PARTNERING OUR CUSTOMERS

...Always!

Annual Report 2022-23

What lies ahead...



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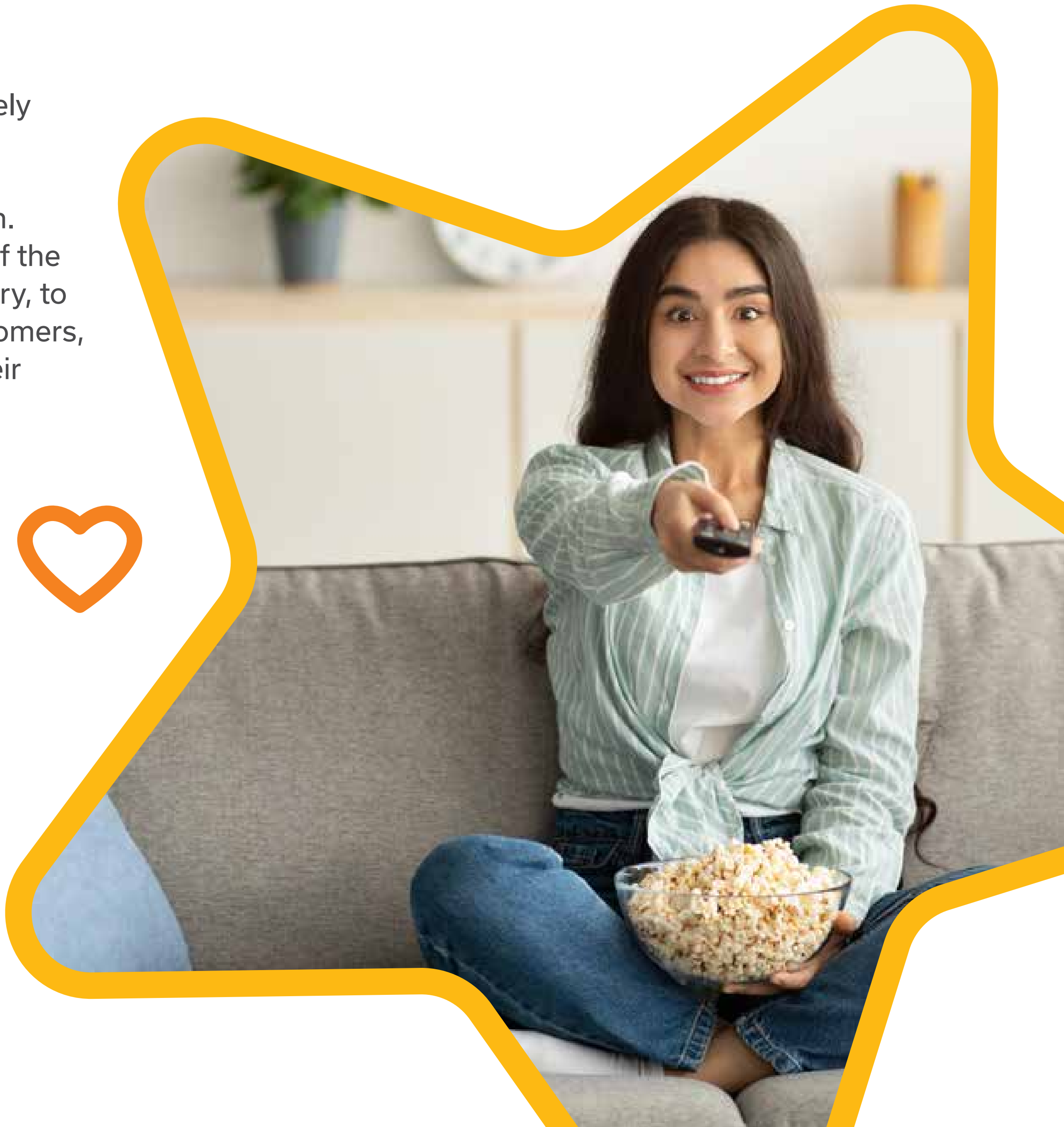
Customer aspirations are changing. And so are their needs. The transforming broadband and cable TV industry landscape has triggered a new wave of expectations and demands from consumers across India.

Exceptional speed, seamless connectivity, a wide choice of unique and entertaining content, multiple modes of delivery – the world of broadband and CATV is more vibrant, dynamic and demanding than ever before. It's a whole new universe that customers are living in today.

Keeping pace with these extraordinary changes and delivering smoothly to the customers' evolving needs is a challenge that can be overcome only through a high order of customer centricity. It requires a partnership approach between industry players and customers, which only the most experienced and insightful organisations can handle.

As a customer-centric organisation, SITI is effectively steering its experiential customer journey through a robust partnership approach. We remain at the forefront of the change sweeping the industry, to be always there for our customers, partnering them through their Internet and CATV journey.



Message from CEO

Dear Shareholders,

A year after a strategic shift in our business approach, I am happy to share with you the success of our new strategy in ensuring that SITI remains the first and preferred choice of a growing base of customers across India. SITI's transformation into a more agile and responsive organisation is completely aligned to the evolving needs of its Broadband and Cable TV segments. It also endorses the Company's deep insights into the changing contours of the market and customer needs, and the robust capabilities that equip it to fulfil the same.

At the core of SITI's strong foundations and competencies lies its customer-centric approach, which we have painstakingly nurtured through the years, without faltering even during the difficult Covid pandemic period.

Customer-first ethos

At the core of SITI's strong foundations and competencies lies its customer-centric approach, which we have painstakingly nurtured through the years, without faltering even during the difficult Covid pandemic period. The pandemic changed a lot of things in our way of doing business, as physical customer interaction gave way to greater digital adoption in terms of engagement, and speed took even more of a centrestage in the consumer's life.

At SITI, we had, during the pandemic times, embarked on a realignment of our business strategy, with enhanced focus on nurturing our 'customer first' ethos. FY2023 witnessed a further scale-up of our efforts in this direction, with pathbreaking initiatives that resonate with the customers' evolving aspirations and enrich their experience.

With the introduction of Broadband plans bundled with 'WATCHO' (OTT Platform), we are successfully addressing the customer shift and inclination towards OTT and digital streaming. Our OTT offerings have unleashed a new level of excitement among both, our Broadband and Cable TV customers, and we see this segment growing significantly in the coming quarters. Among our other new customer-friendly initiatives is our SITI verified WhatsApp account, which we have launched as an integrated offering to enable more seamless communication with our customers and business partners.

These initiatives are aligned with our 'partnering our customers' approach, which also drives our commitment to ensuring customer delight through our day-and-night customer support centre. Quick resolution of their complaints is also central to this focus, as it enables us to ensure customer satisfaction at all times.

Expanding our footprints through partnerships

Partnership has always been a way of doing business at SITI. Recent years have seen a significant reinforcement of this approach, leading to expansion of our customer portfolio across India. During FY2023, our Broadband business showed its highest base growth ever, at the back of our focussed partnership-based initiatives. These included strengthening of our LCO partnerships, as well as new lead generation campaigns to partner our Broadband sales teams in their efforts to expand into new territories. New models have been adopted to spread the SITI network into new cities in a more cost-effective manner.

I am happy to share that these initiatives have significantly accelerated the pace of SITI Broadband adoption in the country. In FY2023, we posted our highest ever base growth, and our active customer base stands at 2.85 lakh around 73 cities and towns in the country, as on March 31, 2023. We crossed notable customer landmarks of 50,000 and 10,000 customers in the states of Delhi and Maharashtra respectively during the year. Our website traffic has also witnessed significant traction at the back of our 'Mission 10K Lead' programme, resulting in new leads on Facebook and Google platforms.

Keeping people at the centre

We, at SITI, believe customer satisfaction to be a journey best steered by the collective efforts of empowered employees within the organisation. We have, therefore, kept our people at the centre of our customer-led efforts. Our proactive investments in our people growth and welfare are aimed at achieving the highest level of customer happiness. During FY2023, we continued with our various employee engagement initiatives along with rewards & recognition to keep them motivated and aligned to the oganisational goals. A Leadership Meet during the year emerged as a forum for team building and for laying out the strategic roadmap for the future.

Implementing NTO 3

SITI's agility was also manifest during the year in the implementation of the New Tariff Order – NTO 3, as per the TRAI regulation. We have implemented new rates for our broadcaster bouquet and channels effective from April 1, 2023, after signing RIO agreements with all the major broadcasters, including Star India, Zee Entertainment, Sony Pictures, India Cast, SUN TV and ETV. While the implementation of the new pricing regime has made TV services expensive for the subscribers, it does reflect SITI's ability to move quickly into changing modes to ensure that we do not lag behind in regulatory compliances, which are essential for our survival and growth in the market.

Going forward, I am confident that this kind of responsiveness will continue to drive our value proposition for our customers and other stakeholders. Quick adaptability to external changes is essential for building on the Company's strengths, and we remain committed to aligning our strategy to the transformations taking place in the business eco-system and the market scenario.

Best Wishes

Yogesh Sharma

Organisations don't define customers. It's the customers on whom organisations are built.

It is on this universal belief that we, at SITI, have built our strengths, which continue to steer our progressive journey.

A Customer-Centric Organisation

Customer centricity lies at the core of the strategic approach at SITI Network. It is the overarching philosophy that drives our thinking and shapes our actions. It is the nucleus around which we have developed our strength as an integrated player in the Broadband and Cable TV (CATV) space.

Our customer insights and understanding have been the key enablers of our innovative product and service proposition. They are integral to our evolution as a one-stop service provider for our growing customer base, across our Broadband and Cable TV business segments.

Preferred choice of customers

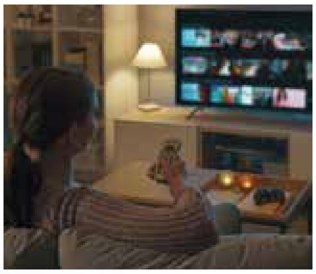
Customer trust lies at the heart of the emergence of SITI Network Limited as the preferred choice of Broadband and CATV consumers seeking an integrated experience. At SITI, we remain focussed on nurturing the customer trust through our innovative offerings in the form of ground-breaking new products and impactful services.

As one of the largest Multi System Operators (MSOs) India, and a market leader in the regions of East India, Andhra Pradesh, Telangana & Haryana, SITI remains at the forefront of delivering to the evolving customer needs across its business segments of:

Digital & Analogue Cable Television

Broadband

Local Television Channels



In the analogue and digital cable television segment, we deploy the most advanced technologies to market and deliver high-end products and features, such as Video on Demand, Pay per View, Over-The-Top content (OTT), Electronic Programming Guide (EPG), under the 'SITI' brand name. The SITI stamp of reliability and credibility lends these offerings a strong competitive edge in the market.

Our customer orientation is steered by our unwavering focus on providing distinctive content and services through continuous digital and technological scale-up of our capabilities. Customer satisfaction is ensured through seamless delivery of high-quality offerings at the consumer's doorstep. Our service proposition is also driven by our unified warehouse at Greater Noida, which enables us to supply seamlessly to all locations from a single source.

3L validation of customer trust

We are the Largest MSO in India, and a Leading digital TV network provider, with a growth trajectory steered by the Launch of Broadband services in 44 new towns across India during FY2023.

The SITI Vision

To gain the leadership position in the industry as an integrated service provider by being the preferred choice of the consumer, and enhance consumer delight through offering superior content, quality and services by using advanced technology as an edge.

Delivering through our strengths

At SITI, we have, over the years, developed a robust core of strengths to drive our customer-led journey. These strengths enable us to deliver to the transforming customer expectations and aspirations effectively and with agility.

