



SITI Networks Limited

UG Floor, FC-19 & 20, Sector-16 A, Film City,

Noida, Uttar Pradesh-201301, India

Tel: +91-120-4526700

Website : www.sitinetworks.com

February 12, 2024

To,

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai- 400 001
BSE Scrip Code: 532795

The Manager
Listing Department
National Stock Exchange of India Limited
Plaza, 5th Floor, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051
NSE Scrip Symbol: SITINET

Subject : Un-audited Financial Results for the second quarter of financial year 2023-24 and half year ended on September 30, 2023,

Dear Sir,

Pursuant to applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") including Regulation 30, this is to inform you that the Un-audited Financial Results, both standalone and consolidated, for the second quarter of the financial year 2023-24 and half year ended on September 30, 2023, have been signed by 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 and by the CEO of Siti Networks Limited

Please find enclosed herewith the Un-audited Financial Results for the second quarter of the financial year 2023-24 and half year ended on September 30, 2023, as per Regulation 33 of the SEBI Listing Regulations along with the Limited Review Reports thereon issued by the Statutory Auditor, on the Standalone and Consolidated Results.

You are requested to kindly take the above on record.

Thanking you

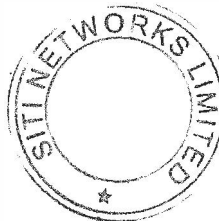
Yours truly
For Siti Networks Limited

Suresh Kumar
Company Secretary and Compliance Officer
Membership No. ACS 14390





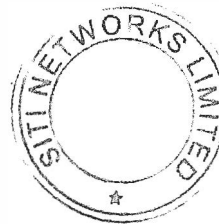
| Particulars | Standalone | |
|---|-------------------------|---------------------|
| | As at 30 September 2023 | As at 31 March 2023 |
| | (Unaudited) | (Audited) |
| A. Assets | | |
| 1. Non-current assets | | |
| (a) Property, plant and equipment | 1,451.30 | 1,994.43 |
| (b) Capital work-in-progress | 193.09 | 222.27 |
| (c) Other intangible assets | 170.96 | 311.64 |
| (d) Intangible assets under development | 1.44 | 1.16 |
| (e) Financial assets | | |
| (i) Investments | 3,103.39 | 3,156.59 |
| (ii) Other financial assets | 75.45 | 88.47 |
| (f) Income tax assets | 120.02 | - |
| (g) Other non-current assets | 81.30 | 81.37 |
| Total non-current assets | 5,196.95 | 5,855.93 |
| 2. Current assets | | |
| (a) Inventories | 5.21 | 6.70 |
| (b) Financial assets | | |
| (i) Trade receivables | 1,209.62 | 1,295.74 |
| (ii) Cash and cash equivalents | 847.79 | 328.47 |
| (iii) Bank balances other than (ii) above | - | 379.80 |
| (iv) Other financial assets | 89.82 | 165.20 |
| (c) Income tax assets | 10.89 | 76.93 |
| (d) Other current assets | 147.47 | 144.18 |
| Total current assets | 2,310.80 | 2,397.02 |
| Total assets | 7,507.75 | 8,252.95 |
| B. Equity and liabilities | | |
| Equity | | |
| (a) Equity share capital | 872.67 | 872.67 |
| (b) Other equity | (11,908.21) | (10,360.16) |
| Total equity | (11,035.54) | (9,487.49) |
| Liabilities | | |
| 1. Non-current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 112.51 | 112.51 |
| (ii) Lease Liabilities | 3.58 | 4.95 |
| (iii) Other financial liabilities | 4.33 | 4.33 |
| (b) Provisions | 29.58 | 31.05 |
| Total non-current liabilities | 150.00 | 152.84 |
| 2. Current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 7,484.28 | 8,713.25 |
| (ii) Lease Liabilities | 3.04 | 4.12 |
| (iii) Trade payables | | |
| -Total outstanding dues of micro enterprises and small enterprises | 295.23 | 331.88 |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | 6,340.73 | 4,738.68 |
| (iv) Other financial liabilities | 3,935.41 | 3,429.14 |
| (b) Other current liabilities | 332.62 | 368.45 |
| (c) Provisions | 1.98 | 2.08 |
| Total current liabilities | 18,393.29 | 17,587.60 |
| Total equity and liabilities | 7,507.75 | 8,252.95 |





