only one class of 7.25% Non-cumulative redeemable preference shares of ₹ 1 each. The said preference shares were allotted to Zee Telefilms Limited (now Zee Entertainment Enterprises Limited) on 29 December 2006, pursuant to the scheme of arrangement for demerger of cable business undertaking of Zee Telefilms Limited approved by the Hon'ble Bombay High Court vide its order dated 17 November 2006. Initially, as per the terms of the issue and allotment, the said preference shares were due for redemption on 29 December 2008. However, with the written consent/approval of Zee Entertainment Enterprises Limited, the terms of the issue of said preference shares were varied by extending the period of redemption by another three years i.e. till 29 December 2011. Later on 06 June 2011 these shares were transferred to Churu Enterprises LLP by Zee Entertainment Enterprises Limited.

Period for redemption of preference shares was extended by a period of five years till 29 December 2026. The preference shares are redeemable at par.

In the event of liquidation of the Company the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital. These instruments are accounted for as liability in accordance with the Ind AS.

(C) Details of shareholders holding more than 5% shares in the Company**Equity shares**

Housing Development Finance Corporation Limited
L & T Finance Limited

As at 31 March 2024		As at 31 March 2023	
No. of shares	% of holding	No. of shares	% of holding
71,754,959	8.23%	71,754,959	8.23%
57,383,732.00	6.58%	57,383,732.00	6.58%

Preference shares

Churu Enterprises LLP

As at 31 March 2024		As at 31 March 2023	
No. of shares	% of holding	No. of shares	% of holding
23,436	100%	23,436	100%

(D) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the Group refer note 37.

(E) No shares were issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue or brought back during the current and last 5 years.

(F) Promoters shareholding*

Name of promoter	As at 31 March 2024			As at 31 March 2023		
	Number of Shares	% of total shareholding	% change during the year	Number of Shares	% of total shareholding	% change during the year
Direct Media Solutions LLP	9,900,000	1.14%	-	9,900,000	1.14%	-
Digital Satellite Holdings Private Limited	93,816	0.01%	-	93,816	0.01%	-
Manaaska Fashions LLP	36,000	0.00%	-	36,000	0.00%	-
Digital Satellite Media and Broadband Private Limited	15,273	0.00%	-	15,273	0.00%	-
Bioscope Cinemas Private Limited	10,611	0.00%	-	10,611	0.00%	-
Essel Media Ventures Limited	43,166,665	4.95%	-	43,166,665	4.95%	-

* The details of promoter shareholding are as per the information available with the Company.



	As at 31 March 2024	As at 31 March 2023
17 (b) Other equity		
Securities premium	16,017.37	16,017.37
Retained earnings	(26,533.69)	(24,694.08)
General reserve	45.26	45.26
Other comprehensive Income	4.26	(0.16)
Employee share based payment reserve	-	-
	(10,466.80)	(8,631.61)
A Notes:		
Particulars		
1 Securities premium		
Opening balance	16,017.37	16,017.37
Addition during the year	-	-
Closing balance	16,017.37	16,017.37
2 Retained earnings		
Opening balance	(24,694.08)	(21,894.23)
Addition during the year	(1,839.63)	(2,799.85)
Other adjustment	-	-
Closing balance	(26,533.70)	(24,694.08)
3 General reserve		
Opening balance	45.26	3.23
Addition during the year	-	42.03
Closing balance	45.26	45.26
4 Other comprehensive income		
Opening balance	(0.16)	(6.30)
Addition during the year	4.42	6.14
Closing balance	4.26	(0.16)
5 Employee shares based payments reserve		
Opening balance	-	42.03
Reversal during the year	-	(42.03)
Closing balance	-	-
B Nature and purpose of reserves:		
1 Securities premium		
Securities premium is used to record the premium received on issue of shares.		
2 Retained earnings		
Retained earnings represent the accumulated earnings, net of losses (if any) made by the Group over the years.		
3 General reserve		
General reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or other purposes.		
4 Other comprehensive income		
For the Group, other comprehensive income includes actuarial gain/(loss) on remeasurement of defined benefit liability over the years.		
5 Employee shares based reserve		
The reserve is used to recognised the grant date fair value of the options issued to employees under Group's employee stock option plan.		
18 A Borrowings (non-current, financial liabilities)		
Secured loans from banks [refer note (i)]	87.95	89.50
7.25% non-cumulative redeemable preference shares [refer note 17 (a)-(B) II]	0.02	0.02
Unsecured loan [refer note (i)]	38.41	38.41
	126.38	127.93
(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/default in repayment of borrowings (current and non-current), refer note 18.1 and note 18.2 respectively.		
(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.		
18 B Lease liabilities		
Lease liabilities	8.86	14.85
	8.86	14.85
(i) Refer note 4 for disclosure on IND AS-116, "Leases"		
(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.		

SITI Networks Limited
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024
(All amounts in ₹ million, unless stated otherwise)
18.1 Details of repayment, nature of security and interest rate of borrowings
(Refer note 18A and 23A)

Nature of loan	As at 31 March 2024		As at 31 March 2023		Nature of securities	Interest rate	Tenure of repayment*
	Non-current	Current	Non-current	Current			
Term loan							
1	-	187.15	-	187.15	Term loans from banks are secured by first pari passu charge on entire movable fixed assets, both present and future, of the Company and on the receivables, cash flow and bank account of the Company. Also secured by corporate guarantee of an associated company for maintaining revolving debt service reserve account (DSRA) for 1 quarter of the interest and principal repayment to be funded ten days before each due date, for the entire tenure of the loan.	Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
2	-	755.29	-	1,260.53	Term loans from banks are secured by first pari passu charge on entire movable fixed assets, both present and future, of the Company and on the receivables, cash flow and bank account of the Company. Also secured by corporate guarantee of an associated company for maintaining revolving debt service reserve account (DSRA) for 1 quarter of the interest and principal repayment to be funded ten days before each due date, for the entire tenure of the loan.	Base rate + 1.20% p.a.	Six (previous year: Six) quarterly instalments payable as per the terms of underlying agreement.
3	-	149.56	-	149.55	Term loans from banks are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as movable properties and first charge by way of hypothecation and/or pledge of the Company's current assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA) for 2 quarter's interest.	Base rate + 2.50% p.a.	Two (previous year: Two) quarterly instalments payable as per the terms of underlying agreement.
4	-	1,189.92	-	1,339.92	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Sixteen (previous year: Sixteen) quarterly instalments payable as per the terms of underlying agreement.
5	-	1,985.00	-	1,985.00	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as current assets.	Bank corporate prime lending rate	Six (previous year: Six) half yearly instalments payable as per the terms of underlying agreement.
6	-	307.10	-	478.50	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets and as well as current assets. Also secured by corporate guarantee of an associated company.	Base rate + 0.5% p.a.	One (previous year: One) quarterly instalments payable as per the terms of underlying agreement.
7	-	600.00	-	6.89	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	One (previous year: one) half yearly instalments payable as per the terms of underlying agreement.
8	-	-	-	421.50	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
9	-	-	-	249.40	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Two (previous year: Two) half yearly instalments payable as per the terms of underlying agreement.
10	-	384.76	-	554.48	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets.	1 Year MCLR + margin	Three (previous year: Three) half yearly instalments payable as per the terms of underlying agreement.
11	-	880.01	-	830.81	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	1 Year MCLR + margin	Eight (previous year: Eight) quarterly instalments payable as per the terms of underlying agreement.
12	-	-	-	-	Term loan from bank are secured by the first and exclusive equitable mortgage of land and building at Plot No.- XI/4, Block- EP & GP, Sector-V, Salt Lake, Kolkata-700091.	9 % p.a.	Nil (previous year: Two) half yearly instalments payable as per the terms of underlying agreement.
13	45.50	-	45.50	-	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable and immovable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Seventeen (previous year: Seventeen) quarterly instalments payable as per the terms of underlying agreement.
14	42.45	-	44.00	-	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable and immovable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Fifteen (previous year: Fifteen) quarterly instalments payable as per the terms of underlying agreement.
Sub total	87.95	6,438.79	89.50	7,463.73			

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

* The above mentioned loan instalments range from ₹31.25 million to ₹ 525 million per installment as per the terms of respective underlying agreement. The count of installment has not been reduced in cases where installment has been settled in part. The repayment terms given here represent the originally agreed upon terms with Banks and NBFCs, before the classification of the Group's account as a Non-Performing Asset (NPA).

Nature of loan	As at 31 March 2024		As at 31 March 2023		Nature of securities	Interest rate	Tenure of repayment
	Non-current	Current	Non-current	Current			
Unsecured loan	38.41	-	38.41	-	Repayable at the end of tenure.	Interest free	Repayable on demand
Sub total	38.41	-	38.41	-			

SITI Networks Limited
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024
(All amounts in ₹ million, unless stated otherwise)
18.2 Details of delays/defaults in repayment of borrowings (current and non-current)

The Group has delayed in repayment of following dues to the banks and financial institution during the year, which were unpaid as at balance sheet date:

Name of the bank	Amount of default as on 31 March 2024		Period of default upto the date of balance sheet (maximum days)		Amount of default as on 31 March 2023		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Terms loans								
Axis Bank	942.43	877.27	1,553	1,736	1,447.67	758.47	1,340	1,371
IndusInd Bank	384.78	273.92	1,190	1,066	1,385.28	219.69	825	701
IDBI Bank	149.56	91.70	1,644	1,644	149.55	73.26	1,279	1,279
Assets Reconstruction Company (India) Limited	1,985.00	1,113.37	1,705	1,552	1,985.00	855.61	1,340	1,187
RBL Bank Limited	307.10	224.78	1,674	1,644	478.50	187.44	1,309	1,279
Standard Chartered Bank	-	-	-	-	677.79	323.24	1,275	1,218
Aditya Birla Finance Ltd	1,189.92	434.31	1,036	1,096	1,339.92	298.94	852	731
Aditya Birla Finance Ltd (Siti Jind Digital Media Communications Private Limited)	45.50	5.10	670	670	45.50	5.10	305.00	305.00
Aditya Birla Finance Ltd (Siti Broadband Services Private Limited)	42.45	5.51	670	670	44.00	3.80	305.00	305.00
Zee Entertainment Enterprises Limited	1,480.00	-	-	-	-	-	-	-
Loans repayable on demand from banks								
Axis Bank	-	-	-	More than one year	248.73	99.08	-	More than one year
IDBI Bank	248.73	125.89	-	More than one year	1,000.00	295.25	-	More than one year
RBL Bank Limited	767.30	397.02	-	More than one year	0.79	11.00	-	More than one year
Total	7,542.77	3,548.87			8,802.73	3,130.88		

