



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

May 10, 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 third quarter of financial year 2023-24 and nine months ended on December 31, 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 third quarter of the financial year 2023-24 and nine months ended on December 31, 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 third quarter of the financial year 2023-24 and nine months ended on December 31, 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

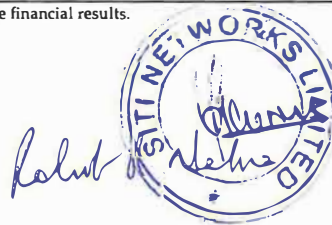
Company Secretary and Compliance Officer
Membership No. ACS 14390





Particulars		Statement of standalone unaudited financial results for the quarter and Nine months ended 31 December 2023					
		Quarter ended 31 December 2023	Quarter ended 30 Sep 2023	Quarter ended 31 December 2022	Nine months ended 31 December 2023	Nine months ended 31 December 2022	Year ended 31 March 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I	Revenue from operations	1,032.39	941.77	1,290.09	3,147.44	3,961.77	5,311.51
II	Other income	8.83	13.57	72.13	24.01	151.80	196.58
III	Total revenue (I+II)	1,041.22	955.34	1,362.22	3,171.45	4,113.57	5,508.09
IV	Expenses						
	Purchases of stock-in-trade	-	0.14	1.09	2.47	7.52	10.08
	Pay channel costs	716.30	759.57	858.74	2,374.79	2,489.24	3,284.54
	Employee benefits expense	52.98	54.92	64.42	164.40	199.98	260.76
	Finance costs	220.15	220.29	261.33	691.61	806.14	1,063.03
	Depreciation and amortisation expenses	316.58	351.13	399.07	1,057.07	1,248.14	1,890.32
	Other expenses	344.64	280.83	425.75	986.50	1,301.64	1,641.99
	Total expenses (IV)	1,650.65	1,666.88	2,010.40	5,276.84	6,052.66	8,150.72
V	Loss before exceptional items and tax (III-IV)	(609.43)	(711.54)	(648.18)	(2,105.39)	(1,939.09)	(2,642.63)
VI	Exceptional items	-	-	-	53.20	-	346.20
VII	Loss before tax (V-VI)	(609.43)	(711.54)	(648.18)	(2,158.59)	(1,939.09)	(2,988.83)
	Tax expense						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax	-	-	-	-	-	-
VIII	Total tax expense (1+2)	-	-	-	-	-	-
IX	Loss for the period (VII-VIII)	(609.43)	(711.54)	(648.18)	(2,158.59)	(1,939.09)	(2,988.83)
X	Other comprehensive income:						
	Items that will not be reclassified to profit or loss	0.55	0.55	0.23	1.64	0.68	2.19
	Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
XI	Total comprehensive loss (IX+X)	(608.88)	(710.99)	(647.95)	(2,156.95)	(1,938.41)	(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	(0.70)	(0.82)	(0.74)	(2.48)	(2.22)	(3.43)

See accompanying notes to the financial results.