| Statement of standalone unaudited financial results for the quarter and six months ended 30 September 2023 | | | | | | | (₹ in million except per share data) |
|--|------------------------------------|-------------------------------|------------------------------------|---------------------------------------|---------------------------------------|-----------------------------|--------------------------------------|
| Particulars | Quarter ended 30 September 2023 | Quarter ended 30 June 2023 | Quarter ended 30 September 2022 | Six months ended 30 September 2023 | Six months ended 30 September 2022 | Year ended 31 March 2023 | |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) | |
| I Revenue from operations | 941.77 | 1,173.28 | 1,335.27 | 2,115.05 | 2,671.68 | 5,311.51 | |
| II Other income | 13.57 | 1.60 | 78.33 | 15.17 | 79.67 | 196.58 | |
| III Total revenue (I+II) | 955.34 | 1,174.88 | 1,413.60 | 2,130.22 | 2,751.35 | 5,508.09 | |
| IV Expenses | | | | | | | |
| Purchases of stock-in-trade | 0.14 | 2.33 | 6.13 | 2.47 | 6.43 | 10.08 | |
| Pay channel costs | 759.57 | 898.92 | 839.54 | 1,658.49 | 1,630.50 | 3,284.54 | |
| Employee benefits expense | 54.92 | 56.49 | 65.20 | 111.41 | 135.55 | 260.76 | |
| Finance costs | 220.29 | 251.17 | 264.29 | 471.46 | 544.81 | 1,063.03 | |
| Depreciation and amortisation expenses | 351.13 | 389.35 | 420.77 | 740.48 | 849.07 | 1,890.32 | |
| Other expenses | 280.83 | 361.03 | 467.39 | 641.86 | 875.89 | 1,641.99 | |
| Total expenses (IV) | 1,666.88 | 1,959.29 | 2,063.32 | 3,626.17 | 4,042.25 | 8,150.72 | |
| V Loss before exceptional items and tax (III-IV) | (711.54) | (784.41) | (649.72) | (1,495.95) | (1,290.90) | (2,642.63) | |
| VI Exceptional items | - | 53.20 | - | 53.20 | - | 346.20 | |
| VII Loss before tax (V-VI) | (711.54) | (837.61) | (649.72) | (1,549.15) | (1,290.90) | (2,988.83) | |
| Tax expense | | | | | | | |
| (1) Current tax | - | - | - | - | - | - | |
| (2) Deferred tax | - | - | - | - | - | - | |
| VIII Total tax expense (1+2) | - | - | - | - | - | - | |
| IX Loss for the period (VII-VIII) | (711.54) | (837.61) | (649.72) | (1,549.15) | (1,290.90) | (2,988.83) | |
| X Other comprehensive income: Items that will not be reclassified to profit or loss | 0.55 | 0.55 | 0.23 | 1.10 | 0.45 | 2.19 | |
| XI Total comprehensive loss (IX+X) | (710.99) | (837.06) | (649.49) | (1,548.05) | (1,290.45) | (2,986.64) | |
| XII Paid-up equity share capital (Face value ₹ 1/- per share) | 872.05 | 872.05 | 872.05 | 872.05 | 872.05 | 872.05 | |
| XIII Other equity | | | | | | (10,360.16) | |
| XIV Loss per equity share (of ₹ 1/- each) - Basic and diluted | (0.82) | (0.96) | (0.75) | (1.78) | (1.48) | (3.43) | |

See accompanying notes to the financial results.



Robert B. Melue

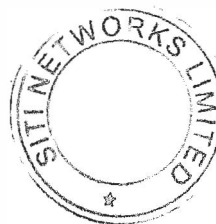


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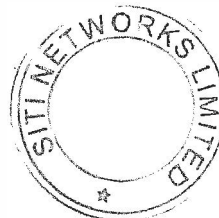


| Standalone Cash Flow Statement | ₹ in million | |
|--|--|--|
| | Six months ended 30 Sep 2023 (Unaudited) | Six months ended 30 Sep 2022 (Unaudited) |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Loss before tax | (1,549.15) | (1,290.90) |
| Adjustment for: | | |
| Depreciation and amortisation expense | 740.48 | 849.07 |
| Interest income | (1.56) | (13.03) |
| Excess provisions written back | (10.30) | (63.75) |
| (Profit)/loss on sale of property, plant and equipment, and other intangible assets (net) | (0.56) | 2.15 |
| Interest expense for borrowings at amortised cost | 469.30 | 539.38 |
| Interest expense on lease liabilities | 0.50 | 0.67 |
| Bad debts written off | 0.26 | 0.90 |
| Unrealised foreign exchange gain/(loss) | 1.16 | (0.41) |
| Expected credit losses on trade receivables | 15.52 | 55.00 |
| Impairment of financial assets | - | 60.00 |
| Exceptional items | 53.20 | - |
| Operating profit before working capital changes | (281.15) | 139.08 |
| Adjustments for movement in: | | |
| Trade receivables | 70.34 | (121.35) |
| Other financial assets | 68.65 | (24.69) |
| Other current and non-current assets | (57.19) | 40.53 |
| Inventories | 1.49 | (0.12) |
| Other financial liabilities | 16.02 | (66.69) |
| Provisions | (0.47) | (5.14) |
| Other current and non-current liabilities | (35.83) | 13.33 |
| Trade payables | 1,575.70 | 469.21 |
| Cash generated from operations | 1,357.56 | 444.16 |
| Income taxes (paid) | - | (65.83) |
| Net cash flow generated from operating activities | 1,357.56 | 378.33 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment, and intangible assets | (7.12) | (102.15) |
| Proceeds from sale of property, plant and equipment | 0.73 | 2.31 |
| Interest received on bank deposits | 11.31 | 15.07 |
| Maturity of/(Investment) in bank deposits | 379.80 | (164.80) |
| Maturity of margin money deposits | 10.00 | 68.84 |
| Net cash flow from/used in investing activities | 394.72 | (180.73) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment of borrowings (non-current, financial liabilities) | (1,228.97) | (65.97) |
| Payment of lease liabilities | (2.96) | (4.22) |
| Interest paid | (1.03) | (62.26) |
| Net cash flow used in financing activities | (1,232.96) | (132.45) |
| Net increase in cash and cash equivalents | 519.32 | 65.15 |
| Cash and cash equivalents at the beginning of the period | 328.47 | 97.34 |
| Cash and cash equivalents at the end of the period | 847.79 | 162.49 |
| Notes: | | |
| a. Cash and cash equivalents include: | | |
| Cash on hand | 1.87 | 1.97 |
| Balances with banks on current accounts | 839.53 | 154.10 |
| Cheques on hand | 6.39 | 6.42 |
| | 847.79 | 162.49 |
| 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". | | |