The Group has delayed in repayment of following dues to the banks and financial institution which were however paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended 31 March 2024		Period of default (maximum days)		Amount of default during the year ended 31 March 2023		Period of default (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Axis Bank	505.24	0.96	1,431	1,462	281.00	-	821	-
IndusInd Bank*	169.70	-	916	-	-	-	-	-
IDBI Bank	232.70	-	More than one year	-	-	47.30	-	More than one year
Assets Reconstruction Company (India) Limited	-	-	-	-	-	29.75	-	1,115
RBL Bank Limited	171.40	-	1,400	-	-	-	-	-
Aditya Birla Finance Limited	150.00	-	943	-	-	-	-	-
Standard Chartered Bank*	-	-	-	-	-	-	-	-
Total	1,229.04	0.96			281.00	77.05		

* refer note 52

18.3 Reconciliation of liabilities arising from financing activities

Particulars	Long term borrowings (including current maturities)	Lease liabilities	Short term borrowings	Total
As at April 2022	8,249.17	20.16	1,565.36	9,834.69
Cash flows:				
Proceeds from borrowings	-	-	6.13	6.13
Repayment of borrowings	(657.53)	-	-	(657.53)
	(7,463.71)	-	7,463.71	-
Non cash:				
Impact of amortised cost adjustment for borrowings	-	-	-	-
Right-of-use assets recognised during the year	-	-	-	-
	-	8.50	-	8.50
As at March 2023	127.93	28.66	9,035.20	9,191.79
Cash flows:				
Proceeds from borrowings	-	-	-	-
Repayment of borrowings	-	(13.17)	(1,449.29)	(1,462.46)
Adjustment	(1.55)	-	1.55	-
Non cash:				
Impact of amortised cost adjustment for borrowings	-	3.29	-	3.29
Right-of-use assets recognised during the year	-	-	-	-
As at March 2024	126.38	18.78	7,587.46	7,732.62



	As at 31 March 2024	As at 31 March 2023		
19 Other financial liabilities (non-current)				
Security deposits received from customers	66.52	61.26		
Capital creditors	441.40	441.40		
	507.92	502.66		
(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.				
20 Provisions (non-current)				
Provision for gratuity [refer note (i)]	46.71	42.63		
Provision for compensated absences [refer note (i)]	25.31	24.06		
Others [refer note (ii)]	85.11	85.11		
	157.13	151.80		
(i) Refer note 36 for disclosure on 'Employee benefit obligations'				
(ii) Movement of other provisions:				
Opening balance	85.11	85.08		
Additions	-	0.03		
Closing balance	85.11	85.11		
21 The breakup of year end deferred tax assets and liabilities into major components of the respective balance is as under				
A. Deferred tax assets (net)				
Deferred tax liabilities				
Property, plant and equipment and intangibles	-	0.63		
	-	0.63		
Deferred tax assets				
Provision for doubtful debts	36.63	26.29		
Property, plant and equipment and intangibles	239.15	-		
Expenditure debited to consolidated statement of Profit and Loss in the current year but allowed for tax purposes in following years	192.80	294.90		
	468.58	321.19		
Deferred tax assets (net)	468.58	320.56		
B. Deferred tax liabilities (net)				
Deferred tax assets	-	-		
	-	-		
Deferred tax liability				
Property, plant and equipment and intangibles	4.00	3.47		
	4.00	3.47		
Deferred tax liability (net)	4.00	3.47		
Movement in deferred tax liabilities and assets				
Net deferred tax asset recognised in consolidated statement of profit and loss during the year ended 31 March 2024 amounts to ₹ 147.56 million (Net deferred tax asset recognised in consolidated statement of profit and loss during year ended 31 March 2023 amounts to ₹ 127.69 million)				
Unrecognised deferred tax assets				
Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom:				
	31 March 2024	31 March 2023		
Particulars	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	13,271.94	4,140.85	17,331.44	5,407.41
Brought forward losses	998.12	311.41	671.01	209.35
The tax losses expire in assessment year 2024-2025. The deductible temporary differences which includes unabsorbed depreciation and provision for doubtful debts do not expire under current tax legislation.				
22 Other non-current liabilities				
Deferred revenue			59.67	32.78
Interest free deposits from customers			84.12	85.84
			143.79	118.62
23 A Borrowings (current, financial liabilities)				
Loans repayable on demand from				
-banks (secured)			1,144.86	1,415.64
-others (unsecured)			3.81	155.84
Current maturities of long-term borrowings			6,438.79	7,463.72
			7,587.46	9,035.20

i) As at 31 March 2024 and 31 March 2023 the cash credit facilities of Holding Company are secured by first pari passu charge on the future and current assets of the Company with minimum assets cover ratio 1:1. The Company is required to maintain Debt Service Reserve Account ('DSRA') for 2 quarter's interest. The same are further secured by corporate guarantee of an associate Company to maintain DSRA and carries an interest rate of bank borrowing rate+250 Basis Points ('BBR + 250 BPS'), intrinsic value base rate and six months marginal cost of funds based lending rate + 1.70% ('MCLR'+1.70%) respectively. Since the accounts of the Holding Company have been classified as NPA, covenants compliances are not applicable to the Holding Company.

ii) As at 31 March 2024 and 31 March 2023 the cash credit facilities of a Subsidiary Company secured by first charge on entire current assets of the company, both present and future and also secured by the first and exclusive equitable mortgage land and building at Plot No.- XI/4, Block- EP & GP, Sector-V, Salt Lake, Kolkata-700091, pledge of fixed deposit, held in the name of the company and personal guarantee of the directors and carries interest rate of @ 10.05 % (being 1.25 % over MCLR + SP)

iii) As at 31 March 2024 and 31 March 2023, the loan from others are repayable on demand carrying interest rate of @ 10.50%.


23 B Lease liabilities

Lease liabilities	9.92	13.81
	<u>9.92</u>	<u>13.81</u>

- (i) Refer note 4 for disclosure on IND AS-116, "Leases"
 (ii) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

24 Trade payables

- Dues of micro enterprises and small enterprises (refer note below)	309.82	339.57
- Dues of creditors other than micro enterprises and small enterprises	9,322.93	6,856.77
	<u>9,632.75</u>	<u>7,196.34</u>

Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006	309.82	339.57
Principle amount remaining unpaid	309.82	339.57
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually	-	-

The details of amounts outstanding to micro enterprises and small enterprises under Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the Company.

- (i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.
 (ii) Refer note 40 for related party disclosures
 (iii) Refer note 57 for aging schedule of trade payables

25 Other financial liabilities (current)

Interest accrued and due on borrowings [refer note (i)]	3,211.77	3,132.13
Capital creditors	82.97	50.30
Book overdraft	13.87	18.61
Employee related payables and others	303.55	84.88
	<u>3,612.16</u>	<u>3,285.92</u>

- (i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 18.1 and note 18.2 respectively.
 (ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

26 Provisions (current)

Provision for gratuity*	13.42	9.52
Provision for compensated absences*	3.10	2.00
Provision for taxation	1.70	-
Provision for expenses	30.77	-
	<u>48.99</u>	<u>11.52</u>

Refer note 36 for disclosure on 'Employee benefit obligations'

27 Other current liabilities

Deferred revenue	257.97	253.64
Statutory dues payable	296.94	337.86
Advance from customers	196.86	339.41
	<u>751.77</u>	<u>930.91</u>



	For the year ended 31 March 2024	For the year ended 31 March 2023
28 Revenue from operations		
Sale of services		
Subscription income	8,661.75	9,182.24
Advertisement income	1,158.17	1,453.90
Carriage and placement income	2,784.70	2,515.83
Activation and set top boxes pairing charges	60.65	55.25
Other operating revenue		
Sale of traded goods*	8.55	7.07
Management charges and other networking income	213.47	200.51
Support and service charges	23.62	38.68
Scrap sales	-	0.01
	12,910.91	13,453.49
* Details of sale of traded goods		
Set top box (STB) and viewing cards (VC)	2.28	1.07
Stores and spares	6.27	6.00
	8.55	7.07

Disclosure of revenue pursuant to Ind AS 115 'Revenue from Contracts with Customers:

A. Reconciliation of revenue from sale of services and other operating revenue with contracted price

Contracted price	12,910.91	13,453.49
Less: rebate and discounts	-	-
Revenue recognised in the statement of profit and loss	12,910.91	13,453.49

B. Disaggregation of revenue

Revenue from operations		
Sale of services		
Subscription income	8,661.75	9,182.24
Advertisement income	1,158.17	1,453.90
Carriage income	2,784.70	2,515.83
Activation and set top boxes pairing charges	60.65	55.25
Other operating revenue		
Sale of traded goods	8.55	7.07
Management charges and other networking income	213.47	200.51
Support and service charges	23.62	38.68
Scrap sales	-	0.01
	12,910.91	13,453.49

The Group has disaggregated the revenue from contracts with customers on the basis of nature of services/goods sold. The Group believes that the disaggregation of revenue on the basis of nature of services/goods sold has no impact on the nature, amount, timing and uncertainty of revenue and cash flows.