These include:

- Market & customer insights
- Quality excellence
- Visionary management
- Competent & professional team
- Flexible approach backed by adaptability
- Operational & cost efficiencies
- Technological upgradation, digitalisation & automation
- Well-entrenched distribution network
- Strong LCO partnerships

21
States of presence pan India

10
Digital head ends

250+
Districts serviced by SITI

100%
Prepaid subscriptions

~800+
Locations served with cable services across India

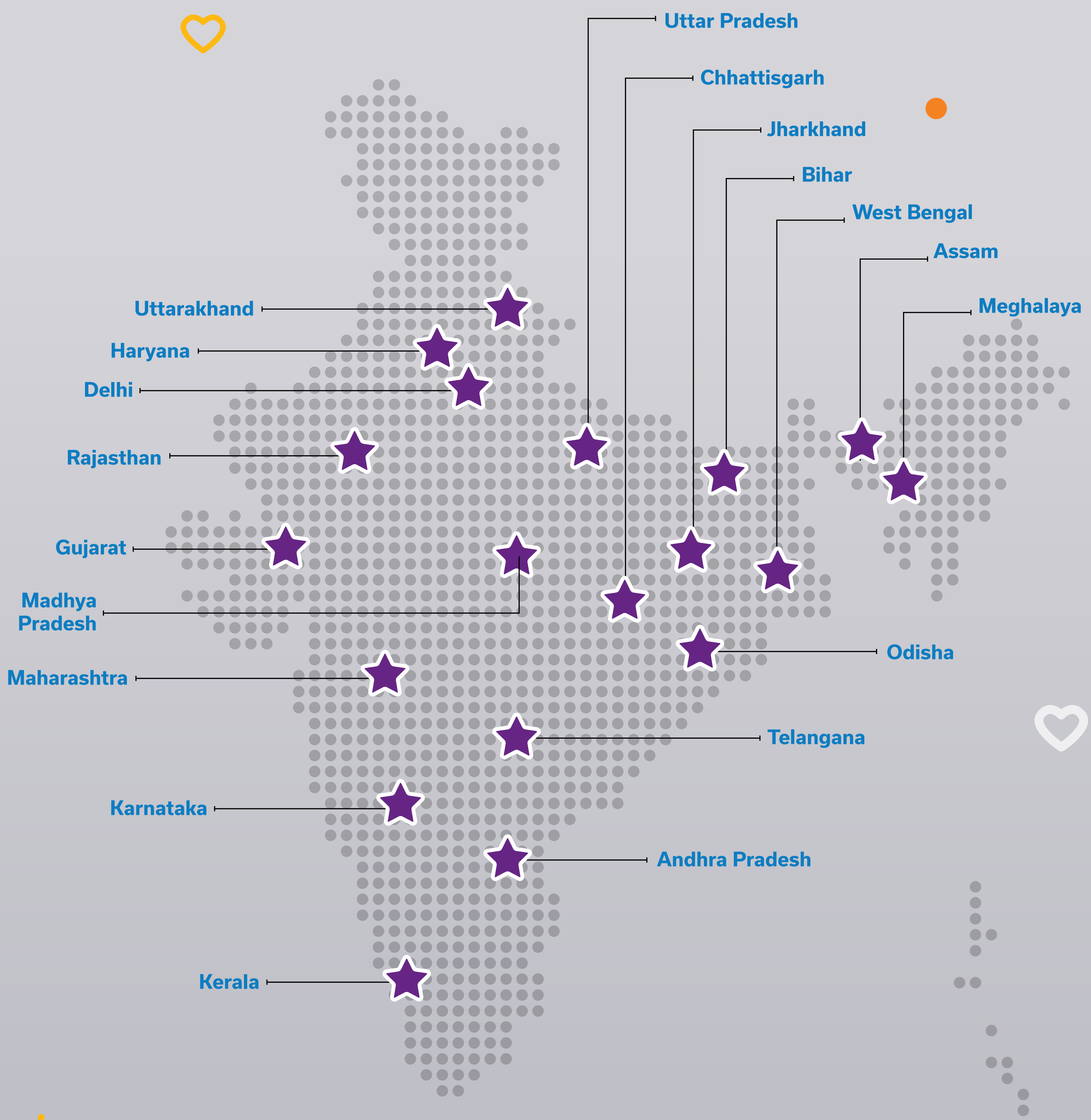
86%
Base on DPO packs

33,000 Kms
Optical fibre and coaxial cable

99%+
Digital payments

(All numbers as on March 31, 2023)

Serving customers across regions



Connecting with customers through the years

1992

* Cable business started by Promoters

1994

* Became the 1st MSO to be launched in India

2007

* Implemented CAS in metros of Delhi, Mumbai and Kolkata
* Became the 1st MSO to be listed on the stock exchanges

2008

* Initiated mass digitisation through headend- in-the-sky (HITS) services

2012-2014

* DAS implemented in Phase-1/ Phase-2 Cities

2014

* Broadband launched in Delhi on DOCSIS 2/3 Technology
* Started providing 18 High-Definition (HD) Channels

2015

* Raised ₹ 2,210 million from the secondary market via qualified institutional placement (QIP) route in February 2015

2016

* Achieved financial turnaround for the first time in its history

2017

* Chosen to be a constituent of the Morgan Stanley Capital International (MSCI) India Domestic & Global Small Cap Index
* Started providing OTT services in partnership with Ditto TV; customer base at 60,000 subscribers
* Extended broadband presence in 3 cities of Haryana, namely Hissar, Karnal and Rohtak
* Prepaid ongoing in select states with 1.2 million subscribers on prepaid across 134 locations
* Fund infusion of ₹ 1,500 million by Promoters

2018

* Assigned long-term rating of "A-" by ICRA & CARE (Outlook on the long-term rating is stable)
* Seeded Industry-leading 3.1 million STBs across Phase 3 & 4

2019

- 2X increase in EBITDA (excluding activation)
- ~19% increase in subscription revenue – to ₹ 9,537 million in FY 2018-19 from ₹ 7,997 million in FY 2017-18

2020-2021

- Signed first-ever Infrastructure sharing agreement in the MSO space in India, with Hinduja Group's Headend in the Sky (HITS) platform NXTDigital
- Launched SITI PlayTop Magic – a next-generation Android TV Set-Top Box (STB) and Mobile App

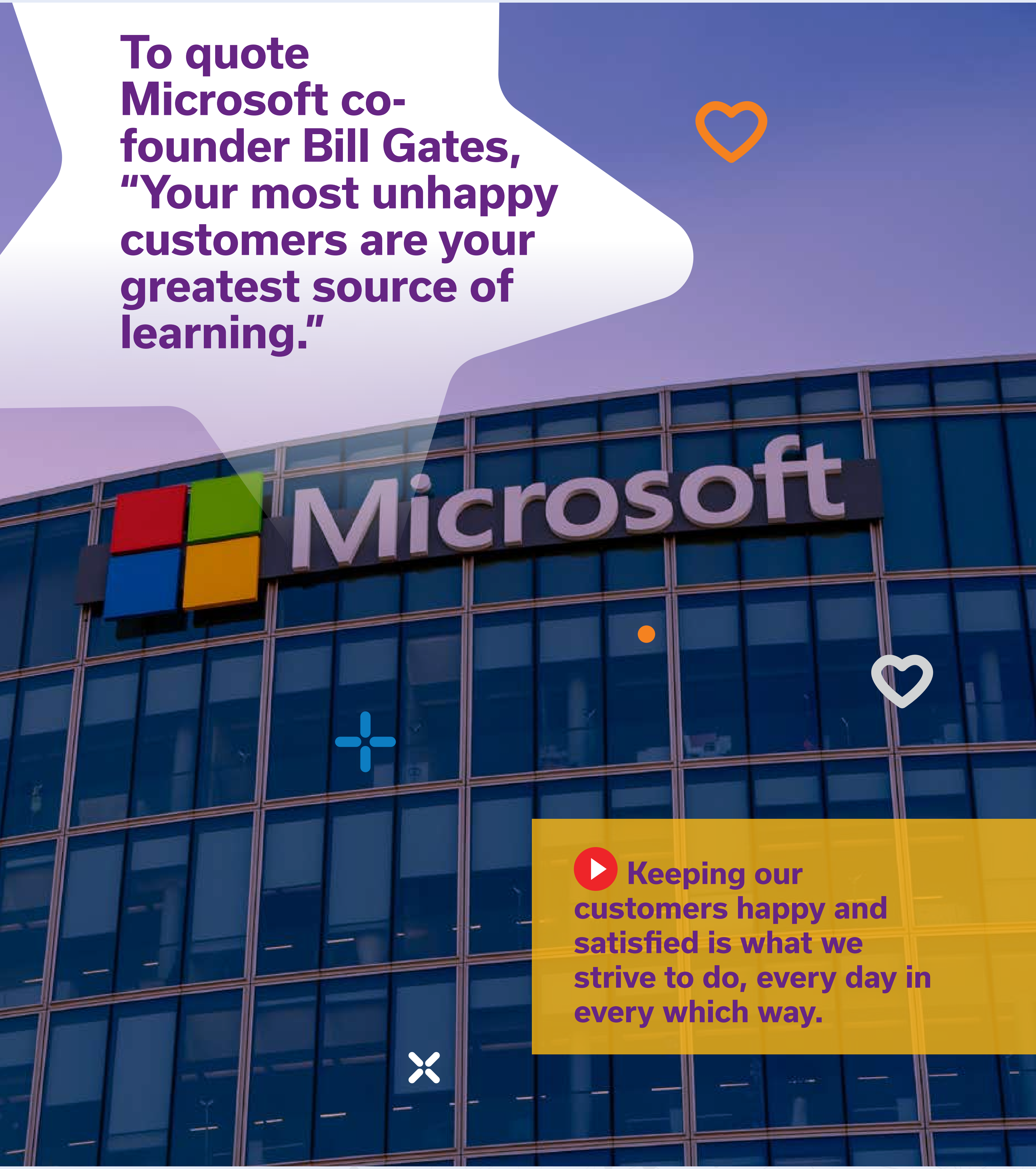
2021-2022

- Launched SITI Mitra Partners App to keep our LCO partners motivated and engaged
- Launched industry-first OYC app 'SITI Mitra' to help our partners manage their business on mobile
- Set up metro ethernet network across Delhi to provide uninterrupted high speed to our Broadband customers in the capital city

2022-2023

- Launched SITI verified WhatsApp account for better communication with customers and business partners
- Introduced OTT services through 'WATCHO' online video streaming platform, with bundled plans for Cable & Broadband customers
- Launched the Ubiattendance mobile app for our Sales employees

To quote Microsoft co-founder Bill Gates, “Your most unhappy customers are your greatest source of learning.”



Keeping our customers happy and satisfied is what we strive to do, every day in every which way.

Enriching Customer Experience

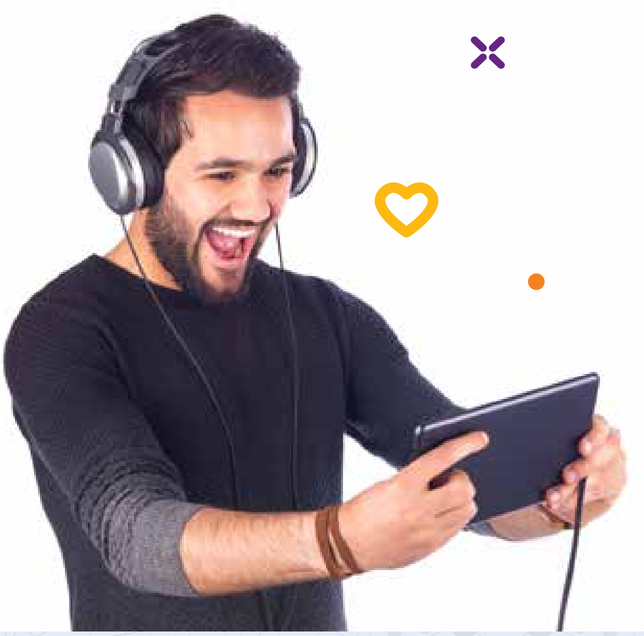
With our finger on the consumer pulse, we are fully aware of their aspirations and needs, and remain steadfastly focussed on enhancing their experience in their SITI journey. We follow a partnership approach, designed to deliver to their evolving expectations. It is our endeavour to continuously scale up our product and service innovations to cater effectively to their demands across the segments of our business. We commit ourselves to meeting their needs and demands across the expanding world of Broadband and CATV.

Our expanding customer reach stands testimony to our consumer connect and the strength of our customer service proposition. With 17,000 new acquisitions and an expanded broadband footprint of 44 towns in the states of Rajasthan, Uttar Pradesh, Maharashtra and Haryana, SITI has consolidated its position as a preferred Broadband service provider for a growing base of customers.

Deepening customer connect

We are cognisant of the importance of staying connected to our customers with our seamless service proposition and speedy resolution of their complaints. This is integral to our customer-centric approach, which in turn drives our business growth and success.

In FY2023, we enhanced our customer connect through various new customer-friendly initiatives in both the Broadband and Cable segments.