Statement of consolidated unaudited financial results for the quarter and six months ended 31 December 2023		(₹ in million except per share data)					
Particulars	Quarter ended 31 December 2023	Quarter ended 30 September 2023	Quarter ended 31 December 2022	Nine months ended 31 December 2023	Nine months ended 31 December 2022	Year ended 31 March 2023	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
I Revenue from operations	3,226.61	3,121.15	3,354.59	9,567.52	10,078.02	13,453.49	
II Other income	37.33	34.30	101.97	96.01	217.80	346.84	
III Total revenue (I+II)	3,263.94	3,155.45	3,456.56	9,663.53	10,295.82	13,800.33	
IV Expenses							
Purchases of stock-in-trade	2.38	0.12	-	2.57	-	-	
Pay channel costs	1,929.24	1,960.68	1,892.68	5,977.59	5,549.42	7,387.76	
Employee benefits expense	156.74	151.22	163.64	461.97	494.67	672.27	
Finance costs	244.51	247.13	284.43	765.53	874.23	1,154.71	
Depreciation and amortisation expenses	630.60	696.53	752.01	2,068.56	2,320.75	3,443.79	
Other expenses	1,011.59	947.60	1,042.73	2,930.18	3,174.17	4,200.56	
Total expenses (IV)	3,975.06	4,003.28	4,135.49	12,206.40	12,413.24	16,859.09	
V Loss for the period before tax and share of loss in associates and joint ventures and exceptional items (III-IV)	(711.12)	(847.83)	(678.93)	(2,542.87)	(2,117.42)	(3,058.76)	
VI Share of (loss)/profit of associates and joint ventures	(2.23)	(2.04)	(1.12)	(5.73)	(2.24)	(3.97)	
VII Loss before exceptional items and tax (V+VI)	(713.35)	(849.87)	(680.05)	(2,548.60)	(2,119.66)	(3,062.73)	
VIII Exceptional items	-	-	-	-	-	80.31	
IX Loss before tax (VII-VIII)	(713.35)	(849.87)	(680.05)	(2,548.60)	(2,119.66)	(3,143.24)	
(1) Current tax	30.44	15.46	33.27	56.47	105.25	138.85	
(2) Deferred tax	(14.80)	(25.68)	(23.42)	(65.35)	(80.35)	(127.69)	
X Total tax expense (1+2)	15.64	(10.22)	9.85	(8.88)	24.90	11.16	
XI Loss for the period (IX-X)	(728.99)	(839.64)	(689.90)	(2,539.72)	(2,144.56)	(3,154.40)	
XII Other comprehensive income:							
Items that will not be reclassified to profit or loss	1.41	1.41	0.80	4.23	2.40	8.79	
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	
Total comprehensive loss for the period	(727.58)	(838.24)	(689.10)	(2,535.49)	(2,142.16)	(3,145.61)	
Net loss attributable to:							
A Owners of the parent	(550.67)	(789.75)	(644.59)	(2,361.40)	(2,034.81)	(2,799.85)	
B Non-controlling interest	(178.32)	(49.90)	(45.31)	(178.32)	(109.75)	(354.55)	
Other comprehensive loss attributable to:							
A Owners of the parent	0.38	1.06	0.57	3.21	1.71	6.14	
B Non-controlling interest	1.03	0.35	0.23	1.03	0.69	2.65	
Total comprehensive loss attributable to:							
A Owners of the parent	(550.29)	(788.69)	(644.02)	(2,358.20)	(2,033.10)	(2,793.69)	
B Non-controlling interest	(177.29)	(49.55)	(45.08)	(177.29)	(109.06)	(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	(0.84)	(0.96)	(0.79)	(2.91)	(2.46)	(3.62)	

See accompanying notes to the financial results

Signature
 SITI NETWORKS LIMITED

Signature
 DMS & ASSOCIATES
 Chartered Accountants

**SITI NETWORKS LIMITED**

Regd. Office: Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, P. B. Marg, Worli, Mumbai-400013
Website: www.sitinetworks.com CIN L64200MH2006PLC160733