C. Contract balances

The following table provides information about contract assets and liabilities from contract with customers:

Contract liabilities*		
Advance from customers (including deferred revenue)	454.83	593.05
	454.83	593.05
Contract assets*		
Trade receivable	6,057.10	5,656.54
Less: allowance for expected credit loss	(3,404.40)	(3,140.27)
	2,652.70	2,516.27
Unbilled revenue	461.04	280.46

* Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.



D. Significant changes in the contract liabilities and contract assets balances during the year are as follows:

	As at 31 March 2024	As at 31 March 2023
Contract liabilities		
Advances from customers (including deferred revenue)		
Opening balance	593.05	559.86
Revenue recognised (net of collections)	(138.22)	33.19
Closing balance	454.83	593.05
Contract assets		
(i) Trade receivables		
Opening balance	2,516.27	2,328.78
Amount invoiced, collected and other adjustments (net)	136.43	187.49
Closing balance	2,652.70	2,516.27
(ii) Unbilled revenue		
Opening balance	280.46	227.28
Additional revenue booked/(invoicing) - net	180.58	53.18
Closing balance	461.04	280.46
	For the year ended 31 March 2024	For the year ended 31 March 2023
29 Other income		
Interest income on		
-bank deposits at amortised cost	67.34	57.90
-income tax refund	12.45	52.24
Excess provisions written back	71.71	210.07
Other non operating income	134.34	26.63
	285.84	346.84
30 Employee benefits expense		
Salaries, allowances and bonus	562.38	596.22
Contributions to provident and other funds*	37.88	40.04
Staff welfare expenses	33.65	36.01
	633.91	672.27
*Refer note 36 for disclosure on 'Employee benefit obligations'		
31 Finance costs		
Interest expense for borrowings at amortised cost	807.48	1,141.56
Interest on lease liabilities	3.29	3.01
Others	5.43	10.14
	816.20	1,154.71
32 Depreciation and amortisation expenses		
Depreciation of property, plant and equipment (owned assets) (refer note 4)	2,047.40	2,846.11
Depreciation of property, plant and equipment (right-of-use assets) (refer note 4)	19.24	19.17
Depreciation of investment property (refer note 5)	11.94	11.93
Amortisation of intangible assets (refer note 6)	497.42	566.58
	2,576.00	3,443.79

**33 Other expenses**

Rent (<i>refer note 4</i>)	83.27	104.33
Rates and taxes	50.88	39.73
Communication expenses	14.29	12.85
Repairs and maintenance		
- Network	118.19	115.52
- Buildings	8.19	6.33
- Others	89.00	84.73
Electricity and water charges	129.45	126.08
Legal, professional and consultancy charges (<i>refer note below</i>)	168.49	166.89
Printing and stationery	2.57	4.45
Contractual service charges	355.85	411.31
Travelling and conveyance expenses	40.18	43.67
Vehicle running expenses	36.84	44.17
Insurance expenses	3.34	4.13
Allowance for expected credit losses	319.74	165.70
Provision for doubtful advances	94.34	2.92
Advertisement and publicity expenses	29.64	36.76
Commission charges and incentives	1,128.21	1,300.69
Bad debts written off	20.47	8.56
Program production expenses	46.74	41.40
Other operational cost	1,296.59	1,335.00
Business and sales promotion	20.36	28.89
Loss on sale of property, plant and equipment (net)	16.28	12.07
Exchange fluctuation loss (net)	1.02	2.26
Miscellaneous expenses	44.14	102.12
	4,118.07	4,200.56

Note: Payment to the auditor's (including auditors remuneration of subsidiary companies):

- As auditors	8.95	7.76
- For other services	0.34	0.69
- For reimbursement of expenses	0.07	0.10
	9.36	8.55



For the year ended
31 March 2024

For the year ended
31 March 2023

34 Loss per share

Loss attributable to owners of the parent	(2,050.62)	(3,154.40)
Weighted average number of equity shares outstanding during the year (nos.)	872,053,848	872,053,848
Nominal value of per equity share (₹)	1	1
Loss per share (₹)		
Basic and diluted loss per share	(2.35)	(3.62)

* The Employee Stock Options has not been considered, being lapsed during the previous year.

35 Group composition structure

Name of the subsidiaries	Country of incorporation	Percentage of ownership	
		As at	As at
		31 March 2024	31 March 2023
Indian Cable Net Company Limited (hereinafter referred as "ICNCL")*	India	60.02%	60.02%
Central Bombay Cable Network Limited (hereinafter referred as "CBCNL")	India	100.00%	100.00%
Siticable Broadband South Limited (hereinafter referred as "SBSL")	India	100.00%	100.00%
Master Channel Community Network Private Limited (hereinafter referred as "MCCNPL")**	India	66.00%	66.00%
Siti Vision Digital Media Private Limited (hereinafter referred as "SVDMPPL")	India	51.00%	51.00%
Siti Jind Digital Media Communications Private Limited (hereinafter referred as "SJDMCPL")****	India	57.50%	57.50%
Siti Jai Maa Durgee Communications Private Limited (hereinafter referred as "SJMDCPL")	India	51.00%	51.00%
Siti Jony Digital Cable Network Private Limited (hereinafter referred as "SJDCNPL")	India	51.00%	51.00%
Siti Krishna Digital Media Private Limited (hereinafter referred as "SKDMPL")	India	51.00%	51.00%
Siti Faction Digital Private Limited (hereinafter referred as "SFDPL")	India	51.00%	51.00%
Siti Guntur Digital Network Private Limited (hereinafter referred as "SGDNPL")	India	74.00%	74.00%
Siti Maurya Cable Net Private Limited (hereinafter referred as "SMCNPL") ***	India	50.10%	50.10%
Siti Karnal Digital Media Network Private Limited (hereinafter referred as "SKDMNPL")	India	51.00%	51.00%
Siti Global Private Limited (hereinafter referred as "SGPL")	India	51.00%	51.00%
Siti Siri Digital Network Private Limited (hereinafter referred as "SDNPL")	India	51.00%	51.00%
Siti Broadband Services Private Limited (hereinafter referred as "SBSPL")	India	100.00%	100.00%
Siti Prime Uttaranchal Communication Private Limited (hereinafter referred as "SPUCPL")	India	51.00%	51.00%
Siti Sagar Digital Cable Network Private Limited (hereinafter referred as "SSDCNPL")	India	51.00%	51.00%
Siti Saistar Digital Media Private Limited (hereinafter referred as "SSDMPL")	India	51.00%	51.00%
Variety Entertainment Private Limited (hereinafter referred as "VEPL")	India	100.00%	100.00%
Indinet Service Private Limited (hereinafter referred as "ISPL")***	India	100.00%	100.00%
E-Net Entertainment Private Limited (hereinafter referred as "ENEPL")***** (w.e.f. 15 December 2020)	India	51.00%	51.00%
Meghbela Infitel Cable & Broadband Private Limited (hereinafter referred as "MICBPL") (w.e.f. 08 June 2021)***	India	76.00%	76.00%
Siti Networks India LLP	India	99.90%	99.90%

* Include 0.30% held through CBCNL

** Subsidiary of CBCNL

*** Subsidiary of ICNCL

**** Include 6.50% held through SBSL

***** Subsidiary of SBSPL

Name of the associate and joint venture	Country of incorporation	Percentage of ownership	
		As at	As at
		31 March 2024	31 March 2023
C&S Medianet Private Limited (hereinafter referred as "CSMPL")	India	48.00%	48.00%
Paramount Digital Media Services Private Limited (hereinafter referred as "PDMSPL")*****	India	50.00%	50.00%
Wire and Wireless Tisai Satellite Limited (hereinafter referred as "WWTSL")	India	51.00%	51.00%

***** Joint Venture of VEPL



36 Employee benefit obligations

Post-employment obligations - gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of completed years of service. The expected contribution to the plan for next annual reporting period amounts to ₹ 10.33 million (previous year: ₹ 9.25 million).

The weighted average duration of the defined benefit obligation as at 31 March 2024 is 11 years (31 March 2023: 12 years).

The plan exposes the Group to actuarial risks such as interest rate risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of risk free securities.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Group's liability.

The following tables summarises the components of net benefit expense recognised in the consolidated statement of profit and loss and the amount recognised in the consolidated balance sheet for the respective plans.

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2024	As at 31 March 2023
Present value of defined benefit obligation at the beginning of the year	76.30	80.95
Interest cost	5.80	5.82
Current service cost	9.06	9.91
Benefits paid	(7.04)	(13.45)
Actuarial (gain)/loss on remeasurement of obligation	0.78	(6.93)
Present value of defined benefit obligation at the end of the year	84.90	76.30

Reconciliation of present value of plan assets

	As at 31 March 2024	As at 31 March 2023
Planned assets at the beginning of the year	24.15	20.05
Return on plan assets	1.75	1.18
Contribution	2.44	5.01
Benefits paid	(3.57)	(2.09)
Planned assets at the end of the year	24.77	24.15

Amount recognised in the balance sheet

Present value of defined benefit obligation at the end of the year	84.90	76.30
Fair value of the planned assets at the end of the year	24.77	24.15
Net liability recognised in the balance sheet*	60.13	52.15

* includes current portion ₹ 13.55 million (31 March 2023 ₹ 9.52 million)

Amount recognised in the consolidated statement of profit and loss:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	9.06	9.91
Interest cost	5.80	5.82
	14.86	15.73

Amount recognised in the statement of other comprehensive income

Actuarial loss on arising from change in financial assumptions	1.23	(1.31)
Actuarial loss on arising from experience adjustments	0.75	(5.62)
	1.98	(6.93)

The principal assumptions used in determining present value of defined benefit obligation and long term employee benefit obligation are given below:

Actuarial assumptions used

	Gratuity		Compensated absences	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Discount rate (per annum)	7.50%	7.25%	7.50%	7.00%
Rate of escalation in salary (per annum)	5%-8%	5%-8%	5%-8%	5%-8%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal rate (per annum)	5.0%	5.0%	5.0%	5.0%
Normal retirement age	60 years	60 years	60 years	60 years

These assumptions were developed by management with the assistance of independent actuaries. Discount factors are determined close to each year-end by reference to market yields of risk free securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

The present value of the defined benefit obligation was measured using the projected unit credit method.