SITI verified WhatsApp account

Our newly launched SITI verified WhatsApp account is an integrated offering that helps us communicate better and more seamlessly with our Cable and Broadband customers, as well as our business partners.

SMS & CRM outreach

We have strengthened our Text SMS and Customer Relationship Management (CRM) services to serve our customers better, helping us stay connected with them and ensuring on-time response to their requests and complaints.

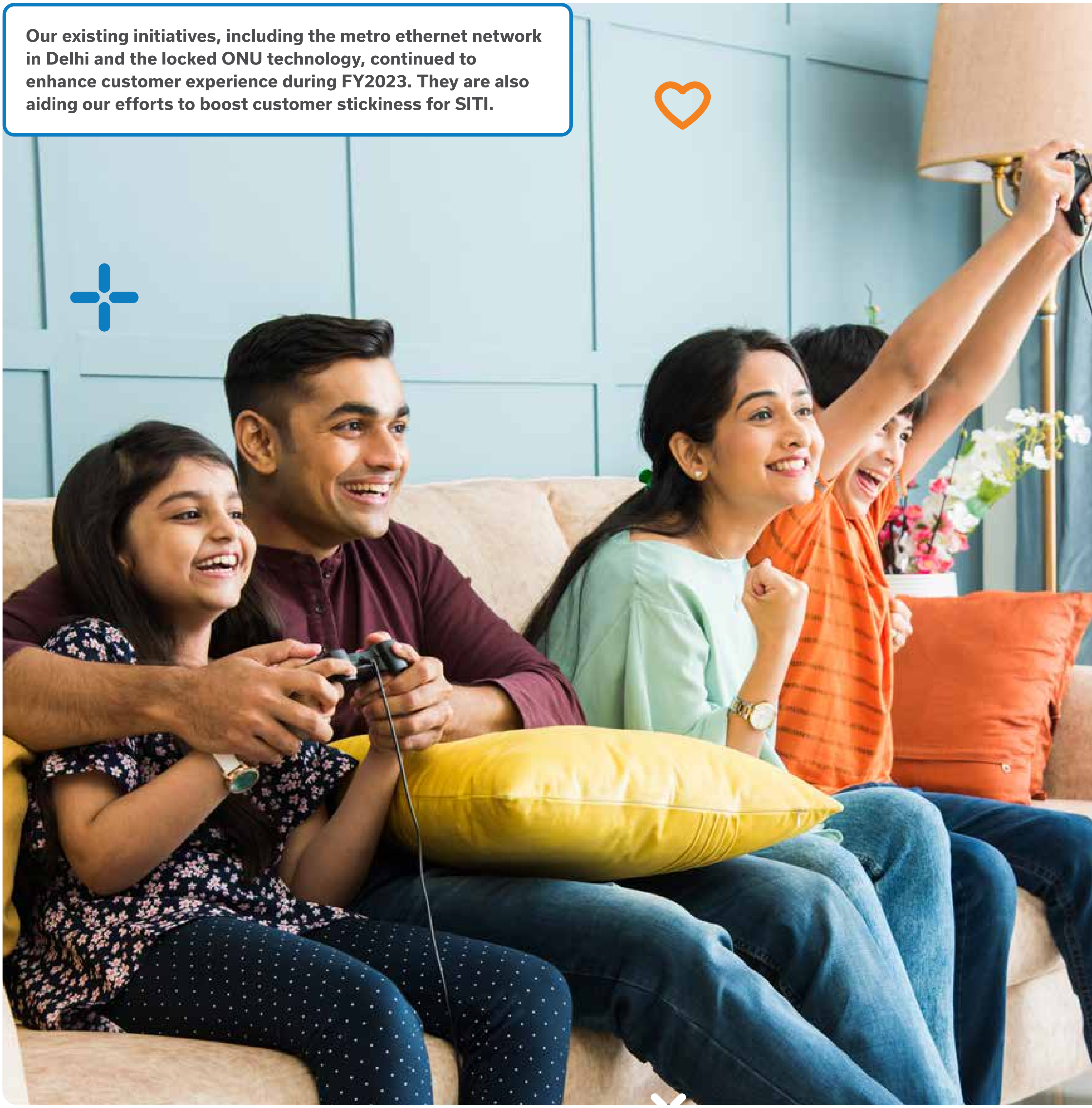
Quick complaint resolution & total support

To ensure easy and quick complaint registration, the SITI website offers a forum for customer to file their complaints. Our 24*7 Customer Support Centre, along with a L3 Desk, diligently resolves all customer complaints at the earliest possible. They also provide technical support to customers in both the Video and Broadband segments.

Enhancement of Cloud-based dialers

We continued to enhance the scale and quality of our Cloud-based dialers to ensure seamless contact services between our customers and customer service teams. We had upgraded our customer contact services to Cloud-based dialers during Covid and it continues to serve us well in the non-pandemic environment.

Our existing initiatives, including the metro ethernet network in Delhi and the locked ONU technology, continued to enhance customer experience during FY2023. They are also aiding our efforts to boost customer stickiness for SITI.



‘Watcho One Hai to Done Hai’

India’s video OTT market is on the upswing. It was valued at ₹ 249.09 billion in FY2022 and is expected to reach ₹ 581.21 billion by FY2027, expanding at a CAGR of ~16.58% during the FY 2023-27 period. The growing OTT market and the increasing consumer interest in this segment encouraged us, at SITI, to take the leap into this huge opportunity landscape during FY2023.

We introduced our OTT services in September 2022 on the ‘WATCHO’ online video streamlining service platform with the tag line ‘Watcho One Hai to Done Hai’. We are offering bundled plans to our Cable and Broadband customers through this service. Our customers can enjoy 11 OTT applications, including Zee5, Disney+Hotstar, Watcho, Sony Liv, Hoichoi, Klikk, Chaupal, Lionsgate play, Epic On, Hungama Play and Oho Gujarati, along with excellent Internet connectivity and speed.

With 22,000 coupons sold under four plans (Mirchi, Masti, Dhamaal and Max), and total subscription of ₹ 4 million already secured, we see immense potential for further scaling our customer proposition with this service.

The OTT launch of Watcho in Delhi was marked by much enthusiasm and lively participation by business partners.

Happy customers and satisfied partners translate into good business growth and lead to greater brand credibility and equity.

The SITI brand proposition continues to grow at the back of our robust customer and people partnerships, which are steering the expansion of our reach and presence.

Scaling New Frontiers

Being insightful about our customer needs comes naturally to us, at SITI. It enables us to identify and choose the right opportunities of growth, and make the right investments to capitalise on the same. Our targeted investments and focussed initiatives continue to bring more customers into the SITI fold year-on-year. At the same time, our sustained support to our LCO business partners is catalysing a new scale of expansion for the Company, across customer segments and regions.

Broadband on the move

In FY2022, we had upgraded our fibre direct network to meet the demands of our growing base of ISP/Broadband players. We had also expanded the direct points, with increasing home passes to facilitate new acquisitions with better EBITDA margins. Coupled with the addition of Sales staff to support our partners, these initiatives accelerated the pace of expansion in the Broadband segment.

These innovative initiatives led to sales growth and expansion of our footprint in the Broadband business, which posted its highest base growth since inception in FY2023.

In FY2023, we launched:

- A Digital Campaign Lead Generation programme to bolster our Broadband sales
- An Employee Referral Programme to increase sales in the Broadband segment
- Siti Franchise model, called the BOE model, with about half a dozen cities to begin with, and more in the pipeline. BOE (Built Operate and Earn) Model is built operate and earn for city partner where he has to do complete RFS before launching city and as part of initiation, he has to give ₹ 5 lakh deposit.

  Its features are –

  a. MSP commission ₹ 20 per active customer

  b. 5% Distributor commission net of AGR and taxes

  c. LCO commission will be 40%

  d. Every sales acquisition plan defined by the Company will get ₹ 800 one-time commission
- Cost-effective variable sales model of LM (Line Man) and FL (Free Lancers)

SITI Broadband witnessed 20% growth in FY2023 over the previous fiscal. In the 4-year period, from FY2020 to FY2023, our Broadband segment grew by an impressive 80%.

2.85 Lakhs

Total active base of Broadband customers

(as on March 31, 2023)

MISSION 10K LEAD

During the fiscal, we launched our 'Mission 10K Lead' programme and archived nearly 9,000 leads during Q2, leading to significant growth in our website traffic. With the launch of this digital programme to generate leads on Facebook and Google, the SITI website traffic saw 23% growth, which we expect to see going up further in the coming quarters.

Q2 FY2022-23

9.52 Million
Total Impressions

2.06 Lakhs
Total Clicks

2.17%
CTR

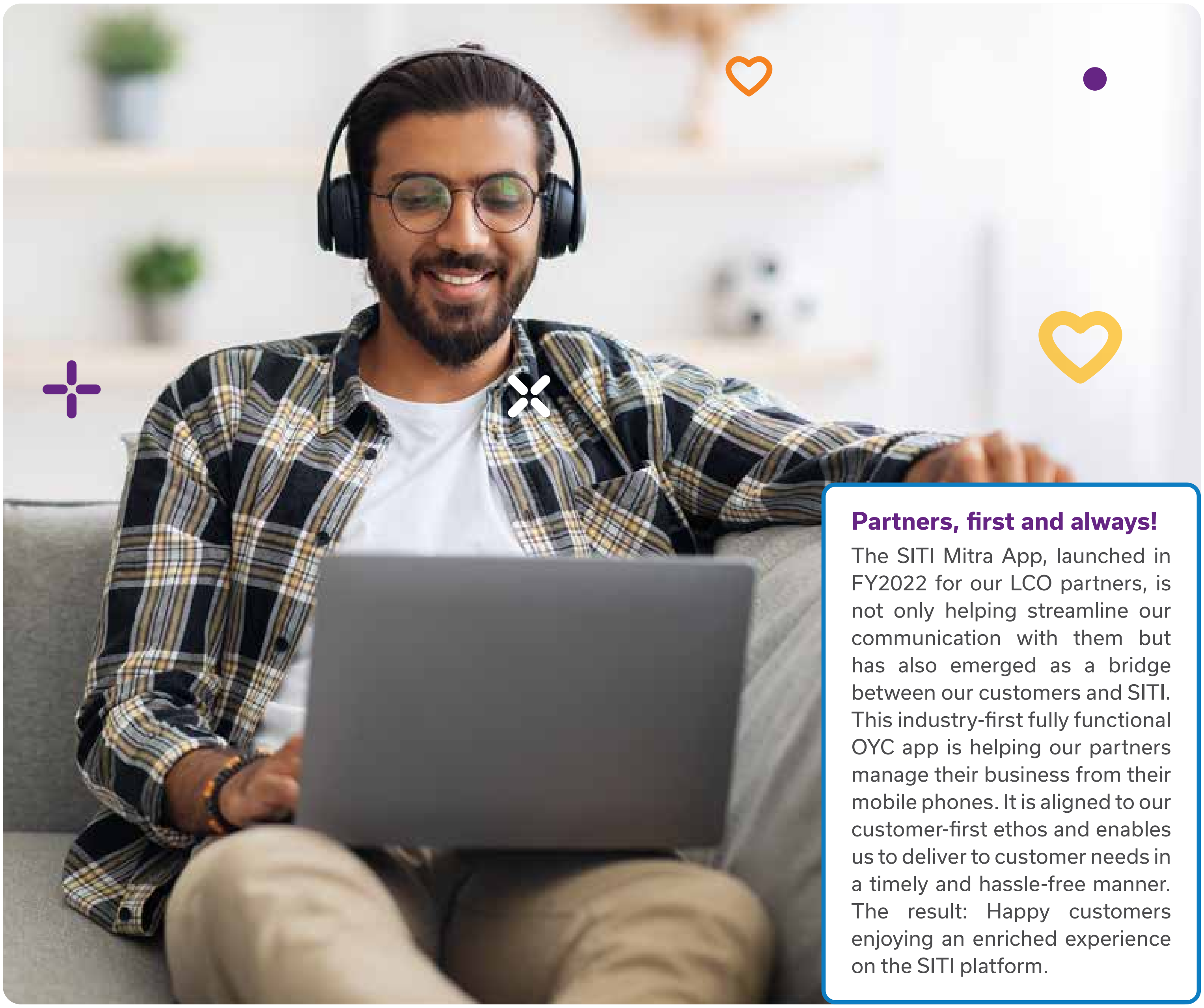
₹ 45.96
Per Lead Cost

Driving growth through LCO partnerships

Our robust LCO partnerships are integral to our growth and expansion strategy. Together with our innovation thrust and digitalisation focus, they enable us to drive excellence across our business segments. It has remained our focussed endeavour to augment our partnership approach.