- 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.
- 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. Applications have been filed by broadcasters before NCLT for payment of their fee during moratorium. These applications are pending adjudication.
- 3 The standalone and consolidated financial results for the quarter and nine months ended 31 December 2023 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.
- 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 nine months ended 31 December 2023.
- 6 The Company has incurred a net loss (including other comprehensive income) of ₹ 608.88 million and ₹ 2,156.95 million during the quarter and Nine months ended 31 December 2023 respectively, and as of that date, the Company's accumulated losses amount to ₹ 28,579.78 million resulting in a negative net worth of ₹ 11,644.44 million and its current liabilities exceeded its current assets by ₹ 17,185.19 million resulting in negative working capital.
- Further, the Group has incurred a net loss of (including other comprehensive income) ₹ 727.58 million and ₹ 2,535.49 million during the quarter and nine months ended 31 December 2023 respectively, and as of that date, the Group's accumulated losses amount to ₹ 27,050.26 million resulting in a negative net worth of ₹ 10,114.95 million and its current liabilities exceeded its current assets by ₹ 16,687.48 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 ₹ 31,120.57 million as on 10 August 2023, out of which ₹ 7,005.65 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, 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.
- 9 During the nine months ended 31 December 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.
- 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.
- 10 As on 31 December 2023, the 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 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 and nine months ended 31 December 2023, diminution in the value of investments in subsidiaries amounting to nil and ₹ 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 nine months ended 31 December 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 ended 31 December 2023 and quarter ended 31 December 2023 and nine months ended 31 December 2022.
- 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 31 December 2023, quarter ended 30 September 23 and quarter ended 31 December 2022 and nine months ended 31 December 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.
- 13 For the quarter ended 31 December 2023, for quarter and nine months ended 31 December 2023, for quarter and nine months ended 31 December 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 ₹ 716.30 million, ₹ 759.57 million, ₹ 858.74 million, ₹ 2,374.79 million, ₹ 2,489.24 million and ₹ 3,284.54 million for quarter ended 31 December 2023, for quarter and nine months ended 31 December 2023, for quarter and nine months ended 31 December 2022 and for year ended 31 March 2023 respectively in the standalone financial results and ₹ 1,929.24 million, ₹ 1,960.68 million, ₹ 1,892.68 million, ₹ 5,977.60 million, ₹ 5,549.42 million and ₹ 7,387.76 million for quarter ended 31 December 2023, for quarter and nine months ended 31 December 2023, for quarter and nine months ended 31 December 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 ₹ 716.30 million, ₹ 759.57 million, ₹ 858.74 million, ₹ 2,374.79 million, ₹ 2,489.24 million and ₹ 3,284.54 million for quarter ended 31 December 2023, for quarter and nine months ended 31 December 2023, for quarter and nine months ended 31 December 2022 and for year ended 31 March 2023 respectively in the standalone financial results and ₹ 1,929.24 million, ₹ 1,960.68 million, ₹ 1,892.68 million, ₹ 5,977.59 million, ₹ 5,549.42 million and ₹ 7,387.76 million for quarter ended 31 December 2023, for quarter and nine months ended 31 December 2023, for quarter and nine months ended 31 December 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 is undergoing Corporate Insolvency Resolution Process by an order dated 31 October 2023. The interim Financial results have been signed by the Board of Directors of the subsidiary (Power Suspended) and have not been reviewed by their auditors or approved/signed by the Resolution Professional appointed for this subsidiary. The financial information of the subsidiary included in the consolidated financial statements of the Group reflect total assets of ₹ 398.45 million as at 31 December 2023, total revenues of ₹ 133.44 million and ₹ 407.72 million, total net loss after tax of ₹ 36.03 million and ₹ 109.05 million, and total comprehensive loss of ₹ 35.78 million and ₹ 108.64 million for the quarter and nine months ended on 31 December 2023 respectively. The balances pertaining to this subsidiary in the standalone books of the Holding Company amount to balances receivable (net) of ₹ 115.95 million (provision ₹ 115.95 million) and investments amounting to ₹ 0.1 million as on 31 December 2023.
- 15 The consolidated financial results includes the interim financial results 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 interim Financial results have been signed by the Board of Directors of the subsidiary (power suspended) and have not been reviewed by their auditors, whose financial information included in the consolidated financial information of the Group reflects total assets of ₹ 62.13 million as at 31 December 2023, total revenues of ₹ 11.96 million and ₹ 37.56 million, total net loss after tax of ₹ 4.93 million and ₹ 19.27 million, and total comprehensive loss of ₹ 4.93 million and ₹ 19.27 million for the quarter and nine months ended on 31 December 2023 respectively. The balances pertaining to this subsidiary in the standalone books of the Holding Company amount to balances receivable (net) of ₹ 31.74 million (provision ₹ 31.74 million), and investments amounting to ₹ 18.97 million as on 31 December 2023.
- 16 (a) IndusInd Bank Limited has filed application vide no 710 of 2022 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. The DRT has disposed of application vide order dated 18th December 2023. Further, IDBI Bank Limited has filed application vide no 692 of 2022 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 20th May 2024 before Registrar for exhibition of documents by the Respondent no 2 and 3 ZEEEL and Essel Corporate LLP and further proceedings.
- (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 22nd July 2024 for filing rejoinder affidavit on behalf of the RP appointed by Hon'ble NCLT Mumbai and further proceedings. 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,
- (c) The Company has filed a petition before Hon'ble Telecom Disputes Settlement and Appellate Tribunal ('TDSAT') New Delhi from disconnection of channel 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 28th May 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 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 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.
- (e) Zee Entertainment Enterprises Limited ('ZEEEL') 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 ZEEEL has provided the Debt Service Reserve Account ('DSRA guarantee'). As a result, ZEEEL stands subrogated in place of IndusInd vis a vis Company as per the applicable laws. Further, ZEEEL 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 ZEEEL as per the Settlement Agreement. As a result, ZEEEL stands subrogated in place of SCB vis a vis Company as per the applicable laws. The Resolution Professional has admitted the claims of ZEEEL with regard to the dues of the Company to IndusInd Bank and SCB. However, since ZEEEL is a related party of the Company, ZEEEL is not a member of the committee of creditors. An application has been filed by ZEEEL before NCLT, Mumbai regarding its non-inclusion in the CoC and the same is pending.
- (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 dismissed 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 on Siti Vision Digital Media Private Limited.
- 17 Previous period figures have been re-grouped / reclassified wherever necessary to conform to current period's classification.

For SITI NETWORKS Limited

Place : Noida
Date : 10 May 2024



Rohit Mehra
Resolution Professional
Registration No:IBBI/IPA-001/IP-P00799/2017-18/11374

DNS & Associates

Chartered Accountants

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 nine months ended 31 December 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. 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 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.