Amounts of experience adjustment for the current and previous four years are as follows -

	31 March 2024	31 March 2023	31 March 2022	31 March 2021	31 March 2020
Defined benefit obligations	60.13	52.15	60.90	66.76	55.73
Experience loss/(gain) adjustments on planned liabilities	0.75	(5.62)	(3.11)	1.09	16.22

Sensitivity analysis of the defined benefit obligation for significant actuarial assumptions

	31 March 2024	31 March 2023
Impact of the change in discount rate		
Present value of obligation at the end of the year	84.90	76.30
Liability with 1%-2% increase in discount rate	78.77	70.61
Liability with 1%-2% decrease in discount rate	91.41	82.66

Impact of the change in salary growth rate

Present value of obligation at the end of the year	84.90	76.30
Liability with 1% -2% increase in salary growth rate	91.13	82.46
Liability with 1%-2% decrease in salary growth rate	78.97	70.73

Maturity profile of defined benefit obligation

-upto 1 year	13.41	9.53
-2 to 5 years	12.41	10.80
-more than 5 years	59.08	55.97

Defined contribution plans

Contribution to defined contribution plan, recognised as expense for the year:		
Employer's contribution to provident fund and other funds	37.88	40.04



37 Share-based employee remuneration

Employee Stock Option Plan –ESOP-2015

The Holding Company instituted the Employee Stock Option Scheme -2015 ("SITI ESOP 2015" or "New Plan" or "Scheme") to grant equity based incentives to eligible employees. The SITI ESOP-2015 has been approved by the Board of Directors of the Holding Company at their meeting held on 28 May 2015 and by the shareholders of the Holding Company by way of special resolution passed at their Annual General Meeting held on 27 August 2015 to grant upto 33,881,656 options, representing one share for each option upon exercise by the eligible employee at an exercise price determined by the Board/remuneration committee.

Employee Stock Option Plan –ESOP-2015

Date of grant	03 September 2015
Date of Board approval	28 May 2015
Date of shareholders' approval	27 August 2015
Number of options granted	4,663,500
Method of settlement (cash/equity)	Equity
Vesting period from the date of grant of option	Three years
Exercise period- from end of vesting period	Four years

The details of activity under New Plan have been summarised below:

Particulars	31 March 2024		31 March 2023	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	-	-	133,845	30.85
Lapsed during the year	-	-	133,845	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

All the outstanding options have lapsed during the previous year and accordingly, employee share payments has been reversed and transferred to general reserve. No further options have been granted to the employees during the current year.

The fair values of options granted under new plan were determined using a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The following principal assumptions were used in the valuation:

Particulars	As at 31 March 2024			As at 31 March 2023		
	Options (50%)	Options (35%)	Options (15%)	Options (50%)	Options (35%)	Options (15%)
Number of options	-	-	-	2,331,750	1,632,225	699,525
Fair value on grant date	-	-	-	14.63	17.49	19.14
Share price at grant date	-	-	-	30.85	30.85	30.85
Fair value at exercise date	-	-	-	Not Applicable	Not Applicable	Not Applicable
Exercise price	-	-	-	30.85	30.85	30.85
Expected volatility	-	-	-	39.82%	44.49%	43.47%
Expected life	-	-	-	3 years	4 years	5 years
Expected dividends	-	-	-	-	-	-
Risk-free interest rate (based on government bonds)	-	-	-	5.69%	6.04%	6.14%

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time since its listing on the Stock Exchange. No special features inherent to the options granted were incorporated into measurement of fair value. The employee remuneration expense has decreased by ₹ nil million (previous year: decreased by ₹ nil million), all of this relates to options lapsed/expired during the year due to resignation of eligible employees.

38 Fair value measurements

A. Financial instruments by category

Financial assets

Investments

Trade receivables (net)

Cash and cash equivalents

Bank balances other than cash and cash equivalents

Other financial assets

Total financial assets

Financial liabilities

Borrowings

Lease liabilities

Trade payables

Other financial liabilities

Total financial liabilities

Financial assets

Investment

Trade receivables (net)

Cash and cash equivalents

Bank balances other than cash and cash equivalents

Other financial assets

Total financial assets

Financial liabilities

Borrowings

Lease liabilities

Trade payables

Other financial liabilities

Total financial liabilities

Note

	As at 31 March 2024		
	FVTPL	Amortised cost	Total
7B	784.39	-	784.39
11	-	2,652.70	2,652.70
13	-	715.25	715.25
14	-	1,308.76	1,308.76
8 and 15	-	658.46	658.46
	784.39	5,335.17	6,119.56

18A and 23A

18B and 23B

24

19 and 25

-	7,713.84	7,713.84
-	18.77	18.77
-	9,632.75	9,632.75
-	4,120.08	4,120.08
-	21,485.44	21,485.44

Note

	As at 31 March 2023		
	FVTPL	Amortised cost	Total
7B	-	-	-
11	-	2,516.27	2,516.27
13	-	1,028.31	1,028.31
14	-	798.21	798.21
8 and 15	-	608.01	608.01
	-	4,950.80	4,950.80

18A and 23A

18B and 23B

24

19 and 25

-	9,163.13	9,163.13
-	28.66	28.66
-	7,196.33	7,196.33
-	3,788.58	3,788.58
-	20,176.70	20,176.70



B. Financial instruments measured at fair value

The following tables present financial assets and liabilities measured at fair value in the consolidated balance sheet in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The financial assets measured at fair value in the consolidated statement of financial position that are grouped into the fair value hierarchy as on 31 March 2024 and 31 March 2023

31 March 2024	Date of valuation	Level 1	Level 2	Level 3
Financial assets				
Investment in mutual funds	As at 31 March 2024	784.39	-	-

31 March 2023	Date of valuation	Level 1	Level 2	Level 3
Financial assets				
Investment in mutual funds	As at 31 March 2023	-	-	-

Valuation technique to determine fair value

Investment in equity shares (Level 1)

For the year ended 31 March 2024 and 31 March 2023:

The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

C. Fair value of financial assets and liabilities measured at amortised cost

	31 March 2024		31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments	784.39	784.39	-	-
Trade receivables (net)	2,652.70	2,652.70	2,516.27	2,516.27
Cash and cash equivalents	715.25	715.25	1,028.31	1,028.31
Bank balances other than cash and cash equivalents	1,308.76	1,308.76	798.21	798.21
Other financial assets	658.46	658.46	608.01	608.01
Total financial assets	6,119.56	6,119.56	4,950.80	4,950.80
Financial liabilities				
Borrowings	7,713.84	7,713.84	9,163.13	9,163.13
Lease liabilities	18.77	18.77	28.66	28.66
Trade payables	9,632.75	9,632.75	7,196.33	7,196.33
Other financial liabilities	4,120.08	4,120.08	3,788.58	3,788.58
Total financial liabilities	21,485.44	21,485.44	20,176.70	20,176.70

39 Financial risk management objectives and policies

Financial risk management

The Group is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk.

The Group's risk management is coordinated in close co-operation with the Resolutions Professional and the Chief Executive Officer focused on securing the Group's short to medium term cash flows.

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the related impact in these consolidated financial statements.

A. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Group causing financial loss. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: High credit risk

The Group provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets except security deposits	12 month expected credit loss
High credit risk	Investment, trade receivables, security deposits, amount recoverable and unbilled revenue	Life time expected credit loss or fully provided for

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	31 March 2024	31 March 2023
A: Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets other than unbilled revenue & amount recoverable (net)	2,205.52	2,053.58
B: High credit risk	Investment, trade receivables, amount recoverable (net) and unbilled revenue	3,147.51	2,919.61

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)



Concentration of trade receivables

The Group has widespread customers and there is no concentration of trade receivables.

Credit risk exposure

Provision for expected credit losses

The Group provides for 12 month expected credit losses for following financial assets.

For the purpose of computation of expected credit loss, the Group has analysed the trend of provisions for doubtful debts created in earlier years. The average rate of provision has been computed based on the adjusted sales (excluding those where the Group does not have any historical provision) and provision for doubtful debtors created against those sales. As per this methodology, the Group has determined the expected credit loss at approximately 5% for customers.

Expected credit loss for trade receivables under simplified approach

As at 31 March 2024

Particular

	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment provision
Trade receivables	6,057.10	(3,404.40)	2,652.70
Security deposits	41.76	-	41.76
Amounts recoverable	15.92	-	15.92
Investment	17.85	-	17.85
Unbilled revenues	461.04	-	461.04

As at 31 March 2023

Particular

	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment provision
Trade receivables	5,656.55	(3,140.27)	2,516.28
Security deposits	45.55	-	45.55
Amounts recoverable	100.49	-	100.49
Investment	22.38	-	22.38
Unbilled revenues	280.46	-	280.46

Reconciliation of loss allowance provision – Trade receivable

Particulars	Amounts
Loss allowance on 01 April 2022	3,257.57
Changes in loss allowance	(117.30)
Loss allowance on 31 March 2023	3,140.27
Changes in loss allowance	264.13
Loss allowance on 31 March 2024	3,404.40

B. Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Group's business activities may not be available.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. Short term liquidity requirements comprises mainly of trade payables, employee dues and other current payables arising during normal course of business as on each balance sheet date. Long- term liquidity requirement is assessed by the management on periodical basis and is managed through internal accruals and through funding commitments from shareholders. As at each balance sheet date, the Group's liabilities having contractual maturities (including interest payments where applicable) are summarised as follows:

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities

31 March 2024

Non-derivatives

	Less than one year	One to two years	More than two years
Borrowings	7,587.46	118.40	7.98
Trade payables	9,632.75	-	-
Lease liabilities	9.92	6.79	2.07
Other financial liabilities	3,612.16	-	507.92
Total non-derivative liabilities	20,842.29	125.19	517.97