In FY2022, we had forged many important partnerships to steer our growth, including our infra sharing agreement with Hinduja Group 2021. Under the agreement, we are leveraging the HITS infrastructure to deliver our signals to our Local Cable Operators (LCOs), thus providing our services to semi-urban and rural subscribers while also expanding our footprint across the country through satellite. Our acquisitions of TV cable businesses in Delhi, Rishikesh (Uttarakhand), Narwana (Haryana) and Bellary (Karnataka) during FY2022 were also in line with our partnership focus.

During FY2023, we further strengthened our partnership outreach, with sustained programmes to nurture our relationships with our LCO partners in particular. Our investments in their empowerment helped us build significantly on this strength to reach out more effectively to a wider base of customers across India. The SITI Navratna Partner Engagement Programme continued to help us enhance our LCO connect. Under the programme, we award 25 partners every month on the three metrics of 'Consistent Performance', 'Break-out Performance' and 'Twin Performance'.



Partners, first and always!

The SITI Mitra App, launched in FY2022 for our LCO partners, is not only helping streamline our communication with them but has also emerged as a bridge between our customers and SITI. This industry-first fully functional OYC app is helping our partners manage their business from their mobile phones. It is aligned to our customer-first ethos and enables us to deliver to customer needs in a timely and hassle-free manner. The result: Happy customers enjoying an enriched experience on the SITI platform.

Being People-Friendly to Ensure Customer Centricity

At SITI, we look at our people as partners in our progressive journey. They are the assets on which we have built the edifice of this people-friendly organisation. They give us the strength to deliver performance excellence. They are the pillars who steer our 'customer-first' efforts and ensure that we remain aligned to the vision, needs and expectations of the consumers in the ever-evolving industry landscape. Our employee-focussed initiatives are crafted to nurture their welfare, well-being and growth. As key stakeholders of the Company, they are central to our strategy and we make continual investments in technological innovations and people-friendly policies to steer their development.

Ubiattendance – Simplifying the HR Journey

Given the challenging and pressure-driven environment in which they work, simplification of the employee journey is an essential ingredient of our Human Resource (HR) strategy. We took another significant step during FY2023 to ease the employee journey with greater focus on fair practices and boosting their productivity, while further streamlining the HR processes.

We have launched the Ubiattendance mobile app to track attendance and visits of our sales team through image capturing and GSP market for better management of their travel/conveyance claims through random audits. The productivity of the sales power is seeing a marked improvement following the launch of the app and we shall explore expanding its ambit to cover employees in other functions too.

Keeping employees engaged & motivated

We continued with our employee engagement initiatives during FY2023, with enhanced focus on nurturing employee growth and keeping them motivated.

Leadership Meet

We organised a Leadership Meet in September 2022, wherein Team Building activities helped bond the employees more strongly. The meet also provided a platform for discussions on the strategy for the future.

Rewards & Recognition

Continuous encouragement and motivation of our teams and acknowledgement of their effort is integral to our employee empowerment strategy. We gave certificates to the performers at Reward and Recognition ceremonies held during the year.

Celebrating with our People

Led by our partnership approach, we joined our employees in various celebrations to mark special days and festivals. Christmas, Diwali, Lohri and other festivals were celebrated at our office with much revelry. We ensured that employees felt valued on their birthday, and arranged birthday celebrations across departments to mark their special day.

Christmas Day

Holi Celebration

Lohri Celebration

Birthday Celebration

Performance Overview

₹ 1,485 Mn
Operating EBITDA (Excluding Activation)

10.8%
Operating EBITDA Margin (Excluding Activation)

₹ 2.85 Lakhs
Broadband Subscribers

₹ 13,745 Mn
Total Revenue (Excluding Activation)

₹ 1,180 Mn
Broadband Revenue

₹ 8,002 Mn
Subscription Revenue

Board of Directors

Mr. Suresh Arora
Executive Director

Mr. Suresh Arora has 35 years of diverse experience in the areas of Sales & Marketing, Finance & Accounts and Export/Import procedures & documentation. He is a Commerce graduate from the University of Delhi, with a PG Diploma in Business Administration (specialisation in Marketing Management) from Symbiosis, Pune. He held a senior position in the Sales and Marketing Department in his previous assignment with Pan India Network Limited ("PINL"). He played an important role in creating a strong network of channel partners, including distributors and retail outlets, thus aiding PINL's Online/Paper Lottery business operations in Punjab & Haryana. He liaised closely with senior officials of the Punjab government in this role.

Mr. Sunil Kumar Maheshwari
Independent Director

Mr. Sunil Maheshwari is currently a Professor in Human Resource Management at the Indian Institute of Management, Ahmedabad. He has served on the Boards of many organisations, including UCO Bank and Andhra Bank. He is an alumni of IIT Delhi and IIM Ahmedabad, and has worked with BHEL and Indian Railways (IRPS Cadre). He shifted to academics in 1998. From January 2009 to January 2013, he worked as Advisor to the Minister of HRD. He has research, consulting and teaching interests in the areas of strategic human resource management, international human resource management and business turnaround.

His book titled "Turnaround Excellence," published by Penguin Books India, is based on a study of six turnaround cases and has been among the business best sellers. He has been widely published in reputed national and international journals, and has written more than 30 cases. He has been a consultant to many large national and international organisations, and has received several awards for excellence in his stellar career.

Mr. Amitabh Kumar
Non-Executive Non-Independent Director

Mr. Amitabh Kumar is a Technology leader in the Media & Telecom industry. He is also serving as the Head of Broadcasting for Zee Network, with responsibility for its global broadcast operations across ~150 channels. He was a key contributor to the establishment of operations for India's first DTH operator, Dish TV, where he still serves as Advisor Technology.

Mr. Kumar is an Electronics Engineering Graduate from BITS Pilani and holds PG Diploma in Telecommunications Management from TEMIC Canada. He served as Director Operations for VSNL (1995-2001) besides being its Acting Chairman & Managing Director in 1998-99. He played a pivotal role in VSNL in setting up India's first Internet Services. He has served on the Board of Governors of Intelsat and was Council Member of Commonwealth Telecommunications Organization (CTO).

Ms. Kavita Kapahi
Non-Executive Non-Independent Director

Ms. Kavita Kapahi is an entrepreneur in the security and surveillance industry. She is currently managing the business operations of APK Trading & Investment Pvt. Ltd. She is a Commerce Graduate from Bombay University, and is currently a Director on Minotaur Holdings and Finance Private Ltd., Indian Cable Net Company Limited and Shirpur Gold Refinery Limited.

She has a passion for working for the disadvantaged sections of the society, and has been actively involved in nurturing differently abled children and young adults, and also empowering them with employment skills. She supports various charitable organisations engaged in education among the marginalised.

Mr. Bhanu Pratap Singh
Independent Director

Mr. Bhanu Pratap Singh is a BA (Economics) graduate from Duke University, and had worked at JP Morgan Chase as an investment banking analyst in the New York office, covering the power sector. He did his MBA from the Tuck School of Business, Dartmouth College, USA, and worked as an MBA summer intern at Nomura Securities in the New York office in the Debt Private Placement Group.

After completing his MBA, he worked in the Leveraged Finance Group of Citigroup in New York, where he worked on structuring and financing leveraged loans and high yield bonds for large US corporates and Private Equity firms. He then moved back to India to start his entrepreneurial journey by founding the Bhavani Group, which is focussed on small hydropower projects in Himachal Pradesh. Shree Bhavani Power Projects Pvt. Ltd. commissioned Manglad 5MW small hydro project in 2010 and it is generating power since then. In 2013, his Group company Bhavani Renewable Energy commissioned the Binwa 4MW small hydro project. His group company Cosmos Hydro Power is building a 22MW plant in Chamba, HP. Mr. Singh is simultaneously developing future hydroprojects and working with new technologies in the Renewable Energy space.

He is Director of Bhavani Renewable Energy Private Limited, Shantanu Energy Private Limited, Cosmos Hydro Power Private Limited & Monte Cristo Hydro Private Limited and Managing Director of Shree Bhavani Power Projects Private Limited & Monte Cristo Infrastructure Private Limited.

Ms. Shilpi Asthana
Independent Director

A Commerce graduate from Delhi University, MBA from Sikkim Manipal University and Diploma in Industrial Relations and Labor Law from Symbiosis, Pune, is a Professional with experience in various facets of HR function including Manpower Planning, Industrial Relations, People Management etc.

She has a decade of work experience and was previously associated with reputed Companies in Real Estate, Infrastructure & Project Engineering industry.

Management Team

Mr. Yogesh Sharma
Chief Executive Officer

Mr. Vikram Panwar
Chief Financial Officer

Mr. Johnson P.J
Head Technology

Mr. Suresh Kumar
Company Secretary and Compliance Officer

Corporate Information

Board of Directors

Mr. Suresh Arora
Executive Director

Mr. Sunil Kumar Maheshwari
Independent Director

Mr. Amitabh Kumar
Non-Executive Non-Independent Director

Ms. Kavita Kapahi
Non-Executive Non-Independent Director

Mr. Bhanu Pratap Singh
Independent Director

Ms. Shilpi Asthana
Independent Director

Senior Management

Mr. Yogesh Sharma
Chief Executive Officer

Mr. Vikram Panwar
Chief Financial Officer

Mr. Johnson P.J
Head Technology

Mr. Suresh Kumar
Company Secretary and Compliance Officer

Investor Relations

Phone No: 120-4526740
Email: investorrelations@siti.esselgroup.com

Statutory Auditors

DNS & Associates
Chartered Accountants, Gurugram, Haryana

Bankers

IDBI Bank Limited
Axis Bank Limited
HDFC Bank Limited
Standard Chartered Bank
ICICI Bank Limited

Registered Address

Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai - 400 013
Phone No: +91- (022) 43605555
Email: csandlegal@siti.esselgroup.com

Corporate Office

FC - 19 & 20, Upper Ground Floor, Sector - 16A, Film City, Noida - 201 301,
Phone No: +91- (0120) 4526707
Email: csandlegal@siti.esselgroup.com

Notice

Notice is hereby given that the 17th Annual General Meeting (AGM) of the Equity Shareholders of SITI Networks Limited will be held on Friday the 29th day of September, 2023 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS), on a standalone and consolidated basis, for the financial year ended March 31, 2023, including the Balance Sheet as at March 31, 2023, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Amitabh Kumar (DIN00222260), who retires by rotation, and being eligible, offers himself for re-appointment.

By Order & on behalf of the Board

Suresh Kumar
Noida, May 30, 2023 Company Secretary

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

NOTES:

1. The relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment and/or re-appointment at the 17th AGM are also annexed with this notice and/or stipulated in Corporate Governance Report.

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

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

4. The members of the Company under the category of Institutional Investors are encouraged to attend and vote at the 17th AGM through VC/OAVM. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) intending to authorise their representatives to participate and vote at the 17th AGM are requested to send a certified copy of (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to amitagcs@gmail.com with a copy marked to csandlegal@siti.esselgroup.com.

5. Members who wish to obtain information on Financial Statements for the financial year ended March 31, 2023 and operations of the Company, if any, may send their queries at least seven days in advance of the AGM to the Company Secretary at the registered office of the Company or at e-mail id csandlegal@siti.esselgroup.com.

6. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 17th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

7. In line with the MCA Circulars and SEBI Circulars, the Notice calling the 17th AGM has been uploaded on the website of the Company at www.sitinetworks.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the 17th AGM) i.e. www.evotingindia.com.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and Certificate of Statutory Auditors M/s DNS & Associates, Chartered Accountants, issued under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the 17th AGM.

9. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulation and MCA Circulars and SEBI Circulars including Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI on December 9, 2020 and Secretarial Standard -2 issued by ICSI, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 17th AGM. For this purpose, the Company has made arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

10. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

12. The members are requested to notify immediately about any change in their address/e-mail address / bank details to their Depository Participant (DP) in respect of their shareholding in demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083. Shareholders holding Equity Shares of the Company in physical form may register their e-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by e-mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

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

    The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by sending appropriate e-mail on rnt.helpdesk@linkintime.co.in. The Members are requested to mention their details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id on e-mail and enclose image of share certificate in PDF or JPEG format. (up to 1 MB).