| Particulars | Consolidated | |
|--|--|----------------------------------|
| | As at 30 September 2023 (Unaudited) | As at 31 March 2023 (Audited) |
| Consolidated Statement of Assets and Liabilities (₹ in million) | | |
| A. Assets | | |
| 1. Non-current assets | | |
| (a) Property, plant and equipment | 4,600.72 | 5,560.61 |
| (b) Capital work-in-progress | 611.78 | 607.57 |
| (c) Investment property | 682.98 | 688.95 |
| (d) Goodwill | 491.74 | 491.74 |
| (e) Other intangible assets | 340.44 | 577.18 |
| (f) Intangible assets under development | 1.44 | 1.16 |
| (g) Investments in joint ventures and associates | 18.88 | 22.38 |
| (h) Financial assets | | |
| (i) Investments | - | - |
| (ii) Other financial assets | 166.30 | 201.07 |
| (i) Deferred tax assets (net) | 371.14 | 320.56 |
| (j) Income tax assets | 120.02 | - |
| (k) Other non-current assets | 155.66 | 154.20 |
| Total non-current assets | 7,561.10 | 8,625.42 |
| 2. Current assets | | |
| (a) Inventories | 16.57 | 19.58 |
| (b) Financial assets | | |
| (i) Trade receivables | 2,714.18 | 2,516.27 |
| (ii) Investments | 561.70 | - |
| (iii) Cash and cash equivalents | 1,134.19 | 1,028.31 |
| (iv) Bank balances other than (iii) above | 184.88 | 798.21 |
| (v) Other financial assets | 538.00 | 406.94 |
| (c) Income tax assets (net) | 101.56 | 123.13 |
| (d) Other current assets | 660.26 | 588.84 |
| Total current assets | 5,911.34 | 5,481.28 |
| Total assets | 13,472.44 | 14,106.70 |
| B. Equity and liabilities | | |
| Equity | | |
| (a) Equity share capital | 872.67 | 872.67 |
| (b) Other equity | (10,294.52) | (8,631.59) |
| (c) Non-controlling interests | 327.61 | 472.59 |
| Sub-total of equity | (9,094.24) | (7,286.33) |
| Liabilities | | |
| 1. Non-current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 126.38 | 127.93 |
| (ii) Lease Liabilities | 11.64 | 14.85 |
| (iii) Other financial liabilities | 509.62 | 502.66 |
| (b) Provisions | 157.54 | 151.80 |
| (c) Deferred tax liabilities (net) | 3.47 | 3.47 |
| (d) Other non-current liabilities | 116.66 | 118.62 |
| Total non-current liabilities | 925.31 | 919.33 |
| 2. Current liabilities | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 7,691.66 | 9,035.20 |
| (ii) Lease Liabilities | 10.46 | 13.81 |
| (iii) Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | 310.48 | 339.57 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 8,978.86 | 6,856.77 |
| (iv) Other financial liabilities | 3,771.81 | 3,285.92 |
| (b) Other current liabilities | 870.63 | 930.91 |
| (c) Provisions | 7.47 | 11.52 |
| Total current liabilities | 21,641.37 | 20,473.70 |
| Total equity and liabilities | 13,472.44 | 14,106.70 |


Balraj B. Mehra



SITI NETWORKS LIMITED

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CIN L64200MH2006PLC160733

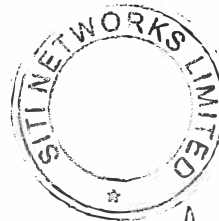


Statement of consolidated unaudited financial results for the quarter and six months ended 30 September 2023

(₹ in million except per share data)

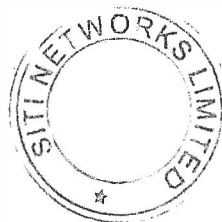
| Particulars | Quarter ended 30 September 2023 | Quarter ended 30 June 2023 | Quarter ended 30 September 2022 | Six months ended 30 September 2023 | Six months ended 30 September 2022 | Year ended 31 March 2023 |
|--|------------------------------------|-------------------------------|------------------------------------|---------------------------------------|---------------------------------------|-----------------------------|
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| I Revenue from operations | 3,121.15 | 3,219.76 | 3,416.61 | 6,340.91 | 6,723.43 | 13,453.45 |
| II Other income | 34.30 | 24.39 | 85.99 | 58.69 | 115.83 | 346.84 |
| III Total revenue (I+II) | 3,155.45 | 3,244.15 | 3,502.60 | 6,399.60 | 6,839.26 | 13,800.33 |
| IV Expenses | | | | | | |
| Purchases of stock-in-trade | 0.12 | 0.07 | 0.00 | 0.19 | 0.04 | - |
| Pay channel costs | 1,960.68 | 2,087.67 | 1,860.97 | 4,048.35 | 3,656.75 | 7,387.76 |
| Employee benefits expense | 151.22 | 154.01 | 168.50 | 305.23 | 331.03 | 672.27 |
| Finance costs | 247.13 | 273.89 | 288.07 | 521.02 | 589.81 | 1,154.71 |
| Depreciation and amortisation expenses | 696.53 | 741.44 | 778.94 | 1,437.97 | 1,568.74 | 3,443.79 |
| Other expenses | 947.60 | 970.99 | 1,070.69 | 1,918.58 | 2,131.41 | 4,200.56 |
| Total expenses (IV) | 4,003.28 | 4,228.07 | 4,167.17 | 8,231.34 | 8,277.78 | 16,859.09 |
| V Loss for the period before tax and share of loss in associates and joint ventures and exceptional items (III-IV) | (847.83) | (983.92) | (664.57) | (1,831.74) | (1,438.52) | (3,058.76) |
| VI Share of (loss)/profit of associates and joint ventures | (2.04) | (1.46) | 0.10 | (3.50) | (1.11) | (3.97) |
| VII Loss before exceptional items and tax (V+VI) | (849.87) | (985.38) | (664.47) | (1,835.24) | (1,439.63) | (3,062.73) |
| VIII Exceptional items | - | - | - | - | - | 80.51 |
| IX Loss before tax (VII-VIII) | (849.87) | (985.38) | (664.47) | (1,835.24) | (1,439.63) | (3,143.24) |
| (1) Current tax | 15.46 | 10.57 | 45.61 | 26.03 | 71.98 | 138.85 |
| (2) Deferred tax | (25.68) | (24.86) | (28.53) | (50.54) | (56.92) | (127.69) |
| X Total tax expense (1+2) | (10.22) | (14.29) | 17.08 | (24.51) | 15.06 | 11.16 |
| XI Loss for the period (IX-X) | (839.65) | (971.09) | (681.55) | (1,810.73) | (1,454.69) | (3,154.40) |
| XII Other comprehensive income: | | | | | | |
| Items that will not be reclassified to profit or loss | 1.41 | 1.41 | 0.80 | 2.82 | 1.60 | 8.79 |
| Income tax relating to items that will not be reclassified to profit or loss | - | - | - | - | - | - |
| Total comprehensive loss for the period | (838.24) | (969.68) | (680.75) | (1,807.91) | (1,453.09) | (3,145.61) |
| Net loss attributable to: | | | | | | |
| A Owners of the parent | (789.75) | (875.32) | (660.50) | (1,665.07) | (1,390.24) | (2,799.85) |
| B Non-controlling interest | (49.90) | (95.77) | (21.05) | (145.66) | (64.45) | (354.55) |
| Other comprehensive loss attributable to: | | | | | | |
| A Owners of the parent | 1.06 | 1.07 | 0.57 | 2.13 | 1.14 | 6.14 |
| B Non-controlling interest | 0.35 | 0.34 | 0.23 | 0.69 | 0.46 | 2.65 |
| Total comprehensive loss attributable to: | | | | | | |
| A Owners of the parent | (788.69) | (874.25) | (659.93) | (1,662.94) | (1,389.10) | (2,793.69) |
| B Non-controlling interest | (49.55) | (95.43) | (20.82) | (144.97) | (63.99) | (351.90) |
| XIII Paid-up equity share capital (Face value ₹ 1/- per share) | 872.05 | 872.05 | 872.05 | 872.05 | 872.05 | 872.05 |
| XIV Other equity | | | | | | (8,631.59) |
| XV Loss per equity share (of ₹ 1/- each) | | | | | | |
| -Basic and diluted | (0.96) | (1.11) | (0.78) | (2.08) | (1.67) | (3.62) |