31 March 2023

Non-derivatives

	Less than one year	One to two years	More than two years
Borrowings	9,035.20	118.40	9.53
Trade payables	7,196.33	-	-
Lease liabilities	13.81	8.63	6.22
Other financial liabilities	3,285.92	-	502.66
Total non-derivative liabilities	19,531.26	127.03	518.41


C. Market Risk

During the previous year, the Group had foreign currency borrowings in the form of buyers credit and is exposed to change in the exchange rates. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

(i) Foreign currency risk

Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows

Financial assets (A)
Financial liabilities (B)

Payable to capital creditors

Net exposure (B-A)

	As at 31 March 2024	As at 31 March 2023
Financial assets (A)	-	-
Financial liabilities (B)	64.37	42.97
Payable to capital creditors	64.37	42.97
Net exposure (B-A)	64.37	42.97

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(₹)/USD and (₹)/EURO increased by 5% (previous year (₹)/USD and (₹)/EURO increased by 5%)
 (₹)/USD and (₹)/EURO decreased by 5% (previous year (₹)/USD and (₹)/EURO decreased by 5%)

	Impact on loss after tax	
	31 March 2024	31 March 2023
(₹)/USD and (₹)/EURO increased by 5% (previous year (₹)/USD and (₹)/EURO increased by 5%)	(3.22)	(2.15)
(₹)/USD and (₹)/EURO decreased by 5% (previous year (₹)/USD and (₹)/EURO decreased by 5%)	3.22	2.15

(ii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Variable rate borrowings (including accrued interest)

Total borrowings

	As at 31 March 2024	As at 31 March 2023
Variable rate borrowings (including accrued interest)	10,795.42	12,011.50
Total borrowings	10,795.42	12,011.50

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Interest rates – increase by 1% (31 March 2023: 1%)
 Interest rates – decrease by 1% basis points (31 March 2023: 1%)

	Impact on loss after tax	
	31 March 2024	31 March 2023
Interest rates – increase by 1% (31 March 2023: 1%)	107.95	120.12
Interest rates – decrease by 1% basis points (31 March 2023: 1%)	(107.95)	(120.12)

40 Related party transactions

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

(i) Promoter and Promoter Group

Direct Media Solutions LLP
 Digital Satellite Holdings Private Limited
 Manaaka Fashions LLP
 Digital Satellite Media And Broadband Private Limited
 Bioscope Cinemas Private Limited
 Direct Media And Cable Private Limited
 Arrow Media & Broadband Private Limited
 Essel Media Ventures Limited

(ii) Associate companies

C&S Medianet Private Limited

(iii) Joint ventures

Wire and Wireless Tsai Satellite Limited

(iv) Key Management Personnel (KMP)*

Mr. Suresh Arora, Whole Time Director (Power Suspended w.e.f 10 August 2023)
 Mr. Yogesh Sharma, Chief Executive Officer
 Mr. Suresh Kumar, Company Secretary
 Mr. Vikram Singh Panwar, Chief Financial Officer (w.e.f. 15 April 2023 till 15 September 2023)

* The KMP's of the Holding Company are KMP of the group.

(v) Enterprises owned or significantly influenced by KMP or their relatives

Essel Realty Developers Private Limited

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)



a) Balance (payable)/receivable (net of provision created) at the end of the year

	As at 31 March 2024	As at 31 March 2023
Jointly ventures/Associate companies		
Wire and Wireless Tisai Satellite Limited	0.04	0.04
Enterprises owned or significantly influenced by KMP or their relatives		
Trade payables		
Essel Realty Developers Private Limited	6.24	6.24
b) Remuneration to KMP	31 March 2024	31 March 2023
Mr. Yogesh Sharma	8.55	10.68
Mr. Vikram Singh Panwar	1.70	6.77
Mr. Suresh Kumar	2.95	3.67
c) Compensated absences		
Mr. Suresh Kumar	0.01	0.26
Mr. Vikram Singh Panwar	0.05	0.27
Mr. Yogesh Sharma	0.16	0.70
d) Director sitting fees		
Ms. Kavita Kapahi	0.10	0.40
Mr. Bhanu Pratap Singh	0.06	0.42
Prof. Sunil Kumar Maheshwari	0.08	0.34
Ms. Shilpi Asthana	0.08	0.34

Note:

(i) As per internal assessment performed by the Company of related parties in accordance with Ind AS 24 - Related Party Disclosures, Zee Entertainment Enterprises Limited and Zee Media Corporation Limited are no longer related parties of the Company. However, the Resolutions Professional has classified these companies as related parties under Section 5(24) of the Insolvency and Bankruptcy Code, 2016, which, in case of Zee Entertainment Enterprises Limited, is subject to the order to be passed by the Hon'ble NCLT in Interlocutory Application No. 4910/2023 in CP (IB) 690 of 2022.

(ii) The Group provides long term benefits in the form of gratuity to its KMP along with all employees, the cost and liability of the same is not identifiable separately for each KMP and hence could not be disclosed.

41 Capital and other commitments

Estimated amount of contracts remaining to be executed and not provided for (net of advances)

	As at 31 March 2024	As at 31 March 2023
	7.64	30.45

42 Contingent liabilities and litigations

i) Claims against the Group not acknowledged as debts*

ii) Demands raised by the statutory authorities being contested by the Group:

Service tax matters**

VAT/ Sales tax matters**

Other statutory matters**

Claims contingently admitted under CIRP***

	As at 31 March 2024	As at 31 March 2023
	1,700.35	489.31
	2,203.41	2,219.35
	356.82	368.78
	55.66	396.70
	3,391.56	-
	6,007.47	2,984.83

* comprise of ₹ 347.40 million claimed by HDFC Limited in excess of ₹ 2613.25 million already recognised by the Company in books of accounts in respect to the borrowings taken by the Company from HDFC Limited.

** excludes pending cases/litigations including ones with business associates, statutory authorities, subscribers and other parties where based on the legal advice of in-house legal team, the management believes that no material liability will devolve on the Group or where amount of liability is not presently ascertainable. These are gross of amounts deposited under protest amounting to ₹ 91.36 million (previous year: ₹ 91.36 million).

*** (i) Claim for Power Grid Corporation of India has been admitted contingently subject to the outcome of the appeal filed by Power Grid Corporation in TDSAT.

(ii) Claim from the Assistant Commissioner (Sales Tax)* Andhra Pradesh has been admitted contingently as appeal has been filed against the order of the department.

(iii) The Department of Telecommunications has submitted its claim in two parts: A (₹ 11,352 million) & B (₹ 11,520 million). The DOT vide its letter dated 20-08-2024 has intimated to the corporate debtor that the effective date of surrender of the ISP licence has now been amended to 31-08-2015 basis representations from the corporate debtor. Accordingly, claims made by the DOT post 31-08-2015 till 26-01-2019 is now rejected. Further the claim of the DoT up 31-08-2015 is admitted contingently pursuant to the appeal filed by DOT against the TDSAT order in Netmagic which is currently pending before the Supreme Court.



- iii) The Directorate of Revenue Intelligence (DRI), Bangalore, under section 108 of the Custom Act, 1962, had inquired about the classification of viewing cards for applicability of customs duty. The Company had, suo-motuo paid ₹ 20.00 million (previous year ₹ 20.00 million) under protest and had received a show cause notice with a demand for ₹ 1,030.49 million (previous year ₹ 1,030.49.22 million). The matter is adjourned to 24 August 2022. The Company is confident that the demand will not sustain, therefore no provision has been made in these financial statements and the amount demanded has been considered as contingent liability.
- iv) In case of ICNCL, counter bank guarantees in respect of outstanding bank guarantees and fixed deposit pledged ₹ 32.45 million (Previous year ₹ 32.45 million).
- v) The Group has received orders from Income-tax authorities for (a) assessment year 2013-14 on account of disallowance under section 14A read with rule 8D aggregating to ₹ 17.84 million, (b) assessment years 2007-08 and 2008-09 on account of non-withholding of taxes amounting to ₹ 26.17 million, (c) assessment year 2017-18 on account of adjustment of income tax demand with TDS refundable amounting to ₹ 21.8 million. The appeal in the aforesaid litigations is pending before Income Tax Appellate Tribunal, High Court and The Commissioner of Income-Tax (Appeals) respectively and (d) assessment year 2018-19 on account of disallowance of expenses for ₹ 20.45 million pending with Accessing Officer. However for the cases a) and b) above, no demand has been raised on the Holding Company in respect of the aforesaid litigations in view of the brought forward losses.
- vi) Siti Network Limited got a demand for ₹ 340.25 million from Zee Entertainment Limited against alleged re-transmitting it's channels during the disconnection period from 06 May 2023 to 25 February 2024. However, no provision has been made in the financial statements against such demand in the absence of working / basis for the demand.

43 Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at reporting date:

	As at 31 March 2024				As at 31 March 2023			
	EURO million	₹ in million	USD million	₹ in million	EURO million	₹ in million	USD million	₹ in million
Payables for capital creditors	0.72	64.34	0.00	0.03	0.48	42.55	0.01	0.42

* Closing rate as at 31 March 2024: 1 EURO = ₹ 89.94 (previous year: 1 EURO = ₹ 89.36)

Closing rate as at 31 March 2024: 1 USD = ₹ 83.88 (previous year: 1 USD = ₹ 82.21)

44 Capital management

Risk Management

The Company aim to manage its working capital efficiently so as to safeguard its ability to continue as a going concern given that it is currently under resolution process. The working capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the working capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's policy is to maintain a stable and strong working capital structure with a focus on net assets so as to maintain business continuity and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its working capital structure.