14. **For Permanent Registration for Demat Shareholders:**

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

15. **Registration of Bank Details for physical Shareholders:**

    The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt. Ltd., by sending appropriate e-mail/request letter on rnt.helpdesk@linkintime.co.in. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important that the Shareholder to submit the request letter duly signed.

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

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM provided the votes are not already cast through remote e-voting.

17. In all correspondences with the Company, Members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID No(s).

E-Voting

18. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of the SEBI Listing Regulations and MCA Circulars and SEBI Circulars including Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI on December 9, 2020 and Secretarial Standard -2 issued by ICSI, the Company is pleased to provide Members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) and e-voting during the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this Notice.

19. The remote e-voting period for all items of business contained in this Notice shall commence from September 25, 2023 (Monday) at 9.00 a.m. and will end on September 28, 2023 (Thursday) at 5.00 p.m. During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date of September 22, 2023 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

20. The facility for voting by way of e-voting shall also be made available at the meeting and Members as on cut-off date i.e. September 22, 2023 (Friday) attending the meeting and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting.

21. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

22. The voting rights of Members for remote e-voting prior to the meeting or by way of e-voting at the meeting shall be in proportion to their Equity Shareholding in the paid-up equity share capital of the Company as on the cut-off date of September 22, 2023 (Friday).

23. At the AGM, the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of e-voting by all those Members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

24. The Company has appointed M/s Amit Agarwal & Associates, Practicing Company Secretaries (having Firm Registration No. 12001DE191600) as a Scrutiniser to scrutinise the remote e-voting and e-voting process at AGM in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of AGM. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company www.sitinetworks.com, besides communicating to the stock exchanges on which the shares of the Company are listed. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.

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

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

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

(i) The voting period begins on Monday, 25 day of September, 2023 at 9:00 a.m. and ends on Thursday, 28 day of September, 2023 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2023 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdslindia.com and click on login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; csandlegal@siti.esselgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 17TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the 17th AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 17th AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at csandlegal@siti.esselgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at csandlegal@siti.esselgroup.com. These queries will be replied to by the Company suitably by e-mail.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the 17th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the 17th AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the 17th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to **Company/RTA e-mail id**.

2. For Demat shareholders - Please update your e-mail id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.e-voting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order & on behalf of the Board

Suresh Kumar
Noida, May 30, 2023 Company Secretary

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

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

Mr. Amitabh Kumar

Brief Profile :

Mr. Amitabh Kumar (DIN 00222260) is a Technology leader in the Media & Telecom industry. He is an Electronics Engineering Graduate from BITS Pilani, PG Diploma in Telecommunications Management from TEMIC Canada and Certification in Electronics Data Interchange from DEAKIN University, Australia.

He has served as Director Operations in VSNL from 1995 to 2001 and was also it's acting Chairman & Managing Director in year 1998-99, where he had a key role in setting up India's first Internet Services. He has also served on the Board of Governors of Intelsat and was Council Member of Commonwealth Telecommunications Organization (CTO). His detailed profile forms part of Corporate Governance Report.

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

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

Listed entities (including Siti Networks Limited) in which Mr. Amitabh Kumar holds Directorship and committee membership:

As per SEBI Listing Regulations an Independent Director may hold Directorship in seven listed companies. Mr. Amitabh Kumar holds Directorship in two listed companies including Siti Networks Limited.

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

Directorships	Committee Memberships	Committee Chairmanships
Siti Networks Limited		
Zee Media Corporation Limited	Finance Sub. Committee	Stakeholder Relationship Committee

Listed entities from which Mr. Amitabh Kumar has resigned in past three years: Nil

Shareholding in Company as on May 30, 2023 : 1000 no. of equity share

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

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

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting the 17th Annual Report of your Company, together with the Audited Financial Statements for the financial year ended March 31, 2023, prepared as per Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 (Act).

Financial Highlights

The financial performance of your Company for the year ended March 31, 2023 is summarised below:

(₹ in million)

Particular	Standalone		Consolidated	
	2022-23	**2021-22**	**2022-23**	**2021-22**
Revenue from operations	5,311.51	6,144.29	13,453.49	14,458.53
Other Income	196.58	34.22	346.84	150.17
Total Income	**5,508.09**	**6,178.51**	**13,800.33**	**14,608.70**
Total Expenses	5,197.37	5,558.07	12,260.59	12,597.79
EBIDTA	**310.72**	**620.44**	**1,539.74**	**2,010.91**
Less : Finance cost	1,063.03	1,085.75	1,154.71	1,203.98
Less : Depreciation	1,890.32	1,849.88	3,443.79	3,307.09
Profit/(Loss) before share of profit/(loss) of associates and joint ventures, exceptional item and tax	**(2,642.63)**	**(2,315.19)**	**(3,058.76)**	**(2,500.17)**
Share of profit/(loss) of associates and joint ventures	0.00	0.00	(3.97)	(3.83)
Profit/(Loss) before exceptional item and tax	**(2,642.63)**	**(2,315.19)**	**(3,062.73)**	**(2,504.00)**
Exceptional items	346.20	237.96	80.51	85.90
Profit /(Loss) before tax & after exceptional items	**(2,988.83)**	**(2,553.15)**	**(3,143.24)**	**(2,589.90)**
Provision for taxation (net)	0.00	0.00	11.16	19.81
Profit/(Loss) after tax & exceptional items	**(2,988.83)**	**(2,553.15)**	**(3,154.40)**	**(2,609.71)**
Remeasurement of defined benefit liability	2.19	0.90	8.79	5.52
Total comprehensive profit/(loss) for the period	**(2,986.64)**	**(2,552.25)**	**(3,145.61)**	**(2,604.19)**

Business Overview

During FY 2022-23, rise of streaming services has had a significant impact on Cable TV, particularly in terms of changing purchasing TV patterns. With the boom of OTT platforms and the integration of smart TV features, consumers have shifted their preferences towards televisions with more advanced capabilities. consumers can stream a wide variety of movies and TV shows without using cable or broadcast television.

Despite the impact of OTT services, LCOs continued to provide services to consumers and ensured seamless connectivity on the ground. Despite some recovery in incomes during the year, several households cut their expenses to bare necessity. This resulted in TV Package downgrades or deactivation of TV connections.

The Company's wholly subsidiary SITI Broadband is moving rapidly towards expanding its presence in the Broadband space and in keeping with the opportunity and trends, Broadband is its primary focus. The Company also runs an expansive partner platform, accessible through both online mediums in the form of an Android application and a website as well as a strong offline medium operated through a call center. Its DOCSIS + GPON hybrid technology enables it to offer integrated Cable and Broadband Services.

Directors & Key Managerial Personnel

Your Board comprises of six (6) Directors including three (3) Independent Directors, two (2) Non-Executive Non-Independent Director and one (1) Executive Director. Independent Directors provide declarations both at the time of appointment and annually confirming that they meet the criteria of Independence as prescribed under the Act and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). During the financial year 2022-23, your Board met six (6) times, details of which are available in the Corporate Governance Report annexed to this report.

As per Section 152 of the Act, Mr. Amitabh Kumar (DIN 00222260) will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Your Board, based on recommendations of Nomination & Remuneration Committee, recommends the re-appointment of Mr. Amitabh Kumar.

During the period under review-

(i) Mr. Vikash Khanna had resigned from the office of Chief Financial Officer ("CFO") of the Company w.e.f. the close of business hours on March 21, 2023 due to personal reasons.

(ii) Your Board, based on recommendations of Audit Committee and Nomination & Remuneration Committee, had approved the appointment of Mr. Vikram Singh Panwar as CFO of the Company w.e.f. April 15, 2023.

In compliance with the requirements of Section 203 of the Act, Mr. Suresh Arora, Whole-Time Director, Mr. Yogesh Sharma, Chief Executive Officer, Mr. Vikram Singh Panwar, Chief Financial Officer and Mr. Suresh Kumar, Company Secretary of the Company are Key Managerial Personnel of the Company. Pursuant to the provisions under Section 134(3)(d) of the Act, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of SEBI Listing Regulations.

Board Committees

In compliance with the requirements of Act and SEBI Listing Regulations, your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. www.sitinetworks.com.

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

Board Evaluation

At a separate meeting of Independent Directors, held without presence of other Directors and Management, the Independent Directors had, based on various criteria, evaluated performance of the Executive Directors and performance of the Board as a whole and various Board Committees. A report on such evaluation done by Independent Directors was taken on record by the Board and further, the Board had in compliance with the requirements of Act, evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc. The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Report.

Auditors and Audit Report

Statutory Auditors

Pursuant to Section 139 of the Act and the Rules made thereunder, the Statutory Auditors of the Company, M/s DNS & Associates, Chartered Accountants, Gurugram having Firm's Registration No. 006956C, were appointed by the Members at 14th Annual General Meeting of the Company to hold office until the conclusion of the 19th Annual General Meeting scheduled to be held in the calendar year 2025.

Audit Report

During the year under review, the Statutory Auditors has reported the following modification(s) in the Audit Report:

The modification(s) in the Audit Report reported by Statutory Auditor during the financial year under review and explanations or comments by the Board of Directors thereon are as follows:

(a) Standalone Financial Results:

(i) Audit Qualification:

The Company's 'Revenue from Operations' include 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 ₹ 795.30 million and ₹ 3,284.54 million for the quarter and year ended March 31, 2023, respectively, while there would have been no impact on the net loss for the quarter and year ended March 31, 2023.

Explanations or comments by the Board:

As explained by the Management of the Company, the Board is of the view that as per their interpretation and cable industry practices of recognising revenue under Ind AS 115, the Company has appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the year and year ended March 31, 2023

(ii) **Audit Qualification:**

The Company 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 has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks and financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.

Explanations or comments by the Board:

The Company is in the process of calculation of additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks and financial institution with the Company and in accordance with the requirement of Ind AS 109, Financial Instrument.

(b) Consolidated Financial Results

(i) **Audit Qualification:**

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 ₹ 1,838.34 million and ₹ 7,387.76 million for the quarter and year ended March 31, 2023, respectively, while there would have no impact on the net loss for the quarter and year ended March 31, 2023.

Explanations or comments by the Board:

As explained by the Management of the Company, the Board is of the view that as per their interpretation and cable industry practices of recognising revenue under Ind AS 115, the Company has appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the year and year ended March 31, 2023

(ii) **Audit Qualification:**

The Holding 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 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 and financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.

Explanations or comments by the Board:

The Company is in the process of calculation of additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks and financial institution with the Company and in accordance with the requirement of Ind AS 109, Financial Instrument.

Secretarial Auditors

M/s Amit Agrawal & Associates, Company Secretaries in Whole Time Practice, having Firm Registration No. I2001DE191600, were appointed as Secretarial Auditors of the Company for the financial year 2022-23 pursuant to Section 204 of the Act. The Secretarial Audit Report of the Company submitted by the Secretarial Auditor, along with the Secretarial Audit Report of all material subsidiary companies of the Company, in the prescribed form MR-3, are collectively annexed to this report as Annexure – I and forms part thereof.

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

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

Cost Auditors

In compliance with the requirement of Section 148 of the Act, read with Companies (Cost Records and Audit) Rules, 2014, as amended, M/s. SK Mittal & Co., Cost Accountants, having Firm's Registration No. 000079, has been appointed to carry out Audit of the Cost Records of the Company during financial year 2022-23.

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

Directors' Responsibility Statement

Pursuant to Section 134 of the Act, in relation to Annual Financial Statements for the financial year 2022-23, your Directors hereby confirm that:

i. the Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis;

ii. in preparation of these Financial Statements, the applicable accounting standards have been followed and there are no material departures;

iii. accounting policies selected were applied consistently and the judgments and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit/loss of the Company for the year ended on that date;

iv. proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;

v. requisite internal financial controls, to be followed by the Company, were laid down and that such financial controls are adequate and operating effectively; and

vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company. Based on the internal financial control framework and compliance systems established in the Company, the work performed by Statutory, Internal, Secretarial Auditors and reviews performed by the Management and/or Audit Committee of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and working effectively during financial year 2022-23.

Subsidiaries & Joint Ventures

As on March 31, 2023, your Company has 24 nos. of subsidiary companies, 2 associate companies and 1 wholly owned Limited Liability Partnership.