See accompanying notes to the financial results





| Consolidated Cash Flow Statement | (₹ in million) | |
|--|---|---|
| | Six months ended 30 September 2023 (Unaudited) | Six months ended 30 September 2022 (Unaudited) |
| A. CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Loss before tax | (1,835.24) | (1,439.63) |
| Adjustment for: | | |
| Depreciation and amortisation expenses | 1,437.97 | 1,568.74 |
| Interest income on bank deposits | (19.63) | (28.01) |
| Excess provisions written back | (10.75) | (78.00) |
| Share of loss of associates and joint ventures | 3.50 | 1.11 |
| (Profit)/loss on sale of property, plant and equipment, and other intangible assets (net) | (0.56) | 9.99 |
| Interest expense for borrowings at amortised cost | 477.44 | 550.66 |
| Interest expense on lease liabilities | 1.27 | 1.02 |
| Bad debts written off | 0.66 | 3.37 |
| Unrealised foreign exchange gain/(loss) | 1.46 | (0.41) |
| Expected credit losses on trade receivables | 74.47 | 67.95 |
| Operating profit before working capital changes | 130.59 | 656.80 |
| Adjustments for movement in: | | |
| Trade receivables | (273.03) | (155.12) |
| Other financial assets | (142.19) | (93.64) |
| Other current and non-current assets | (72.95) | 38.28 |
| Inventories | 3.01 | 3.06 |
| Other financial liabilities | 2.26 | (3.97) |
| Provisions | 4.52 | 60.74 |
| Other current and non-current liabilities | (62.24) | 20.63 |
| Trade payables | 2,103.39 | 395.85 |
| Cash generated from operations | 1,693.36 | 922.64 |
| Income taxes (paid) | (124.50) | (121.98) |
| Net cash flows generated from operating activities | 1,568.86 | 800.65 |
| B. CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment, and intangibles assets | (224.15) | (228.00) |
| Proceeds from sale of property, plant and equipment | 0.73 | 4.31 |
| Purchase of investments/proceeds from sale of investments (non-current, financial assets) | (561.70) | 114.87 |
| Interest received on bank deposits | 36.68 | 27.46 |
| Maturity/ investment in bank deposits | 379.80 | (164.80) |
| Maturity of bank and margin money deposits (net) | 262.38 | 3.49 |
| Net cash flow used in investing activities | (106.26) | (242.67) |
| C. CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Movement in borrowings(net) | (1,345.08) | (372.81) |
| Payment of lease liabilities | (7.83) | (4.88) |
| Interest paid | (4.10) | (78.71) |
| Net cash flow used in financing activities | (1,357.01) | (456.40) |
| Net increase in cash and cash equivalents | 105.59 | 101.58 |
| Cash and cash equivalents at the beginning of the period | 1,028.31 | 563.21 |
| Cash and cash equivalents at the end of the period | 1,133.90 | 664.79 |
| Notes : | | |
| a. Cash and cash equivalents include: | | |
| Cash on hand | 26.49 | 48.06 |
| Balances with banks on current accounts | 1,004.54 | 466.06 |
| Cheques and drafts on hand | 24.71 | 6.63 |
| Deposits with original maturity of upto three months | 78.16 | 144.04 |
| | 1,133.90 | 664.79 |
| 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". | | |