Particular	As at 31 March 2024	As at 31 March 2023
Current assets (A)	6,638.78	5,481.27
Current liabilities (excluding borrowings) (B)	14,055.60	11,438.50
Current ratio (A/B)	0.47	0.48

45 Assets pledged as security

The carrying amount of assets pledged as security are:

	As at 31 March 2024	As at 31 March 2023
Current assets		
a) Inventories	9.16	6.70
b) Financial assets		
i) Trade receivables	1,522.78	1,310.81
ii) Cash and cash equivalents	457.45	415.08
iii) Bank balances other than cash and cash equivalents above	800.35	379.80
iv) Other financial assets	245.63	326.41
c) Other current assets	165.29	177.09
	3,200.66	2,615.89
Non-current assets		
a) Property, plant and equipment	1,191.97	2,143.01
b) Capital work-in-progress	256.35	279.55
c) Other intangible assets	37.61	313.17
d) Intangible assets under development	1.44	1.16
e) Other financial assets [Margin money deposit (pledged)]	33.02	91.02
f) Other financial assets [Investments]	26.15	1.40
	1,546.54	2,829.31
Total assets	4,747.20	5,445.20

46 Information under Section 186 (4) of the Companies Act, 2013

There are no investments or loan given or guarantee provided or security given by the Group other than the investments and loans in these consolidated financial statements, which have been made predominantly for the purpose of business.

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)



47 Additional information, as required to Consolidated Financial Statements pursuant to Schedule III to the Companies Act, 2013.

For the financial year ended 31 March 2024

Name of the entity	Net assets i.e. total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
SITI Networks Limited	118.59%	(10,989.96)	81.83%	(1,505.37)	52.92%	2.90	66.96%	(1,502.47)
Subsidiaries								
Indian Cable Net Company Limited (consolidated)	-42.79%	3,965.31	5.22%	(96.11)	28.55%	1.57	4.21%	(94.55)
Central Bombay Cable Network Limited (consolidated)	0.50%	(45.95)	4.94%	(90.91)	6.28%	0.34	4.04%	(90.56)
Siticable Broadband South Limited	0.50%	(46.48)	0.42%	(7.64)	0.00%	-	0.34%	(7.64)
Siti Vision Digital Media Private Limited	4.02%	(372.74)	1.90%	(35.02)	12.63%	0.69	1.56%	(35.02)
Siti Jind Digital Media Communications Private Limited	0.61%	(56.72)	1.62%	(29.85)	0.00%	-	1.33%	(29.85)
Siti Jai Maa Durgee Communications Private Limited	0.81%	(74.72)	0.00%	(0.07)	0.00%	-	0.00%	(0.07)
Siti Iony Digital Cable Network Private Limited	0.10%	(9.11)	0.06%	(1.01)	0.00%	-	0.05%	(1.01)
Siti Krishna Digital Media Private Limited	0.22%	(20.08)	0.17%	(3.15)	0.00%	-	0.14%	(3.15)
Siti Faction Digital Private Limited	0.61%	(56.83)	0.07%	(1.31)	0.00%	-	0.06%	(1.31)
Siti Guntur Digital Network Private Limited	0.12%	(11.37)	0.33%	(5.98)	0.00%	-	0.23%	(5.24)
Siti Karnal Digital Media Network Private Limited	1.23%	(113.73)	0.60%	(10.97)	0.00%	-	0.49%	(10.97)
Siti Global Private Limited	0.49%	(45.83)	0.31%	(5.61)	0.00%	-	0.25%	(5.61)
Siti Siri Digital Network Private Limited	0.91%	(84.29)	3.33%	(61.27)	-0.38%	(0.02)	2.42%	(54.26)
Siti Broadband Services Private Limited (consolidated)	10.20%	(945.16)	6.69%	(122.98)	0.00%	-	5.44%	(122.11)
Siti Prime Uttaranchal Communication Private Limited	0.51%	(47.67)	2.11%	(38.87)	0.00%	-	1.73%	(38.87)
Siti Sagar Digital Cable Network Private Limited	0.35%	(32.60)	0.36%	(6.64)	0.00%	-	0.30%	(6.64)
Siti Saistar Digital Media Private Limited	2.72%	(252.51)	2.87%	(52.72)	0.00%	-	2.35%	(52.72)
Variety Entertainment Private Limited (consolidated)	0.79%	(72.98)	7.36%	(135.35)	0.00%	-	0.96%	(21.58)
SITI Networks India LLP	0.00%	(0.14)	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Minority interest in all subsidiaries	-5.09%	472.14	-11.47%	210.99	0.00%	-	-6.24%	140.02
Intra-group eliminations	4.59%	(425.50)	-8.71%	160.27	0.00%	-	13.38%	(300.24)
Total	100%	(9,266.91)	100%	(1,839.63)	100%	5.49	100.00%	(2,243.91)

For the financial year ended 31 March 2023

Name of the entity	Net assets i.e., total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
SITI Networks Limited	130.39%	(9,500.50)	106.75%	(2,988.84)	35.82%	2.20	106.91%	(2,986.64)
Subsidiaries								
Indian Cable Net Company Limited (consolidated)	-54.74%	3,988.36	17.28%	(483.77)	46.56%	2.86	17.21%	(480.91)
Central Bombay Cable Network Limited (consolidated)	-0.31%	22.50	0.49%	(13.83)	11.69%	0.72	0.47%	(13.11)
Siticable Broadband South Limited	0.53%	(38.84)	0.28%	(7.75)	0.00%	-	0.28%	(7.75)
Siti Vision Digital Media Private Limited	4.64%	(338.43)	2.59%	(72.57)	5.03%	0.31	2.59%	(72.26)
Siti Jind Digital Media Communications Private Limited	0.37%	(26.87)	0.24%	(6.86)	0.04%	0.00	0.25%	(6.85)
Siti Jai Maa Durgee Communications Private Limited	1.02%	(74.65)	0.00%	(0.13)	0.00%	-	0.00%	(0.13)
Siti Iony Digital Cable Network Private Limited	0.11%	(8.10)	0.04%	(0.99)	0.00%	-	0.04%	(0.99)
Siti Krishna Digital Media Private Limited	0.23%	(16.93)	0.12%	(3.25)	0.00%	-	0.12%	(3.25)
Siti Faction Digital Private Limited	0.76%	(55.52)	0.18%	(5.06)	0.00%	-	0.18%	(5.06)
Siti Guntur Digital Network Private Limited	0.08%	(6.16)	0.77%	(21.64)	0.00%	-	0.77%	(21.64)
Siti Karnal Digital Media Network Private Limited	1.41%	(102.75)	0.74%	(20.77)	0.00%	-	0.74%	(20.77)
Siti Global Private Limited	0.55%	(40.22)	0.28%	(7.76)	0.00%	-	0.28%	(7.76)
Siti Siri Digital Network Private Limited	0.41%	(30.03)	0.27%	(7.48)	0.85%	0.05	0.27%	(7.43)
Siti Broadband Services Private Limited (consolidated)	11.04%	(804.49)	7.57%	(212.02)	0.00%	-	7.59%	(212.02)
Siti Prime Uttaranchal Communication Private Limited	0.12%	(8.80)	0.62%	(17.22)	0.00%	-	0.62%	(17.22)
Siti Sagar Digital Cable Network Private Limited	0.36%	(25.96)	0.20%	(5.61)	0.00%	-	0.20%	(5.61)
Siti Saistar Digital Media Private Limited	2.74%	(199.79)	2.22%	(62.22)	0.00%	-	2.23%	(62.22)
Variety Entertainment Private Limited (consolidated)	0.90%	(65.68)	0.88%	(24.69)	0.00%	-	0.88%	(24.69)
SITI Networks India LLP	0.00%	(0.11)	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Minority interest in all subsidiaries	-6.48%	472.14	-10.69%	299.18	0.00%	-	-10.71%	299.18
Intra-group eliminations	5.84%	(425.50)	-30.84%	863.48	0.00%	-	-30.91%	863.48
Total	100.00%	(7,286.33)	100%	(2,799.85)	100%	6.14	100.00%	(2,793.68)

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024
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48 Investment in joint venture and associate

Particulars	31 March 2024			31 March 2023		
	PDMS	WWTSL*	C&S Medianet Private Limited*	PDMS	WWTSL*	C&S Medianet Private Limited*
Summarised balance sheet						
Current assets						
Cash and cash equivalents	0.33	-	2.61	5.24	-	7.31
Other assets	14.35	-	3.84	14.06	-	3.82
Total current assets (A)	14.68	-	6.45	19.30	-	11.13
Non-current assets (B)	74.66	3.36		77.48	3.36	
Current liabilities						
Other liabilities	3.55	-	7.69	3.31	-	10.24
Total current liabilities (C)	3.55	-	7.69	3.31	-	10.24
Non-Current liabilities						
Other liabilities	21.43	-	-	21.43	-	-
Total non-current liabilities (D)	21.43	-	-	21.43	-	-
Net assets (A+B-C-D)	64.36	3.36	(1.23)	72.03	3.36	0.89
Ownership interest	50.00%	51.00%	48.00%	50.00%	51.00%	48.00%
Carrying amount of interest	32.18	1.71	-	36.02	1.71	-

*The carrying amount of interest has been restricted to ₹ Nil on account of losses.

Particulars	31 March 2024			31 March 2023		
	PDMS	WWTSL*	C&S Medianet Private Limited*	PDMS	WWTSL*	C&S Medianet Private Limited*
Summarised statement of profit and loss						
Revenue	39.28	-	-	50.84	-	-
Other income	-	-	-	0.28	-	0.07
Depreciation and amortisation	4.98	-	-	4.59	-	-
Finance cost	-	-	-	-	-	-
Other expenses	43.36	0.07	0.13	50.28	0.20	0.09
Loss from operations	(9.06)	(0.07)	(0.13)	(3.75)	(0.20)	(0.02)
Tax expense	-	-	-	-	-	-
Loss from operations after tax	(9.06)	(0.07)	(0.13)	(3.75)	(0.20)	(0.02)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(9.06)	(0.07)	(0.13)	(3.75)	(0.20)	(0.02)
Ownership interest	50.00%	51.00%	48.00%	50.00%	51.00%	48.00%

*The carrying amount of interest has been restricted to ₹ Nil on account of losses.