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

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

Deposits

During the year under review, your Company has not accepted or invited any deposits as defined under Section 2(31) read with Chapter V of the Act and Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

Dividend

Your Board has not recommended dividend for the year under review.

Transfer to Reserves

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

Employee Stock Option Scheme

In pursuance of Employees Stock Option Scheme of the Company (SITI ESOP 2015), your Company had granted 4,663,500 options to eligible employees on September 3, 2015. During the year under review, neither any option was granted, nor any grantee had exercised the vested option(s).

The applicable disclosures as stipulated under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with regard to SITI ESOP 2015 are annexed to this report as Annexure - IV. The said disclosures on SITI ESOP 2015 will also be available on Company's website www.sitinetworks.com. The certificate of Statutory Auditors of the Company M/s DNS & Associates, Chartered Accountants (Firm's Registration No. 006956C), certifying that the SITI ESOP 2015 have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the shareholders, will be placed at the 17th Annual General Meeting of the Company.

Share Capital

During the period under review, there is no change in Authorised Share Capital of the Company. As on March 31, 2023 the Authorised Capital of the Company is ₹ 1,300 million comprising of 1,290,000,000 Equity Shares of Re.1/- each and 10,000,000 Preference Shares of ₹ 1/- each and the Paid-up Share Capital of the Company is ₹ 872.08 million comprising 872,053,848 Equity Shares of ₹ 1/- each fully paid-up and 23,436 Preference Shares of ₹ 1/- each fully paid-up.

Registered Office

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

Corporate Governance & Policies

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

In compliance with the requirements of Act and SEBI Listing Regulations, your Board has approved various Policies including Code of Conduct for Directors & Senior Management, Material Subsidiary Policy, Insider Trading Code, Document Preservation Policy, Material Event Determination and Disclosure Policy, Fair Disclosure Policy, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy, Dividend Policy and Remuneration Policy. All these policies and codes have been uploaded on Company's website www.sitinetworks.com. Additionally, Directors Familiarisation Programme and Terms and Conditions for appointment of Independent Directors can be viewed on Company's website www.sitinetworks.com.

In compliance with the requirements of Section 178 of the Act, the Nomination & Remuneration Committee of your Board had fixed various criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual. The Committee had also approved in-principle that the term of an Independent Director shall not exceed three (3) years.

Corporate Social Responsibility

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

Disclosures

i. **Particulars of Loans, Guarantee or Investments:** Particulars of loans, guarantees and investments made by the Company required under Section 186(4) of the Act are contained in Note No.6 & 42 of the Standalone Financial Statements and are not reproduced for the sake of brevity.

ii. **Related Parties Transactions:** All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were on arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

During the financial year 2022-23, there are no materially significant related party transactions by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, if any, which may have a potential conflict with the interest of the Company at large. Details of related party transactions will be available on Company's website www.sitinetworks.com.

All related party transactions, specifying the nature, value and terms and conditions of the transactions including the arms-length justification, are placed before the Audit Committee for its approval and statement of all related party transactions carried out is placed before the Audit Committee for its review on a quarterly basis. During the year under review, there have been no materially significant related party transactions by the Company as defined under Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations and accordingly, no transactions are required to be reported in Form AOC-2 as per Section 188 of the Act.

iii. **Extract of Annual Return:** The extract of annual return in MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 will be available on the website of the Company www.sitinetworks.com.

iv. **Internal Financial Control systems and their adequacy:** Your Company has approved internal financial controls and policies/ procedures for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically. Your Company has adopted accounting policies which are in line with the Indian Accounting Standards (Ind-AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India.

v. **Vigil Mechanisms/Whistle Blower Policy:** The Company has established a vigil mechanism/framed a whistle blower policy of the Directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations. The policy enables the employees and other stakeholders to report to the Management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said policy is available on website of the Company at www.sitinetworks.com.

vi. Risk Management: Your Company has well-defined operational processes to ensure that risks are identified and the operating management is responsible for identifying and implementing the mitigation plans for operational and process risks. Key strategic and business risks are identified and managed by senior management team. The risks that matter and their mitigation plans are updated and reviewed periodically by the senior management and integrated in the business plan for each year. In the opinion of the Board, currently, there are no risks that may threaten existence of the Company.

vii. Sexual Harassment: The Company is committed to provide safe and conducive working environment to all its employees (permanent, contractual, temporary and trainees, etc.) and has zero tolerance for Sexual Harassment at workplace. The Company has adopted a Policy on prevention, prohibition and redressal of Sexual Harassment at workplace in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder and has constituted Internal Complaints Committee to redressal complaints received regarding sexual harassment.

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

viii. Regulatory Orders: No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

However, Hon'ble National Company Law Board ("NCLT"), Mumbai vide its order dated February 22, 2023 on the petition filed by Indusind Bank Ltd., had admitted the Company under Corporate Insolvency Resolution Process ("CIRP") and had appointed the Interim Resolution Procession. The said order of Hon'ble NCLT has been stayed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), New Delhi vide its order dated March 7, 2023 and the same order is operative as on date.

ix. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year:

(a) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT Mumbai against the Broadcaster- Pioneer Channel Factory Ltd. ("Corporate Debtor") claiming an amount of ₹ 2,340,000/- from the Corporate Debtor on account of non-payment of agreed placement fee in terms of the Agreement executed between the parties. The matter is currently pending and listed for further proceedings.

(b) Your company has filed a Statement of Claim before the Official Liquidator at New Delhi against Broadcaster - Macro Commerce Pvt. Ltd. ("Corporate Debtor") in terms of order passed by Hon'ble NCLT, Mumbai in another petition filed against the Corporate Debtor. Your Company had submitted Statement of Claim of ₹ 4,828,720/- before the Official Liquidator in terms of agreement executed between Your Company and Corporate Debtor. Your Company has received an amount of ₹ 2,449,467/- so far. This matter is pending before the Official Liquidator for further proceedings.

(c) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against Broadcaster- Shop CJ Network Pvt. Ltd. ("Corporate Debtor") claiming an amount of ₹ 8,216,487/- before the Official Liquidator in terms of agreements executed between Your Company and the Corporate Debtor. The official Liquidator has released an amount of ₹ 5,338,299/- to your Company so far. This matter is pending before Official Liquidator for further proceedings.

(d) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against the Broadcaster - Fearless Media Pvt. Ltd. ("Corporate Debtor") claiming an amount of ₹ 591,665/- from the Corporate Debtor on account of non-payment of agreed placement fee in terms of the Agreement executed between your Company and the Corporate Debtor. This matter is pending before the Official Liquidator for further proceedings.

(e) Your Company has filed a Statement of Claim before the Official Liquidator at Mumbai against the Broadcaster - Mi Marathi Media Ltd. ("Corporate Debtor") claiming an amount of ₹ 396,171/- from the Corporate Debtor on account of non-payment of agreed placement fee in the terms of the Agreement executed between your Company and the Corporate Debtor. This matter is pending before Official Liquidator for further proceedings.

(f) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code 2016, before the Hon'ble NCLT, Mumbai, against the Broadcaster - TV Home Shopping Network Ltd. ("Corporate Debtor") claiming an amount of ₹ 4,368,363/- from the ("Corporate Debtor") on account of non-payment of agreed placement fee in terms of the Agreement executed between your Company and the Corporate Debtor. This matter is pending before Hon'ble NCLT Mumbai for further proceedings.

(g) Your Company has filed an Application under Section 9 of the Insolvency and Bankruptcy Code 2016, before the Hon'ble NCLT Mumbai against the Broadcaster - Broadcast Initiatives Ltd. ("Corporate Debtor") claiming an amount of ₹ 3,622,735/- from the corporate debtor on account of non-payment of agreed placement fee in terms of the Agreement executed between the your Company and the ("Corporate Debtor"). The matter was dismissed for want of prosecution. Your Company is in the process of filing a restoration application for further adjudication.

(h) IndusInd Bank Ltd. had filed a Petition against the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, Mumbai, for default in payment of Term Loans sanctioned under loan facilities agreements availed by the Company. The outstanding claimed by IndusInd Bank was ₹ 1,488.29 million. In said matter, the Hon'ble NCLT, Mumbai vide its order dated February 22, 2023, inter alia, has admitting the Company under CIRP and has appointed the Interim Resolution Professional (IRP).

However, Hon'ble National Company Law Appellate Tribunal ("NCLAT"), while considering the appeal filed by suspended Director the Company, vide its order dated March 7, 2023 has stayed the operation of order dated February 22, 2023 of Hon'ble NCLT.

(i) Housing Development Finance Corporation Ltd. ("HDFCL") has filed a Petition against your Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, Mumbai, for default in payment of loan. The outstanding claimed by HDFCL was ₹ 2,960.64 million as on 31.01.2022. The Hon'ble NCLT vide its order dated March 6, 2023, has, inter alia, dismissed the said petition, as it became infructuous as that Company is already under CIRP vide order dated February 22, 2023 of the Hon'ble NCLT, Mumbai.

(j) IDBI Bank Limited ("IDBI") has filed a Petition against your Company under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Hon'ble NCLT, Mumbai, for default in payment of loans. The outstanding claimed by IDBI was ₹ 1,684.58 million. The Hon'ble NCLT vide its order dated February 28, 2023, has, inter alia, dismissed the said petition, as it became infructuous as that Company is already under CIRP vide order dated February 22, 2023 of the Hon'ble NCLT, Mumbai.

x. **Reporting of frauds by auditors:** During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

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

xii. **Listing on stock exchanges:** The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited.

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

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

Conservation of Energy:	
i. The steps taken or impact or conservation of energy	Your Company, being a service provider, has minimal energy consumption. Though, every endeavour is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.
ii. The steps taken by the Company for utilizing alternate sources of energy	
iii. The capital investment on energy conservation equipments	
Technology Absorption:	
i. The efforts made towards technology absorption	Your Company uses latest technology and equipment for distribution of Cable TV signals. However, since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil.
ii. The benefits derived like product improvement, cost reduction, product development or import substitution	
iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
a. the details of technology imported	
b. the year of import;	
c. whether the technology been fully absorbed	
d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
iv. The expenditure incurred on Research and Development	

Foreign Exchange Earnings and Outgo: During the year under review, your Company had foreign exchange earnings of ₹ 0.00 million and outgo of ₹ 87.51 million.

Human Resources & Particulars of Employees

As a people-centric organization, your Company strongly believe in nurturing a culture that enables the growth, well-being, welfare and career progression of employees. You Company has a company-wide ethos of caring and sharing with our people and continue to invest in their learning and development on an ongoing basis. You Company also remain consistently focused on being connected and engaged with employees to keep them motivated and inspired, treating them as equal partners in our growth journey.

During FY2023, we undertook various initiatives to build on our human resource culture and ensure the sustained welfare and wellbeing of our employees. Your Company conducted regular health checkups for our employees through special camps and supported employees diagnosed with any medical issues.

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

Acknowledgements

Your Directors thanks the Company's employees, customers, broadcasters, cable operators and other business associates, vendors and shareholders for their continuous supports. The Directors also thanks the bankers, financial institutions, various Governmental Authorities including Ministry of Information and Broadcasting, Ministry of Communication and Information Technology, Telecom Regulatory Authority of India, Stock Exchanges, Registrar & Share Transfer Agent and Depositories for their co-operation.