As described in note no. 2 and note no. 3 to the Statement, 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 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 prepared by the Company and 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



DNS & Associates

Chartered Accountants

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.

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 nine months ended 31 December 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 and for the quarter and nine months ended 31 December 2022 was qualified, and for the quarter ended 30 June 2023 and for the quarter and six months ended 30 September 2023 also had a disclaimer of conclusion with respect to the matter stated above.

- (ii) As described in note 7 to the accompanying 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 corresponding balance of such borrowings as on 31 December 2023 is ₹ 11,406.89 million in the books of accounts. In absence of reconciliations of the balances as per



DNS & Associates

Chartered Accountants

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 nine months ended 31 December 2023.

Our report on the standalone financial results for the quarter ended 30 June 2023 and for quarter and six months ended 30 September 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 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 had we been provided access to above-mentioned information.

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

(iv) As described in note 14 and note 15 to the accompanying Statement, 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 22 March 2024 of NCLT, Delhi respectively. Their financial results have not been reviewed by their auditors and have not been approved/signed by the Resolution Professional appointed for these subsidiaries, although, financial results of Siti Jind Digital Media Communications Private Limited, for the quarter and nine-months ended 31 December 2023, have been approved by its Director (now power suspended). In the absence of such financial results being duly reviewed 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 quarter and nine months ended 31 December 2023.

(v) As described in note 7 to the accompanying Statement, the operational creditors, employees and other creditors have submitted claims amounting to ₹ 31,120.57 million as on 10 August 2023, out of which ₹ 7,005.65 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 nine months ended 31 December 2023.



DNS & Associates

Chartered Accountants

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

(vi) As described in note 6 to the accompanying Statement, which indicates that the Company has incurred a net loss (including other comprehensive income) of ₹ 608.88 million and ₹ 2,156.95 million during the quarter and nine months ended 31 December 2023 respectively, and as of that date, the Company's accumulated losses amount to ₹ 28,579.78 million resulting in a negative net worth of ₹ 11,644.44 million and its current liabilities exceeded its current assets by ₹ 17,185.19 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 and for the quarter and six months ended 30 September 2023 also had a disclaimer of conclusion with respect to the matter stated above.

(vii) 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 ₹ 716.30 million and ₹ 2,374.79 million for the quarter and nine months ended 31 December 2023 respectively, while there would have been no impact on the net loss for the quarter and nine months ended 31 December 2023.

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

(viii) The Company's 'Revenue from operations' includes revenue from marketing services from broadcasters amounting to ₹ 101.67 million and ₹ 154.60 million for the quarter and nine months ended 31 December 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 nine months ended 31 December 2023.



DNS & Associates

Chartered Accountants

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

(ix) As described in note 8 to the accompanying statement, we have been provided with a listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 2 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.

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: 24518749BKHIIQ9338

Place: Noida

Date: 10 May 2024

DNS & Associates

Chartered Accountants

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 nine months ended 31 December 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. 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 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.

As described in note no. 2 and note no. 3, the powers of the board of directors of the Company have been suspended and the management of the affairs of the Holding Company and power of the Board of Directors are now vested with Resolution Professional since 16 August 2023 and the Statement is being signed by the Resolution Professional in exercise of such powers.



DNS & Associates

Chartered Accountants

3. The Statement, which is the responsibility of the Company's Management has been prepared by the Company and has 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.

Scope of review

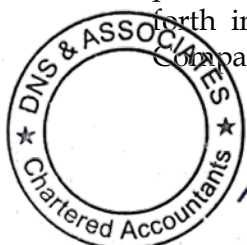
4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information 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 nine months ended 31 December 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.



DNS & Associates

Chartered Accountants

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

(ii) As described in note 7 to the accompanying 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 December 2023 is ₹ 11,406.89 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 financial information for the quarter and nine months ended 31 December 2023.

Our report on the consolidated financial results for the quarter ended 30 June 2023 and for the quarter and six months ended 30 September 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 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 had we been provided access to above-mentioned information.

Our report on the consolidated financial results for the quarter ended 30 June 2023 and for the quarter and six months ended 30 September 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 ₹ 31,120.57 million as on 10 August 2023, out of which ₹ 7,005.65 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 nine months ended 31 December 2023.