49 Tax Expense

The major components of income tax for the year are as under:

	31 March 2024	31 March 2023
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	79.74	138.85
Deferred tax charge	(147.56)	(127.69)
Total	(67.82)	11.16
Effective tax rate	34.61%	34.61%

A reconciliation of the income tax expense applicable to the profit before income tax at statutory rate to the income tax expense at the Group's effective income tax rate for the year ended 31 March 2024 and 31 March 2023 is as follows:

Loss before tax	(2,118.42)	(3,143.24)
Effective tax rate	34.61%	34.61%
Tax at statutory income tax rate	(733.19)	(1,087.88)
Tax effect on non-deductible expenses	231.12	389.19
Additional allowances for tax purposes	(145.32)	(154.79)
Effect of tax on group companies incurring losses	(547.46)	(753.37)
Effect of tax rate difference of subsidiaries	(19.91)	(35.86)
Other permanent difference	52.02	147.12
Tax expense recognised in the statement of profit and loss	(67.82)	11.16

50 The Group predominantly operates in a single business segment of cable distribution in India only. Hence there are no separately reportable business or geographical segments as per Indian Accounting Standard (Ind AS) 108 on Operating Segments. Further the Holding Company, its subsidiaries, its associates and its joint venture also predominantly operate in a single business segment of cable and broadband distribution in India only. Hence the Group has no separately reportable business or geographical segments as per Ind AS 108. The aforesaid is in line with the way operating results are reviewed and viewed by the chief operating decision maker(s).

51 Corporate Social Responsibility (CSR)

In view of losses during the year and insufficient profits in the previous year, expenditure on CSR is not applicable for current and previous financial year.



52 Exceptional items in the consolidated financial results include the following:

- a) During the year ended 31 March 2024, gain on account of settlement of borrowings, as explained in note 15(c) below, amounting to ₹ 696.84 million was booked.
- b) During the year ended 31 March 2023, provision of expected credit loss on old balances, in respect of one subsidiary, amounting to ₹ 19.80 million was booked.
- c) During the year ended 31 March 2023, old advances written off, in respect of two subsidiaries, amounting to ₹ 60.71 million was booked.

The total impact of (a), (b) and (c) above on the consolidated financial statements for the year ended 31 March 2024 and year ended 31 March 2023 amounts to ₹ 696.84 million and ₹ 80.51 million respectively.

53 For the year ended 31 March 2024, the 'Subscription income' included in the 'Revenue from operations' in these financial statements, inter alia, includes the amounts payable to the broadcasters towards their share per Tariff order 2017 in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e Broadcaster's share) has also been presented as an expense in these financial statements. The said amount is ₹ 7,860.38 million for the year ended 31 March 2024 in the consolidated financial statements.

Had these expenses been disclosed on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 7,860.38 million for the year ended 31 March 2024 in the consolidated financial statements. However, there would not have been any impact on the net loss for the period then ended in the consolidated financial statements.

54 The Group has incurred a net loss of (including other comprehensive income) ₹ 2,050.62 million during the year ended 31 March 2024, and as of that date, the Group's accumulated losses amount to ₹ 26,533.70 million resulting in a negative net worth of ₹ 9,594.13 million and its current liabilities exceeded its current assets by ₹ 15,004.27 million resulting in negative working capital. Accordingly, there exists a material uncertainty about the Group's ability to continue as a going concern since the future of the Group is dependent upon the successful implementation of a Resolution plan. Since the CIRP is currently in progress, as per the Code, it is required that the Holding Company be managed as a going concern during the CIRP period. The consolidated financial statements have been prepared assuming going concern basis of accounting, although there exists material uncertainty about the Group's ability to continue as going concern since the same is dependent upon the successful implementation of a resolution plan

55 As on 31 March 2024, the Holding Company and some of its subsidiaries have defaulted in repayment of bank loans and accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Holding Company/ subsidiaries have not provided for additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

56 Financials ratios

Sr. No.	Particulars	31 March 2024	31 March 2024	Change
i)	Current Ratio (A/B)	0.31	0.27	15%
	Current assets (A)	6,638.78	5,481.27	
	Current liabilities (B)	21,643.05	20,473.70	
ii)	Debt-equity ratio (A/B)	(0.80)	(1.18)	-32%
	Total debt (A) [refer note 4 below]	7,713.84	9,163.13	refer note 7 (a)
	Total equity (B)	(9,594.13)	(7,758.92)	
iii)	Debt-service coverage ratio (A/B)	0.07	0.15	-54%
	Earnings available for debt services (i.e EBID)- (A) [refer note 6 below]	581.45	1,539.73	refer note 7 (b)
	Borrowings including finance cost (B)	8,530.04	10,317.83	
iv)	Return on equity ratio (A/B)	0.21	0.41	-47%
	Net loss after tax (A) [refer note 2 below]	(2,050.62)	(3,154.40)	refer note 7 (c)
	Total equity (B)	(9,594.13)	(7,758.92)	
v)	Inventory turnover ratio (A/B)	0.15	-	100%
	Cost of goods sold (A)	2.93	-	
	Average inventory (B)	18.96	20.78	
v)	Trade receivables turnover ratio (A/B)	5.00	5.31	-6%
	Revenue from operations (A)	12,910.91	13,453.49	
	Average trade receivables (B)	2,584.49	2,534.94	
vi)	Trade payables turnover ratio (A/B)	1.42	1.75	-18%
	Credit purchases (A) [refer note 5 below]	11,981.38	11,588.32	
	Average trade payables (B)	8,414.54	6,635.42	
vii)	Net capital turnover ratio (A/B)	(1.35)	(1.73)	-22%
	Revenue from operations (A)	12,910.91	13,453.49	
	Capital employed or net assets (B) [refer note 3 below]	(9,594.13)	(7,758.92)	
viii)	Net loss ratio (A/B)	(0.16)	(0.23)	-32%
	Net loss after tax (A) [refer note 2 below]	(2,050.62)	(3,154.40)	refer note 7 (d)
	Revenue from operations (B)	12,910.91	13,453.49	
ix)	Return on capital employed (A/B)	0.13	0.26	-50%
	Earning before interest but after taxes (A)	(1,234.43)	(1,999.69)	refer note 7 (e)
	Capital employed or net assets (B) [refer note 3 below]	(9,594.13)	(7,758.92)	
x)	Return on investment (A/B)	0.21	0.41	-47%
	Net loss after tax (A)	(2,050.62)	(3,154.40)	refer note 7 (f)
	Capital employed or net assets (B) [refer note 3 below]	(9,594.13)	(7,758.92)	

Notes:

- 1 Ratios relating to balance sheet items have been presented as at 31 March 2024 and 31 March 2023. Whereas, ratios relating to items of statement of profit and loss account has been presented for financial year ended 31 March 2024 and 31 March 2023.
- 2 Net loss after tax excludes other comprehensive income
- 3 Net assets is the total of equity share capital and other equity.
- 4 Total debt comprise of borrowings from external lenders.
- 5 Credit purchases comprise of purchases during the year, pay channel costs & other expenses
- 6 Earnings available for debt services comprise of earning before interest and depreciation.
- 7 Reason for change by more than 25%
 - a) Declined due to higher accumulated losses due to current year loss due to which total equity has declined whereas there is no major movement in total debt.
 - b) Decrease due to lower earning available for debt and higher borrowings.
 - c) Decrease due to lower net profit and higher equity.
 - d) Decrease due to lower lower revenue and higher accumulated loss in comparison to previous year.
 - e) Increase due to loss decrease in comparison to previous year
 - f) Decrease due to lower revenue and higher accumulated losses in comparison to previous year

SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

57 Trade payable ageing schedule

As at 31 March 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	5.48	1.65	0.02	120.62	182.05	309.82
ii) Others	1,583.88	64.51	3,296.76	1,039.14	1,972.80	1,361.22	9,318.31
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	0.41	0.88	0.88	2.45	4.62
Total	1,583.88	69.99	3,298.82	1,040.04	2,094.30	1,545.72	9,632.75

As at 31 March 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	6.82	28.47	36.90	263.24	4.14	339.57
ii) Others	1,312.54	121.15	2,007.30	839.75	170.36	2,401.46	6,852.56
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	0.88	0.88	0.78	1.67	4.21
Total	1,312.54	127.97	2,036.66	877.53	434.37	2,407.27	7,196.34

58 Trade receivable ageing schedule

As at 31 March 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	-	1,064.77	345.16	661.36	15.13	472.58	2,559.00
(ii) Significant increase in credit risk	-	-	-	4.85	44.60	8.13	36.12	93.70
(iii) Credit impaired	-	-	20.59	13.81	345.93	141.32	2,882.75	3,404.40
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	461.04	-	-	-	-	-	-	461.04
Total	461.04	-	1,085.36	363.82	1,051.89	164.58	3,391.45	6,518.14

As at 31 March 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	269.39	807.75	407.46	127.40	15.64	543.12	2,170.76
(ii) Significant increase in credit risk	-	-	-	-	34.82	17.88	292.81	345.51
(iii) Credit impaired	-	-	14.61	17.03	259.64	130.91	2,718.08	3,140.27
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	280.46	-	-	-	-	-	-	280.46
Total	280.46	269.39	822.36	424.49	421.86	164.43	3,554.01	5,937.00

59 No dividend was paid during the current year as well as in preceding financial year by Holding Company and its subsidiaries. Further no dividend is proposed for the current financial year.