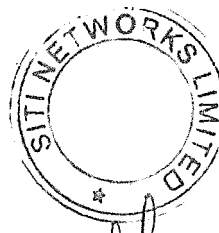


Rohit K. Mehra



Notes:-

- 1 SITI Networks Limited ('the Company' or 'the Holding Company'), its subsidiaries (collectively referred to as 'the Group'), its associates and joint ventures predominantly operate in a single business segment of cable and broadband distribution only in India. The aforesaid is in line with the way operating results are reviewed and viewed by the chief operating decision maker(s) and hence, there are no additional disclosures required to be furnished in terms of Indian Accounting Standard 108 - Operating Segments.
- 2 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.
- 3 The standalone and consolidated financial results for the quarter and six months ended 30 September 2023 have been prepared and signed by 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.
- 4 The above results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and as per the presentation requirements of SEBI Circular CIR/CFD/FAC/62/2016 dated 05 July 2016 and other accounting principles generally accepted in India.
- 5 The Statutory Auditors have expressed disclaimer of conclusion in the limited review report in respect of the standalone and consolidated financial results for the quarter and six months ended 30 September 2023.
- 6 The Company has incurred a net loss (including other comprehensive income) of ₹ 710.99 million and ₹ 1,548.05 million during the quarter and six months ended 30 September 2023 respectively, and as of that date, the Company's accumulated losses amount to ₹ 27,970.89 million resulting in a negative net worth of ₹ 11,035.54 million and its current liabilities exceeded its current assets by ₹ 16,082.49 million resulting in negative working capital.
Further, the Group has incurred a net loss of (including other comprehensive income) ₹ 838.24 million and ₹ 1,807.91 million during the quarter and six months ended 30 September 2023 respectively, and as of that date, the Group's accumulated losses amount to ₹ 26,354.96 million resulting in a negative net worth of ₹ 9,421.85 million and its current liabilities exceeded its current assets by ₹ 15,730.03 million resulting in negative working capital.
Accordingly, there exists a material uncertainty about the Company's/ Group's ability to continue as a going concern since the future of the Company/ Group 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 and consolidated financial information has been prepared assuming going concern basis of accounting, although there exists material uncertainty about the Company's/ Group's ability to continue as going concern since the same is dependent upon the successful implementation of a resolution plan approved by NCLT.
- 7 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, 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, employees and other creditors have submitted claims amounting to ₹ 8,118.50 million as on 10 August 2023, out of which ₹ 5,672.28 million have been admitted by the Resolution Professional.
- 8 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, 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 outcome of the meeting and the same was released by them as public announcement.
- 9 During the six months ended 30 September 2023, 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.
- 10 As on 30 September 2023, the Company and some of its subsidiaries has defaulted in repayment of bank loans and accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The 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.
- 11 Exceptional items in the standalone financial results include the following:
 - a) During the quarter ended 30 June 2023 and six months ended 30 September 2023, diminution in the value of investments in subsidiaries amounting to ₹ 53.20 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.The total impact of 11 (a) and (b) above on the standalone financial results for the quarter ended 30 June 2023 and six months ended 30 September 2023 amounts to ₹ 53.20 million and for year ended 31 March 2023 amounts to ₹ 346.20 million. However there was no exceptional items in quarter and six months ended 30 September 2022 and quarter ended 30 September 2023.
- 12 Exceptional items in the consolidated financial results include the following:
 - a) 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 as well as old advances written off, in respect of two subsidiaries, amounting to ₹ 60.71 million.The total impact of 12 (a) above on the consolidated financial results for the quarter ended 30 September 2023, quarter ended 30 June 23 and quarter ended 30 September 2022 and six months ended 30 September 2023 and 2022 and year ended 31 March 2023 amounts to ₹ Nil million, ₹ Nil million, ₹ Nil million, ₹ Nil million, ₹ Nil million and ₹ 80.51 million respectively.



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- 13 For the quarter ended 30 June 2023, for quarter and six months ended 30 September 2023, for quarter and six months ended 30 September 2022 and for year ended 31 March 2023, the 'Subscription income' included in the 'Revenue from operations' in these financial results, 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 results. The said amounts are ₹ 898.92 million, ₹ 759.57 million, ₹ 1,658.49 million, ₹ 839.54 million, ₹ 1,630.50 million and ₹ 3,284.54 million for quarter ended 30 June 2023, for quarter and six months ended 30 September 2023, for quarter and six months ended 30 September 2022 and for year ended 31 March 2023 respectively in the standalone financial results and ₹ 2,087.67 million, ₹ 1,960.68 million, ₹ 4,048.35 million, ₹ 1,860.97 million, ₹ 3,656.75 million and ₹ 7,387.76 million for quarter ended 30 June 2023, for quarter and six months ended 30 September 2023, for quarter and six months ended 30 September 2022 and for year ended 31 March 2023 respectively in the consolidated financial results.

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 ₹ 898.92 million, ₹ 759.57 million, ₹ 1,658.49 million, ₹ 839.54 million, ₹ 1,630.50 million and ₹ 3,284.54 million for quarter ended 30 June 2023, for quarter and six months ended 30 September 2023, for quarter and six months ended 30 September 2022 and for year ended 31 March 2023 respectively in the standalone financial results and ₹ 2,087.67 million, ₹ 1,960.68 million, ₹ 4,048.35 million, ₹ 1,860.97 million, ₹ 3,656.75 million and ₹ 7,387.76 million for quarter ended 30 June 2023, for quarter and six months ended 30 September 2023, for quarter and six months ended 30 September 2022 and for year ended 31 March 2023 respectively in the consolidated financial results. However, there would not have been any impact on the net loss for the respective quarters and year ended in both the standalone and consolidated financial results.

- 14 The consolidated financial results includes the interim financial results of one subsidiary (Siti Broadband Services Private Limited), which have been signed by the Board of Directors (Power Suspended) but have not been reviewed by their auditors and have not been approved/signed by the Resolution Professional appointed for this subsidiary under CIRP process by an order dated 31 October 2023 of NCLT, Delhi, whose financial information included in the consolidated financial information of the Group reflects total assets of ₹ 399.08 million as at 30 September 2023, total revenues of ₹ 138.57 million and ₹ 274.28 million, total net loss after tax of ₹ 35.14 million and ₹ 73.02 million, and total comprehensive loss of ₹ 35.14 million and ₹ 73.02 million for the quarter and six months ended on 30 September 2023 respectively, and cash flows (net) of ₹ 51.92 million for the six months ended 30 September 2023.