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

For and on behalf of the Board

Suresh Arora
Whole Time Director
DIN00299232

Amitabh Kumar
Non-Executive Director
DIN00222260

Noida, May 30, 2023

ANNEXURE - I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,
The Members,
SITI Networks Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SITI Networks Limited (hereinafter referred to as "the Company") having its registered office at Unit No.38, 1st Floor, A Wing, Madhu Industrial Estate, P.B. Marg, Worli, Mumbai - 400 0013 and corporate office at UG Floor, Plot No. 19 & 20, Sector -16A, Film City, Noida, Uttar Pradesh-201301. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by SITI Networks Limited for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

   (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

   1. Labour Laws:
      (Central Act):

      a. ESI Act

      b. EPF Act

   2. Industry Specific Laws:

      a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.

      b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with the National Stock Exchange Limited and BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

CS Amit Agrawal
(Proprietor)
M. No.: F5311, C.P. No.: 3647
UDIN: F005311E000421848

Place: Delhi
Date: May 30, 2023

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Indian Cable Net Company Limited for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

   (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

   1. Labour Laws:
      (Central Act):

      a. ESI Act

      b. EPF Act

   2. Industry Specific Laws:

      a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.

      b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

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

Balika Sharma
Proprietor
FCS No.: 4816
C P No.: 3222
Peer Review Certificate No.: 658/2020
Place: New Delhi Unique Identification No.: S2007DE097200
Date: May 24, 2023 UDIN: F004816E000371591

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

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

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

Place: New Delhi
Date: May 24, 2023

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Siti Maurya Cable Net Private Limited for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

(g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

1. Labour Laws:
(Central Act):

a. ESI Act
b. EPF Act

2. Industry Specific Laws:

a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.

b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

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

Balika Sharma
Proprietor
FCS No.: 4816
C P No.: 3222
Peer Review Certificate No.: 658/2020
Place: New Delhi Unique Identification No.: S2007DE097200
Date: May 24, 2023 UDIN: F004816E000371655

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

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

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

Place: New Delhi
Date: May 24, 2023

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,
The Members,
Siti Siri Digital Network Private Limited
32.2/1-1A, Ratnamamba Street
Mogalrajpuram Vijayawada
AP 520010
CINU93000AP2013PTC088687

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siti Siri Digital Network Private Limited (hereinafter referred to as "the Company") having its registered office at 32.2/1-1A, Ratnamamba Street Mogalrajpuram Vijayawada AP 520010. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Siti Siri Digital Network Private Limited for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

   (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

   1. Labour Laws:
      (Central Act):

      a. ESI Act
      b. EPF Act

   2. Industry Specific Laws:

      a. The Telecom Regulatory Authority of India Act, 1997 and Regulations made thereunder.

      b. The Cable Television Network (Regulation) Act, 1995 and rules framed thereunder.

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

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

Balika Sharma
Proprietor
FCS No.: 4816
C P No.: 3222
Peer Review Certificate No.: 658/2020
Unique Identification No.: S2007DE097200
DIN: F004816E000356288

Place: New Delhi
Date: May 19, 2023

To,
Siti Siri Digital Network Private Limited
32.2/1-1A, Ratnamamba Street
Mogalrajpuram Vijayawada
AP 520010
CINU93000AP2013PTC088687

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

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

Place: New Delhi
Date: May 19, 2023

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Master Channel Community Network Pvt Ltd for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

   (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

   1. Labour Laws:
      (Central Act):

      a. ESI Act
      b. EPF Act

   2. Industry Specific Laws:

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

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

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

Balika Sharma
Proprietor
FCS No.: 4816
C P No.: 3222
Peer Review Certificate No.: 658/2020
Unique Identification No.: S2007DE097200
UDIN: F004816E000356255

Place: New Delhi
Date: May 19, 2023

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

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

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

Place: New Delhi
Date: May 19, 2023

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,
The Members,
Siti Prime Uttaranchal Communication Private Limited
F-1, J Block Market, Ashok Vihar,
Phase-I, Delhi-110052
CIN: U64200DL2014PTC269035

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siti Prime Uttaranchal Communication Private Limited (hereinafter referred to as "the Company") having its registered office at F-1, J Block Market, Ashok Vihar, Phase-I, Delhi-110052. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Siti Prime Uttaranchal Communication Private Limited for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

(g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(vi) Other laws:

1. Labour Laws:
(Central Act):
   a. ESI Act
   b. EPF Act

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

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

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

Balika Sharma
Proprietor
FCS No.: 4816
C P No.: 3222
Peer Review Certificate No.: 658/2020

Place: New Delhi   Unique Identification No.: S2007DE097200
Date: May 19, 2023   UDIN: F004816E000356222

To,
Siti Prime Uttaranchal Communication Private Limited
F-1, J Block Market, Ashok Vihar,
Phase-I, Delhi-110052
CIN: U64200DL2014PTC269035

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

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

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

Place: New Delhi
Date: May 19, 2023

ANNEXURE - II

Secretarial Compliance report of SITI Networks Limited

for the year ended on March 31, 2023

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

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

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

(a) all the documents and records made available to me, and explanation provided by SITI Networks Limited (the "listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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

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

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & thereafter 2018. **Not applicable to the Company during the audit period**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **Not applicable to the Company during the audit period**.

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not applicable to the Company during the audit period**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013. **Not applicable to the Company during the audit period**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **Not applicable to the Company during the audit period**

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **Not applicable to the Company during the audit period**

(k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018 and circulars/ guidelines issued there under.

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

Sl. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:**		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	**Adoption and timely updation of the Policies:**		
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	
3.	**Maintenance and disclosures on Website:**		
	The Listed entity is maintaining a functional website.	Yes	
	Timely dissemination of the documents/ information under a separate section on the website	Yes	
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	**Disqualification of Director:**		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	**To examine details related to Subsidiaries of listed entities:**		
	(a) Identification of material subsidiary companies	Yes	
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	**Preservation of Documents:**		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	
7.	**Performance Evaluation:**		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	**Related Party Transactions:**		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	N.A.	No such transactions had ever entered with any related party without obtaining prior approval of Audit Committee

Sl. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has adequate and proper software installed to maintain Structured Digital Database in compliance with the SEBI Regulations.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes (no action taken)	No such action taken by any of the Stock Exchanges or SEBI
12.	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes (no any additional non-compliances)	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A.	
	(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A	
	(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A	
2.	Other conditions relating to resignation of statutory auditor N.A.		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: (a) In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
	(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. (c) The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated October 18, 2019.	N.A.	

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

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **Not Applicable**

Sl. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sl. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

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

CS Amit Agrawal
(Proprietor)
C.P. No.: 3647, M. No.: F5311
UDIN: F005311E000396009
Peer Review No.: 853/2020

Place: New Delhi
Date: May 27, 2023

ANNEXURE – III

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

PART "A": Subsidiaries

Name of the Subsidiary	Indian Cable Net Company Ltd.	Master Channel Community Network Pvt. Ltd.[1]	Siti Vision Digital Media Pvt. Ltd.	Siti Maurya Cable Net Pvt. Ltd.[2]	Siti Jai Maa Durgee Communications Pvt. Ltd.	Siti Guntur Digital Network Pvt. Ltd.	Siti Krishna Digital Media Pvt. Ltd.	Siti Faction Digital Pvt. Ltd.
Reporting Period	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022
	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
Reporting Currency	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Share Capital	864.01	0.50	14.78	90.28	0.10	0.10	0.10	0.10
Reserve & Surplus	3,248.19	64.95	(353.19)	107.41	(74.75)	(6.26)	(17.03)	(55.62)
Total Asset	4,998.11	523.74	353.87	355.78	18.37	55.70	9.72	135.37
Total Liabilities	885.91	458.29	692.28	158.09	93.01	61.86	26.65	190.89
Investments	80.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Turnover	4,005.38	637.84	343.47	408.01	0.00	0.00	0.00	0.00
Profit before taxation	(296.40)	(21.23)	(49.88)	(50.52)	(0.13)	(21,61)	(3.25)	(5.06)
Provision for taxation	57.77	(0.47)	22.69	(12.19)	0.00	(0.04)	0.00	0.00
Profit after taxation	(354.17)	(20.76)	(72.57)	(38.33)	(0.13)	(21,64)	(3.25)	(5.06)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	60.02	66.00	51.00	50.10	51.00	74.00	51.00	51.00

[1] *Subsidiary of Central Bombay Cable Network Limited*

[2] *Subsidiary of Indian Cable Net Company Limited*

Name of the Subsidiary	Siti Global Pvt. Ltd.	Siti Siri Digital Network Pvt. Ltd.	Siti Karnal Digital Media Network Pvt. Ltd.	Siti Broadband Services Pvt. Ltd.	Siti Jind Digital Media Communications Pvt. Ltd.	Siti Jony Digital Cable Network Pvt. Ltd.	Central Bombay Cable Network Ltd.	Wire and Wireless Tisai Satellite Ltd.	Siticable Broadband South Ltd.
Reporting Period	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022
	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
Reporting Currency	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Share Capital	0.10	0.10	0.10	0.10	2.00	0.10	0.50	0.50	0.10
Reserve & Surplus	(40.32)	(30.13)	(102.85)	(785.77)	(28.87)	(8.20)	(21.00)	(100.23)	(38.94)
Total Asset	33.54	1,112.32	69.77	383.25	70.62	7.05	39.81	3.36	66.42
Total Liabilities	73.75	1,142.35	172.53	1,168.92	97.49	14.99	60.32	103.08	105.25
Investments	0.00	0.00	0.00	1.28	1.4	0.00	0.39	0.00	3.50
Turnover	10.31	1,412.83	1.64	414.54	53.97	0.66	0.00	0.00	0.00
Profit before taxation	(7.76)	(38.29)	(20.77)	(214.77)	(8.69)	(0.99)	(0.13)	(0.20)	(7.75)

Name of the Subsidiary	Siti Global Pvt. Ltd.	Siti Siri Digital Network Pvt. Ltd.	Siti Karnal Digital Media Network Pvt. Ltd.	Siti Broadband Services Pvt. Ltd.	Siti Jind Digital Media Communications Pvt. Ltd.	Siti Jony Digital Cable Network Pvt. Ltd.	Central Bombay Cable Network Ltd.	Wire and Wireless Tisai Satellite Ltd.	Siticable Broadband South Ltd.
Reporting Period	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022
	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
Reporting Currency	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Provision for taxation	0.00	(30.81)	0.00	(9.88)	(1.84)	0.00	0.00	0.00	0.00
Profit after taxation	(7.76)	(7.48)	(20.77)	(204.89)	(6.85)	(0.99)	(0.13)	(0.20)	(7.75)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	51.00	51.00	51.00	100.00	57.50[3]	51.00	100.00	51.00	100.00

[3] *Include 6.50% held by Siticable Broadband South Limited.*

Name of the Subsidiary	Indinet Service Private Limited[4]	Siti Prime Uttaranchal Communication Private Limited	Siti Sagar Digital Cable Network Private Limited	Siti Saistar Digital Media Private Limited	E-Net Entertainment Private Limited[5]	Variety Entertainment Private Limited	Meghbela Infitel Cable & Broadband Private Limited[6]	Siti Networks LLP
Reporting Period	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022	April 1, 2022
	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
Reporting Currency	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Share Capital	0.10	0.20	0.10	0.10	0.57	0.10	0.10	0.10
Reserve & Surplus	(48.04)	(9.00)	(26.06)	(199.9)	(36.65)	(51.50)	(122.00)	(0.21)
Total Asset	287.39	133.92	37.19	385.8	73.65	763.63	289.96	240.40
Total Liabilities	335.33	142.72	63.14	585.6	109.73	815.03	411.86	240.51
Investments	0.00	0.00	0.00	0.00	0.00	35.27	0.00	0.00
Turnover	725.22	76.00	3.78	226.6	48.64	65.36	289.70	0.00
Profit before taxation	(52.07)	(18.65)	(5.61)	(69.8)	(13.33)	(21.80)	(85.40)	(0.03)
Provision for taxation	(14.10)	(1.43)	0.00	7.6	0.65	1.08	9.39	0.00
Profit after taxation	(37.97)	(17.22)	(5.61)	(62.2)	(13.68)	(20.72)	(94.79)	(0.03)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of shareholding	100.00	51.00	51.00	51.00	51.00	100.00	76.00	

[4] *Wholly owned subsidiary of Indian Cable Net Company Limited*

[5] *Subsidiary company of Siti Broadband Services Private Limited*

[6] *Subsidiary of Indian Cable Net Company Limited*

PART "B" ASSOCIATES AND JOINT VENTURES

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

Name of Associates/ Joint Ventures	C&S Medianet Private Limited	Paramount Digital Media Services Private Limited
Latest Audited Balance Sheet date	May 9, 2023	May 19, 2023
Share of Associate/ Joint Ventures held by the Company on the year end		
• No.	4,800	*10,000
• Amount of Investment in Associates/ Joint Ventures (₹ in million)	0.05	35.27
• Extend of Holding %	48.00%	*50.00%
Description of How there is significant influence	Control of more than 20% of the Total Share Capital.	Control of more than 20% of the Total Share Capital.
Reason why the associate/ joint venture is not consolidated	-	-
Networth attributable to shareholding as per latest audited Balance Sheet	-	-
Profit/ Loss for the Year	-	-
i. Considered in Consolidation (₹ in million)		
ii. Not Considered in Consolidation		