60 The Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity has received presidential assent on 28 September 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Group will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

61 (a) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Group has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

62 There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account by the Group.

63 The Holding Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to order dated 22 February 2023 ("Admission Order") passed by Hon'ble National Company Law Tribunal (NCLT), Mumbai, under the provisions of Insolvency and Bankruptcy Code, 2016 ("Code"/ "IBC"). By the Admission Order, Mr. Rohit Mehra was appointed as the interim Resolution Professional of the Holding Company. The Admission Order was challenged by one of the Directors (powers suspended) of the Holding Company before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") in an Appeal. By order dated 7 March 2023 ("Stay Order"), the Hon'ble NCLAT issued notice in the Appeal and passed an interim order staying the operation of the Admission Order. Pursuant to the Stay Order, the control and management of the Holding Company was handed back to the Directors (powers suspended) of the Holding Company by the Interim Resolution Professional. By order dated 10 August 2023, the Hon'ble NCLAT dismissed the Appeal, along with all interim applications ("NCLAT Final Order") and upheld the Admission Order reinstating the CIRP of the Company. Mr. Rohit Mehra was subsequently confirmed as the Resolution Professional of the Holding Company by the committee of creditors. Further, a moratorium in terms of Section 14 of the IBC is in force with respect to the affairs of the Holding Company during its ongoing CIRP. The Resolution Professional has filed an application to NCLT Mumbai seeking clarification with respect to the treatment of liabilities arising during the Stay Period i.e., from 7 March 2023 to 10 August 2023 and cut-off date for certain activities. In relation to the clarification sought, multiple broadcasters have also filed applications with NCLT, Mumbai for release of costs by the Resolution Professional related to the services provided during the Stay Period. These applications are pending adjudication with NCLT.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

- 64 Pursuant to the commencement of CIRP of the Holding Company under Insolvency and Bankruptcy Code, 2016, the Resolution Professional has begun to receive claims from financial creditors, operational creditors, employees and other creditors as on 22 February 2023 and if any changes/updates which have happened during the stay period on CIRP upto 10 August 2023. The financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 10 August 2023, out of which ₹ 11,292.65 million have been admitted by the Resolution Professional. The operational creditors, statutory authorities, employees and other creditors have submitted claims amounting to ₹ 19,834.60 million as on 10 August 2023, out of which ₹ 7,066.86 million have been admitted and ₹ 3,391.56 has been admitted contingently by the Resolution Professional.
- 65 Pursuant to the commencement of CIRP of the Holding Company under Insolvency and Bankruptcy Code, 2016, certain information including the minutes of meetings of the Committee of Creditors ('CoC') held on various dates, and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and could not be shared with anyone other than the members of CoC and Hon'ble NCLT. However, the stock exchanges have been informed about the convening of the meeting of the committee of creditors and the same was released by them as public announcement.
- 66 During the year ended 31 March 2024, the bank and financial institutions exercising their rights under various facility agreements have received an amount of ₹ 1,230.00 million from the Holding Company's bank account against the borrowings which have been classified as non-performing asset (NPA). Due to non-availability of confirmations from certain lenders, the Holding Company has adjusted such amounts, with the liability for 'Principal Outstanding' on borrowings in the books of accounts. In connection with the above appropriation, Asset Reconstruction Company (India) Limited, one of the financial creditors of the Holding Company, has filed an application with NCLT, Mumbai seeking directions that moratorium was in force during the stay period (i.e., from 7 March 2023 to 10 August 2023) and directions against certain creditors to refund the amount appropriated by them during the Stay Period.
- 67 The consolidated financial statements includes the financial statements of one subsidiary Siti Broadband Services Private Limited, which is undergoing Corporate Insolvency Resolution Process by an order dated 31 October 2023. The financial statements have not been audited by their statutory auditors and have not been approved/signed by the Resolution Professional appointed for this subsidiary for the year ended 31 March 2024. The financial information of the subsidiary included in the consolidated financial statements of the Group reflect total assets of ₹ 411.95 million as at 31 March 2024, total revenues of ₹ 529.92 million, total net loss after tax of ₹ 122.98 million, and total comprehensive loss of ₹ 122.11 million for the year ended on 31 March 2024 respectively.
- 68 The consolidated financial statements includes the financial statement of one subsidiary Siti Jind Digital Media Communications Private Limited, which is undergoing Corporate Insolvency Resolution Process by an order dated 22 March 2024. The financial statement have not been audited by their statutory auditors and have not been approved/signed by the Resolution Professional appointed for this subsidiary for the year ended 31 March 2024. The financial information of the subsidiary included in the consolidated financial information of the Group reflects total assets of ₹ 52.43 million as at 31 March 2024, total revenues of ₹ 41.27 million, total net loss after tax of ₹ 29.85 million, and total comprehensive loss of ₹ 29.85 million for the year ended on 31 March 2024 respectively.
- 69 The Resolution Professional has filed an application against members of the erstwhile management of the Holding Company under section 25(2)(j) read with Section 66 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 35(A)(3) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 seeking relief against certain fraudulent and wrongful trading transactions undertaken by the Corporate Debtor under the erstwhile management prior to the insolvency commencement date.
- 70 Zee Entertainment Enterprises Limited ('ZEEL') vide its letter dated 4 August 2023, informed the Company that it has discharged the liability of the Company towards IndusInd Bank Limited for a term loan amounting to ₹ 1175.81 million for ₹ 880.00 million (inclusive of outstanding interests) in which ZEEL had provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEL stands subrogated in place of IndusInd Bank Limited vis a vis Company as per the applicable laws. Further, ZEEL has also executed a Settlement Agreement with Standard Chartered Bank ('SCB') in regards to the outstanding dues to SCB by the Company. SCB has issued a No Dues Certificate dated 8 January 2024 confirming receipt of all dues from ZEEL as per the Settlement Agreement. ZEEL has discharged the liability of the Company towards SCB for a term loan amounting to ₹ 1001.03 million for ₹ 600.00 million (inclusive of outstanding interest) in which ZEEL had provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEL stands subrogated in place of SCB vis a vis Company as per the applicable laws. The Resolution Professional has admitted the claims of ZEEL with regard to the dues of the Company to IndusInd Bank and SCB. However, since the Resolution Professional has classified ZEEL as a related party under Section 5(24) of the Insolvency and Bankruptcy Code, 2016, ZEEL is not a member of the committee of creditors. An application has been filed by ZEEL before NCLT, Mumbai regarding its non-inclusion in the CoC and the same is pending. Further, ZEEL has communicated vide their letter dated 08 July 2024 that it has assigned its dues amounting to ₹ 1,480.00 million to Vani Agencies Private Limited via an assignment agreement dated 2 July 2024. The claim outstanding in the name of ZEEL has been subrogated to Vani Agencies Private Limited.



SITI Networks Limited

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

(All amounts in ₹ million, unless stated otherwise)

- 71 Aditya Birla Finance Limited ('ABFL') had filed statement of claim on Siti Networks Ltd and Others before Sole Arbitrator Justice L. N Rao (Retd) Judge of Hon'ble Supreme Court of India after disposal 2 Petitions filed by ABFL against the Company before the Delhi High Court. Earlier, the company in compliance with the order of Delhi High Court dated March 28, 2022 has deposited ₹ 238.00 million with the Registry, Delhi High Court and has been adjusted against the net amount payable to Zee Entertainment Enterprises Limited ('ZEEEL'). The Sole Arbitrator has passed an order placing some restrictions on the payments to be made to ZEEEL which shall be effective till the final disposal of the arbitral proceedings. The above arrangement shall continue till the final disposal of the Arbitration Case. On 9 November 2023, the Sole Arbitrator has removed Siti Networks Limited from arrays of parties on the basis of submissions made by the counsel of the Siti Networks Limited. As per last order, the Sole Arbitrator will pass an order on Amended Statement of Claim and thereafter he will give next date of hearing for further proceedings.
- 72 The Group does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- 73 The Holding Company has filed a petition before the Telecom Disputes Settlement and Appellate Tribunal ('TDSAT'), New Delhi for restoration of signals of Zee Entertainment Enterprises Limited on the Holding Company's network. TDSAT has passed an interim order pursuant to which, the Holding Company has agreed to deposit an amount of ₹ 400.00 million with The Registrar, TDSAT, New Delhi. Following the approval from the Committee of Creditors of Siti Networks Limited, the broadcasting of ZEEEL channels in the Rest of India (ROI) region has resumed, effective from February 26, 2024
- 74 There is a commercial building appearing in the capital work-in-progress amounting to ₹ 93.88 million as on 31 March 2024 (previous year: 93.88 million), the title deed of the property is yet to be transferred in the name of the Holding Company, however the Holding Company has already taken possession of the same. The same was received by the Holding Company during the year as a consideration against the amount receivable from a customer.
- 75 There are no proceeding that has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 76 The Group is not declared willful defaulter by any bank or financial Institution or other lender.
- 77 The Group has not traded or invested in crypto currency or virtual currency during the year.
- 78 A vendor has filed an application against one of the subsidiary, Siti Vision Digital Media Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that the Company has defaulted in making payments. The petition was dismissed by NCLT vide its order dated 8 June 2023. The vendor has filed an appeal against the order with NCLAT, Delhi. Further, subsidiary has filed a counter appeal against the vendor for which notices for further proceeding are yet to be issued on Siti Vision Digital Media Private Limited.
- 79 Previous period figures have been re-grouped / reclassified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013 effective from 01 April 2021.
- 80 The consolidated financial statements for the year ended 31 March 2024 have been prepared and signed by the Chief Executive Officer and the Resolution Professional (RP) while exercising the powers of Board of Directors of the Company which has been conferred upon him in terms of the provisions of Section 17 of the Insolvency and Bankruptcy Code 2016.
- 81 **Post reporting date events**
No adjusting or significant non-adjusting events have occurred between 31 March 2024 and the date of authorisation of these consolidated financial statements.

For **DNS & Associates**
Chartered Accountants Firm Registration No.: 006956C

For and on behalf of the Board of Directors of
SITI Networks Limited

Rohit Mehra
Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00799/2017-18/11374

Ankit Marwaha
Partner
Membership No.: 518749

Yogesh Sharma
Chief Executive Officer
DIN: 00222260

Suresh Kumar
Company Secretary
M. No: ACS 14390

Place: Noida
Date: 28 September 2024

Place: Noida
Date: 28 September 2024