- 15 (a) IndusInd Bank Limited has filed application under Recovery of Debt and Bankruptcy Act 1993 against the Company before Debt Recovery Tribunal ('DRT'), Lucknow for recovery of its outstanding loans of ₹ 1,488.29 million on 05 August 2022. Pleadings have already been completed by the parties. This matter is pending for arguments on admission. The next date of hearing is yet to be fixed by the Tribunal.

Further, IDBI Bank Limited has filed application under Recovery of Debt and Bankruptcy Act 1993 against the Company before Debt Recovery Tribunal, Delhi for recovery of its outstanding loans of ₹ 1,639.22 million on 28 November 2022. Pleadings have already been completed. The next date of hearing is fixed on 29 February 2024 before Registrar for exhibition of documents by the parties.

(b) The 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 Company's network. TDSAT has passed an interim order pursuant to which, the Company has agreed to deposit an amount of ₹ 400.00 million with The Registrar, TDSAT, New Delhi. The next date of hearing is on 9 April 2024 for filing fresh vakalatnama on behalf of IRP appointed by Hon'ble NCLT Mumbai and further proceedings.

(c) The Company has filed a petition before Hon'ble Telecom Disputes Settlement and Appellate Tribunal ('TDSAT') New Delhi for restoration of signals of Star India Ltd on the Company's network. TDSAT has passed an interim order pursuant to which the Company has agreed to deposit an amount of ₹ 140.00 million with The Registrar, TDSAT, New Delhi. The next date of hearing is on 16 April 2024 for filing fresh vakalatnama on behalf of IRP appointed by Hon'ble NCLT Mumbai and further proceedings.

(d) Aditya Birla Finance Limited ('ABFL') had filed statement of claim 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 million with the Registry, Delhi High Court and has been adjusted against the net amount payable to Zee Entertainment Enterprises Limited ('ZEEL'). The Sole Arbitrator has passed an order placing some restrictions on the payments to be made to ZEEL 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. The main Arbitration case will be heard by the Sole Arbitrator, against the Respondent 2 and 3 i.e. ZEEL and Essel Corporate LLP.

(e) 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 in which ZEEL has provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEL stands subrogated in place of IndusInd 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 Objection Certificate dated 8 January 2024 confirming receipt of all dues from ZEEL as per the Settlement Agreement. As a result, ZEEL stands subrogated in place of SCB vis a vis Company as per the applicable laws.

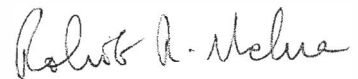
(f) A petition filed by Axis Bank against the Company U/s 7 of IBC for non-payment of loan amount of Rs. 2,322.59 million before NCLT Mumbai, has been discussed by the NCLT, Mumbai, vide its order dated 25 August 2023, on the ground of non-maintainable as having become infructuous due to admission of the Company under CIRP by the NCLT, Mumbai vide its order dated February 22, 2023 considering the petition filed by IndusInd Bank against the Company.

(g) 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.

(h) Aditya Birla Finance Limited has filed an application against one of the subsidiary, Siti Jind Digital Media Communications Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that Holding Company has defaulted in making repayment of term loan. The NCLT vide its order dated 29 January 2024 has reserved the order for pronouncement.

- 16 Previous period figures have been re-grouped / reclassified wherever necessary to conform to current period's classification.

For Siti Networks Limited

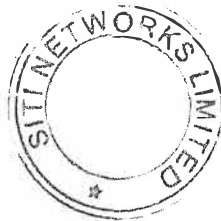


Rohit Mehra

Resolution Professional

Registration No:IBBI/IPA-001/IP-P00799/2017-18/11374

Place : Mumbai
Date : 12 February 2024



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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Financial Results of SITI Networks Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Resolution Professional of SITI Networks Limited (a Company under CIRP vide NCLT order dated 22 February 2023)

1. We were engaged to review the accompanying statement of standalone unaudited financial results ('the Statement') of SITI Networks Limited ('the Company') for the quarter and the six months ended 30 September 2023 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Hon'ble National Company Law Tribunal, 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.

As described in note no. 2 and note no. 3 to the Statement, the management of the affairs of the Company and power of the Board of Directors are now vested with the Resolution Professional and the Statement is being signed by the Resolution Professional in exercise of such powers.

3. The Statement, which is the responsibility of the Company's Management has been approved by the Resolution Professional and the Chief Executive Officer, in accordance with the accounting principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.



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Scope of review

4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We draw attention to the below mentioned points in paragraph 5 below pertaining to various elements of the Statement that may require necessary adjustments/ disclosures in the Statement 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 Statement for the quarter and six months ended 30 September 2023. 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 conclusion on the attached Statement of the Company.

Basis for Disclaimer of Conclusion

5. (i) As described in note 10 to the accompanying Statement, the Company has 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 Company has 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.

Our report on the standalone financial results for the quarter and year ended 31 March 2023 was qualified, and for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(ii) Further, as described in note 7 to the accompanying Statement, the financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 12 January 2024, out of which ₹ 11,292.65 million have been admitted by the RP. The corresponding balance of such borrowings as on 30 September 2023 is ₹ 11,074.53 million in the books of accounts. In absence of reconciliations of the balances as per the claims made 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 financial information for the quarter and six months ended 30 September 2023.

Our report on the standalone financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.



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(iii) As described in note 8 to the accompanying statement, we have not been provided with certain information including the minutes of meetings of the Committee of Creditors (CoC) and Monitoring Committee, 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 Statement including recognition, measurement and disclosures, that may arise has we been provided access to above-mentioned information.