DNS & Associates

Chartered Accountants

Our report on the consolidated financial results for the quarter ended 30 June 2023 and for the quarter and six months ended 30 September 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) ₹ 727.58 million and ₹ 2,535.49 million during the quarter and nine months ended 31 December 2023 respectively, and as of that date, the Group's accumulated losses amount to ₹ 27,050.26 million resulting in a negative net worth of ₹ 10,114.95 million and its current liabilities exceeded its current assets by ₹ 16,687.48 million resulting in negative working capital. As at 31 December 2023, there are delays/ defaults in repayment of obligations and borrowings. Further, the Holding Company and its two subsidiaries are 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 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 and for the quarter and six months ended 30 September 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 ₹ 1,929.24 million and ₹ 5,977.59 million for the quarter and nine months ended 31 December 2023 respectively, while there would have been no impact on the net loss for the quarter and nine months ended 31 December 2023.

Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated 4 March 2024, 11 April 2024, 4 March 2024, 4 March 2024, 6 March and 4 March 2024 respectively on the quarterly financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttaranchal Communication Private Limited, Indian Cable Net Company Limited, Siti Vision Digital Media Private Limited, Siti Siri Digital Network Private Limited, Central



DNS & Associates

Chartered Accountants

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 ₹ 1,209.36 million and ₹ 3,585.32 million for the quarter and nine months ended 31 December 2023 respectively, while there would have been no impact on the net loss for the quarter and nine months ended 31 December 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 and for the quarter and six months ended 30 September 2023 had a disclaimer of conclusion with respect to the matter stated above.

(vii) The Holding Company's 'Revenue from operations' includes revenue from marketing services from broadcasters amounting to ₹ 101.67 million and ₹ 154.60 million for the quarter and nine months ended 31 December 2023 respectively, 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 nine months ended 31 December 2023.

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

(viii) As described in note 14 in the accompanying statement, the consolidated financial results includes the interim financial results of a subsidiary (Siti Broadband Services Private Limited), which 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 ₹ 398.45 million as at 31 December 2023, total revenues of ₹ 133.44 million and ₹ 407.72 million, total net loss after tax of ₹ 36.03 million and ₹ 109.05 million, and total comprehensive loss of ₹ 35.78 million and ₹ 108.64 million for the quarter and nine months ended on 31 December 2023 respectively, and cash flows (net) of ₹ 0.75 million for the nine months ended 31 December 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



DNS & Associates

Chartered Accountants

which we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our report.

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

(ix) The Statement includes the interim financial results of a subsidiary (Siti Jind Digital Media Communications Private Limited), which was admitted into CIRP process vide order dated 22 March 2024, which have not been reviewed by their auditors, whose financial information reflects total assets of ₹ 62.13 million as at 31 December 2023, total revenues of ₹ 11.96 million and ₹ 37.56 million, total net loss after tax of ₹ 4.93 million and ₹ 19.27 million, and total comprehensive loss of ₹ 4.93 million and ₹ 19.27 million for the quarter and nine months ended on 31 December 2023 respectively, and cash flows (net) of ₹ (1.48) million for the nine months ended 31 December 2023, as considered in the Statement. These interim financial results, which have been furnished to us, have been approved by the Subsidiary Company's Director (now power suspended). Our conclusion on the Statement, and our report in terms 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, in so far as it relates to the aforesaid subsidiary is based solely on such unreviewed interim financial results, for which we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our report.

(x) As stated in paragraph 7 below, we have been provided with reports from other auditors on the the interim financial results for the quarter and nine months ended 31 December 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 nine months ended 31 December 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.

(xi) As described in note 8 to the accompanying statement, we have been provided with a listing of ongoing litigations before NCLT, Mumbai, including the matter referred to in paragraph 2 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



DNS & Associates

Chartered Accountants

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.

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 ₹ 9,874.36 million as at 31 December 2023, total revenues of ₹ 2,306.69 million and ₹ 6,758.50 million, total net loss after tax of ₹ 115.65 million and ₹ 500.26 million, and total comprehensive loss of ₹ 100.64 million and ₹ 456.02 million for the quarter and nine months ended on 31 December 2023 respectively, and cash flows (net) of ₹ 313.41 million for the nine months ended 31 December 2023, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 2.23 million and ₹ 5.73 million, and total comprehensive loss of ₹ 2.23 million and ₹ 5.73 million for the quarter and nine months ended 31 December 2023, as considered in the 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.



DNS & Associates

Chartered Accountants


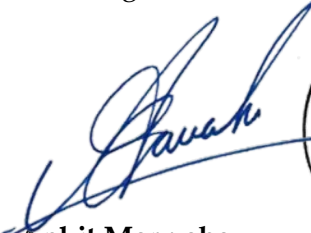
8. Emphasis of Matter

We draw attention to note 16(g) to the accompanying financial results, 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 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: 24518749BKHIIR6616

Place: Noida

Date: 10 May 2024

DNS & Associates

Chartered Accountants

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 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