Our report on the standalone financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(iv) As described in note 7 to the accompanying Statement, the operational creditors, employees and other creditors have submitted claims amounting to ₹ 8,118.50 million as on 12 January 2024, out of which ₹ 5,672.28 million have been admitted by the RP. In absence of reconciliations of the balances as per the claims made 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 financial information for the quarter and six months ended 30 September 2023.

Our report on the standalone financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(v) As described in note 6 to the accompanying Statement, which indicates that the Company has incurred a net loss (including other comprehensive income) of ₹ 710.99 million and ₹ 1,548.05 million during the quarter and six months ended 30 September 2023 respectively, and as of that date, the Company's accumulated losses amount to ₹ 27,970.89 million resulting in a negative net worth of ₹ 11,035.54 million and its current liabilities exceeded its current assets by ₹ 16,082.49 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. 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.

Our report on the standalone financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(vi) As described in note 13 to the accompanying Statement, 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 ₹ 759.57 million and ₹ 1,658.49 million for the quarter and six



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months ended 30 September 2023 respectively, while there would have been no impact on the net loss for the quarter and six months ended 30 September 2023.

Our report on the standalone financial results for the quarter and year ended 31 March 2023 and for the quarter and six months ended 30 September 2022 was qualified, and for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(vii) The Company's 'Revenue from operations' includes revenue from placement services from broadcasters amounting to ₹ 52.92 million for the quarter and six months ended 30 September 2023, which is not in accordance with the requirements of Ind AS 115, 'Revenue from contracts with customers. We have not been provided details as to how the placement services income meets the revenue recognition criteria in accordance with the requirements of Ind AS 115 and accordingly, in absence of such workings and other sufficient appropriate audit evidence, we are unable to comment upon the impact of such revenue on the financial information for the quarter and six months ended 30 September 2023.

Disclaimer of Conclusion

6. In view of the nature the matters described in the paragraph 5, 'Basis of Disclaimer of Conclusion'; above for which absence of sufficient and appropriate audit evidence has resulted in limitation of work and the consequent adjustments not being determined, we are unable to state whether the accompanying statement has been prepared in accordance with the recognition and measurement principles laid down in the relevant Indian Accounting Standards and other accounting principles generally accepted in India, or that the Statement discloses the information required to be disclosed in terms of Regulation 33 of the listing Regulations including the manner in which it is to be disclosed, or that it contains material misstatement. Thus, we do not express a conclusion on the accompanying financial results.

For DNS & Associates

Chartered Accountants

Firm Registration No: 006956C



Ankit Marwaha

Partner

Membership No.: 518749

UDIN: 24518749BKHIIIO7783

Place: Noida

Date: 12 February 2024

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Financial Results of Siti Networks Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Resolution Professional of SITI Networks Limited (a Company under CIRP vide NCLT order dated 22 February 2023)

1. We were engaged to review the accompanying statement of unaudited consolidated financial results ('the Statement') 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 (refer Annexure 1 for the list of subsidiaries, associates and joint ventures included in the Statement) for the quarter and six months ended 30 September 2023 being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench admitted petition for initiation of Corporate Insolvency Resolution Process (CIRP) against Holding Company under Section 7 of the Insolvency and Bankruptcy Code 2016 filed by the Financial Creditor vide order dated 22 February 2023 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 the National Company Law Appellate Tribunal (NCLAT). The NCLAT vide its order dated 07 March 2023 stayed the operation of the Admission Order. The appeal filed was subsequently dismissed by the NCLAT 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.

As described in note no. 2 and note no. 3, the management of the affairs of the Holding Company and power of the Board of Directors are now vested with Resolution Professional and the Statement is being signed by the Resolution Professional in exercise of such powers.

3. The Statement, which is the responsibility of the Company's Management is being approved by the Resolution Professional and the Chief Executive Officer, in accordance with the accounting principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.



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Scope of review

4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143 (10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

We draw attention to the matters stated in paragraph 5 below pertaining to various elements of the Statement that may require necessary adjustments/ disclosures in the Statement including but not limited to an impact on the Group's ability to continue as a going concern and these adjustments when made, may have material and pervasive impact on the outcome of the Statement for the quarter and six months ended 30 September 2023. Accordingly, pending these adjustments, including the matters mentioned below and unavailability of sufficient and appropriate evidence in respect of these matters, we are unable to express our conclusion on the attached Statement.

Basis for Disclaimer of Conclusion

5. (i) As described in note 10 to the accompanying Statement, the Holding Company and some of its subsidiaries has 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 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.

Our report on the consolidated financial results for the quarter and year ended 31 March 2023 was qualified, and for the quarter ended 30 June 2023 had a disclaimer of conclusion with respect to the matter stated above.

(ii) Further, as described in note 7 to the accompanying Statement, the financial creditors have submitted claims amounting to ₹ 12,060.33 million as on 12 January 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 30 September 2023 is ₹ 11,074.53 million. In absence of reconciliations of the balances as per the claims made, claims admitted and the



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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 financial information for the quarter and six months ended 30 September 2023.

Our report on the consolidated financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(iii) As described in note 8 to the accompanying statement, we have not been provided with certain information including the minutes of meetings of the Committee of Creditors (CoC) and Monitoring Committee, 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 Statement including recognition, measurement and disclosures, that may arise has we been provided access to above-mentioned information.

Our report on the consolidated financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(iv) As described in note 7 to the accompanying Statement, the operational creditors, employees and other creditors of the Holding Company have submitted claims amounting to ₹ 8,118.50 million as on 12 January 2024, out of which ₹ 5,672.28 million have been admitted by the RP. In absence of reconciliations of the balances as per the claims made 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 financial information for the quarter and six months ended 30 September 2023.

Our report on the consolidated financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(v) We draw attention to note 6 to the accompanying Statement, which indicates that the Group has incurred a net loss of (including other comprehensive income) ₹ 838.24 million and ₹ 1,807.91 million during the quarter and six months ended 30 September 2023 respectively, and as of that date, the Group's accumulated losses amount to ₹ 26,354.96 million resulting in a negative net worth of ₹ 9,421.85 million and its current liabilities exceeded its current assets by ₹ 15,730.03 million resulting in negative working capital. As at 30 September 2023, there are delays/ defaults in repayment of obligations and borrowings. Further, the Holding Company is already under Corporate Insolvency Resolution Process (CIRP). 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 the 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



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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.

Our report on the consolidated financial results for the quarter ended 30 June 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(vi) As described in note 13 to the accompanying Statement, 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 ₹ 1,960.68 million and ₹ 4,048.35 million for the quarter and six months ended 30 September 2023 respectively, while there would have been no impact on the net loss for the quarter and six months ended 30 September 2023.

Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated 12 January 2024, 12 January 2024, 12 January 2024, 12 January 2024, 16 January 2024 and 12 January 2024 respectively on the quarterly financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttaranchal Communication Private Limited, Siti Jind Digital Media Communications Private Limited, Indian Cable Net Company Limited, Siti Vision Digital Media Private Limited, Siti Siri Digital Network Private Limited, Central Bombay Cable Network Limited, and Siti Saistar Digital Media 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 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 costs' each would have been lower by ₹ 1,202.02 million and ₹ 2,392.05 million for the quarter and six months ended 30 September 2023 respectively, while there would have been no impact on the net loss for the quarter and six months ended 30 September 2023.

Our report on the consolidated financial results for the quarter and year ended 31 March 2023 and for the quarter and six months ended 30 September 2022 was qualified, and for the quarter ended 30 June 2023 had a disclaimer of conclusion with respect to the matter stated above.

(vii) The Holding Company's 'Revenue from operations' includes revenue from placement services from broadcasters amounting to ₹ 52.92 million for the quarter and six months ended 30 September 2023, which is not in accordance with the requirements of Ind AS 115, 'Revenue from contracts with customers. We have not been provided details as to how the placement



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services income meets the revenue recognition criteria in accordance with the requirements of Ind AS 115 and accordingly, in absence of such workings and other sufficient appropriate audit evidence, we are unable to comment upon the impact of such revenue on the financial information for the quarter and six months ended 30 September 2023.

(viii) As described in note 14 in the accompanying statement, the consolidated financial results includes the interim financial results of one subsidiary (Siti Broadband Services Private Limited), which have been signed by the Board of Directors (Power Suspended) but have not been reviewed by their auditors and have not been approved/signed by the Resolution Professional appointed for this subsidiary under CIRP process by an order dated 31 October 2023 of NCLT, Delhi, whose financial information included in the consolidated financial information of the Group reflects total assets of ₹ 399.08 million as at 30 September 2023, total revenues of ₹ 138.57 million and ₹ 274.28 million, total net loss after tax of ₹ 35.14 million and ₹ 73.02 million, and total comprehensive loss of ₹ 35.14 million and ₹ 73.02 million for the quarter and six months ended on 30 September 2023 respectively, and cash flows (net) of ₹ 51.92 million for the six months ended 30 September 2023, as considered in the Statement. These interim 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.

Disclaimer for Conclusion

6. In the view of the nature of the matters described in paragraph 5, 'Basis of Disclaimer of Conclusion', for which absence of sufficient and appropriate audit evidence has resulted in limitation of work and the consequent adjustments not being determined, we are unable to state whether the accompanying Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, or that the Statement discloses the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement. Thus, we do not express a conclusion on the accompanying Statement.

Other Matters

7. We did not review the interim financial results of twenty subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 9,732.39 million as at 30 September 2023, total revenues of ₹ 2,290.41 million and ₹ 4,451.82 million, total net loss after tax of ₹ 135.64 million and ₹ 388.11 million, and total comprehensive loss of ₹ 134.77 million and ₹ 386.38 million for the quarter and six months ended on 30 September 2023 respectively, and cash flows (net) of ₹ 646.98 million for the six months ended 30 September 2023, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 2.04 million and ₹ 3.50 million, and total comprehensive loss of ₹ 2.04 million and ₹ 3.50 million for the quarter and six months ended 30 September 2023, as considered in the



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Statement, in respect of one associate and two joint ventures, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, 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 review reports of such other auditors and the procedures performed by us as stated in paragraph 4 above.

8. As stated in paragraph 7 above, we have been provided with reports from other auditors on the the interim financial results for the quarter and six months ended 30 September 2023 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 review reports of such other auditors and the procedures performed by us as stated in paragraph 4 above. 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 Unaudited Quarterly Financial Results and Year to Date Financial Results of Siti Networks Limited for the quarter and six months ended 30 September 2023. 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.

9. **Emphasis of Matter**

(i) We draw attention to note 15(g) which indicates 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 conclusion in this report is not modified in respect of this matter.



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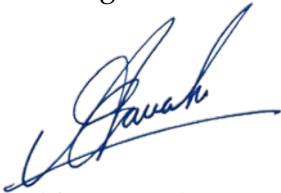
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(ii) We draw attention to note 15(h) which indicates Aditya Birla Finance Limited has filed an application against one of the subsidiary, Siti Jind Digital Media Communications Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that Holding Company has defaulted in making repayment of term loan. The NCLT vide its order dated 29 January 2024 has reserved the order for pronouncement. Our conclusion in this report is not modified in respect of this matter.

For DNS & Associates

Chartered Accountants

Firm Registration No: 006956C



Ankit Marwaha

Partner

Membership No. 518749

UDIN: 24518749BKHIIIP4257

Place: Noida

Date: 12 February 2024

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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 | Subsidiary Company |
| Meghbela Infitel 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 |