** Held through Variety Entertainment Private Limited*

ANNEXURE – IV

ANNEXURE TO DIRECTORS' REPORT

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

Sl. No.	Particulars	Details
1.	Relevant disclosures in terms of the Guidance Note on Accounting for employees share-based payment issued by ICAI or any other relevant Accounting Standards as prescribed from time to time.	Refer Note No.32 of standalone financial statements for the year ended March 31, 2023,
2.	Diluted EPS on issue of shares pursuant to all the Schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 - Earning Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	Diluted EPS as per Indian Accounting Standards 33 is Rs.(3.43) (Refer Note No.29 of standalone financial statements).
3.	**Details relating to ESOS**	
	i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS including:	Presently the Company has only one ESOP Scheme namely – SITI ESOP 2015.
	a. Date of Shareholders approval	August 27, 2015
	b. Total No. of Options approved under ESOP	33,881,656 Stock Options
	c. Vesting Requirements	The Options granted shall vest, not earlier than one year and not later than five years from the date of grant of options, so long as the employee continues to be in the employment of the Company, as the case may. Vesting shall happen in one or more tranches, subject to such terms and conditions of vesting as may be decided by the Board / Nomination & Remuneration Committee including but not limited to certain performance metrics subject to which the options would vest. The specific vesting schedule and conditions, if any, subject to which vesting would take place would be outlined in the Letter of Grant given to the Grantee at the time of the Grant of Options.
	d. Exercise Price or pricing formula	The exercise price shall be equal to the latest available closing market price (on that stock exchange where there is highest trading volume) on the date prior to the date on which the options are granted to the employees.
	e. Maximum term of Options granted	Options granted under SITI ESOP 2015 scheme shall be capable of being exercised within a period of four years from the date of each Vesting of the respective Stock Options.
	f. Source of share (primary, secondary or combination)	Primary
	g. Variation in terms of Options	None

Sl. No.	Particulars	Details
ii.	Method used to account for ESOS Intrinsic or fair value.	Fair Value Method
iii.	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Not applicable as the Company has accounted for the Stock Option at Fair Value using a variation of the binominal option pricing model as detailed in Note No.32 of standalone financial statements for FY 2022-23.
iv.	Option movement during the year:	
	Number of options outstanding at the beginning of the FY 2022-23	133,845 Stock Options
	Number of options granted during FY 2022-23	Nil
	Number of options forfeited / lapsed during FY 2022-23	133,845 Stock Options
	Number of options vested during FY 2022-23	Nil
	Number of options exercised during FY 2023-23	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil
	Loan repaid by the trust during the year from exercise price received	Nil
	Number of options outstanding at the end of FY 2022-23	Nil
	Number of options exercisable (vested) at the end of FY 2022-23	Nil
v.	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	No options were exercised during the financial year 2022-23. The weighted average share price per share at the date of exercise in the financial year 2016-17 was Rs.39.05 per share.
vi.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to (a) Senior Managerial Personnel; (b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	No options were exercised during the financial year 2022-23. Therefore, details under this head are nil.
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information viz. (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Refer Note No.32 of to the Notes to standalone financial statements for FY 2022-23 for description of method and significant assumptions used to estimate fair value of Options granted.

ANNEXURE – V

PARTICULARS OF REMUNERATION OF EMPLOYEES

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

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

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

S. No.	Name of the Director-KMP and Designation	% increase in remuneration in FY 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1.	Prof. Sunil Kumar Maheshwari, Independent Director	Nil	-
2.	Mr. Bhanu Pratap Singh, Independent Director	Nil	-
3.	Ms. Shilpi Asthana, Independent Director	Nil	-
4.	Ms. Kavita Kapahi	Nil	-
5.	Mr. Amitabh Kumar	Nil	-
6.	Mr. Suresh Arora	Nil	-
7.	Mr. Yogesh Sharma	Nil	NA
8.	Mr. Vikash Khanna	Nil	NA
9.	Mr. Vikram Singh Panwar	Nil	NA
10.	Mr. Suresh Kumar, Company Secretary	Nil	NA

[1] *Mr. Vikash Khanna had resigned from the office of Chief Financial Officer ("CFO") of the Company with effect from the close of business hours on March 21, 2023.*

[2] *Mr. Vikram Singh Panwar appointed as CFO of the Company w.e.f. April 15, 2023.*

S. No.	Requirements	Disclosure
1	The percentage increase in the median remuneration of employees in the financial year 2022-23	0%
2	The number of permanent employees on the rolls of the Company	205 employees as on March 31, 2023
3	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Non-managerial 0.00% Managerial 0.00 % This is based on Remuneration Policy of the Company that rewards personnel differently based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relatives are taken care of.
4	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration policy of the Company

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

1. Top ten employees in terms of remuneration drawn:

Sl. No.	Name and age	Designations	Remuneration Received	Qualification and experience	Date of joining	Last Employment
1.	Arun Agarwal	Deputy General Manager - Finance & Accounts	3,342,757	B.COM	09-Apr-07	DCB Bank
2.	Manish Kumar Sinha	Associate Vice President- Sales & Operations	3,990,567	MBA	15-Jan-18	Mediant Systems Pvt. Ltd.
3.	Rohtash Jain	Associate General Manager - Finance and Accounts	2,694,864	CA	8-Apr-16	HCL Infosystems
4.	Santosh Kumar Singh	General Manager Finance & Accounts	2,006,984	CA	16-Jun-22	Business Octane Solutions Pvt Ltd
5.	Sunil Mamtani	Associate Vice President – Technology	3,923,269	Diploma in electronics	14-10-2008	Reliance Communications
6.	Suresh Kumar	Company Secretary	3,668,375	CS & Master of Financial Management	01-Aug-02	SITI Cable Network Ltd.
7.	Vijay Kalur	General Manager - Sales & Operations	3,463,820	BBA	03-Jul-17	Reliance Communications
8.	Vikram Singh Panwar	Deputy Chief Financial Officer*	3,734,792	CA	27-Aug-21	PI Industries
9.	Vikash Khanna	Chief Financial Officer**	6,772,086	CA	08-Oct-21	Abis Exports (India) Pvt. Ltd.
10.	Yogesh Sharma	Chief Executive Officer	10,675,741	B. Tech	15-Jan-18	Mediant Systems Pvt. Ltd.

Note :

1. All appointments are contractual and terminable by notice on either side.

2. None of the employee are related to any Director

3. Remuneration is as per provisions contained in section 17(1), 17(2) and 17(3) of the Income Tax Act, 1961.

**Mr. Vikram Singh Panwar appointed as CFO of the Company w.e.f. April 15, 2023.*

***Mr. Vikash Khanna had resigned from the office of Chief Financial Officer ("CFO") of the Company with effect from the close of business hours on March 21, 2023.*

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

Sl. No.	Name and age	Designation	Remuneration Received	Qualification and experience	Date of joining	Last Employment
1	Yogesh Sharma	Chief Executive Officer	10,675,741	B. Tech	15-Jan-18	Mediant Systems Pvt. Ltd.

Note:

1. *All appointments are contractual and terminable by notice on either side.*
2. *None of the employee are related to any Directors*
3. *Remuneration is as per provisions contained in section 17(1), 17(2) and 17(3) of the Income Tax Act, 1961.*

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

NIL

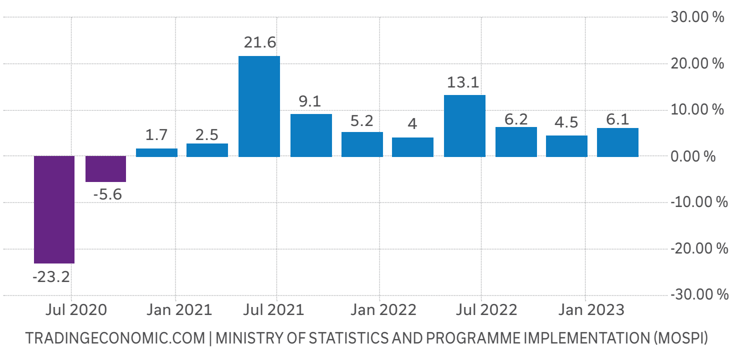
Management Discussion & Analysis

ECONOMIC REVIEW

Indian Economic Review

India continues to be among the fastest growing economies in the world and emerged as the shining beacon in a grim global scenario. The Indian economy continues to show resilience despite external exogenous shocks. India's real GDP growth is pegged at 7.2% in FY 2022-23 as against 9.1% in FY 2021-22. Domestic economic growth is gaining strength and further traction in 2023. According to the IMF, India's GDP per capita at current prices is US$ 2,600 in 2023, leading to a surge in household consumption, boosting the demand for goods and services across industries. Higher inflation remains a challenge and the Reserve Bank of India (RBI) has tried to cushion the economy from higher inflation and increased the repo rate by 250 basis points in FY 2022-23. As a result, retail inflation eased to 4.7% and the wholesale price index (WPI) inflation fell to -0.92% in April 2023 amid lower food and fuel costs. Further, the RBI approved international trade settlements in Indian Rupees (₹) to promote the growth of global trade with an emphasis on exports from India and to support the increasing interest of the global trading community.

Quarterly GDP Growth (%)



Source: *Trading Economics*

India's IIP growth of 5.1% in FY 2022-23 shows modest growth in the industrial sector. The combined growth rate of ICI (Index of Eight Core Industries) during FY 2022-23 was 7.7% (provisional) compared to the corresponding period of last year. Further, the gross Goods and Services Tax (GST) revenue collection in May 2023 was ₹ 1.57 trillion, with 12% Y-o-Y growth.

Despite the weak external demand, international trade contributed significantly to economic growth in FY 2022-23. The Annual merchandise exports were the highest-ever at US$ 447.46 billion with 6.03% growth during FY 2022-23 surpassing the previous year's record exports of US$ 422.00 billion. Further, the services sector witnessed a swift rebound in FY 2022-23, growing Y-o-Y at 8.4% compared to a contraction of 7.8% in the previous financial year, bolstered by the release of pent-up demand, ease of mobility restriction and near-universal vaccination coverage.

Outlook

As per the IMF, the Indian economy is expected to grow at 6.3% in FY 2024-25 after registering around 5.9% growth in FY 2023-24. Growth will be supported by a conducive domestic policy environment, driven by higher capital expenditure, the government's thrust on domestic manufacturing and infrastructure development, strong domestic consumption, technology-enabled development, revival in credit growth, and energy transition among others. In the Union Budget 2023-24, the government has envisaged ₹ 10 lakh crore for the development of the infrastructure sector, which will accelerate economic growth. In addition, growth-enhancing policies such as the production-linked incentives (PLI) scheme, Atmanirbhar Bharat and 'Make in India' are focussed on attracting foreign investment, boosting manufacturing and enhancing the country's overall competitiveness. Further, with the rapid urbanisation, demand for housing, real estate and automobiles will see an upswing in tune with the rising aspirations of the populace. Despite the challenging global environment, the Indian economy with its strong fundamentals and massive demographic strengths seems en route to outpace other large economies.

INDUSTRY REVIEW

Media & Entertainment Industry

The Indian Media & Entertainment (M&E) sector continued its strong growth trajectory. The industry has redefined itself in recent times fuelled by the growth of digital infrastructure, digital media adoption and digital assets. The sector grew 20% to reach ₹ 2.1 trillion in 2022, which is 10% more than its pre-pandemic levels in 2019.

	2019	2020	2021	2022	2023E	2025E	CAGR 2022 - 2025
Television	787	685	720	709	727	796	3.9%
Digital Media	308	326	439	571	671	862	14.7%
Print	296	190	227	250	262	279	3.7%
Filmed entertainment	191	72	93	172	194	228	9.8%
Online gaming	65	79	101	135	167	231	19.5%
Animation and VFX	95	53	83	107	133	190	21.1%
Live events	83	27	32	73	95	134	22.2%
Out of Home media	39	16	20	37	41	53	12.8%
Music	15	15	19	22	25	33	14.7%
Radio	31	14	16	21	22	26	7.5%
Total	**1,910**	**1,476**	**1,750**	**2,098**	**2,339**	**2,832**	**10.5%**
Growth		**-23.2%**	**19.3%**	**19.9%**	**11.5%**		

Source: *FICCI-EY - M&E Report, 'Windows of opportunity' (April 2023)*

The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 58% of the M&E sector's revenues in 2022 compared to 68% in 2021 and down from 71% in 2019. This is primarily due to the penetration of smartphones and 4G connectivity, which enabled people to consume all kinds of content, including films, sports, news, music and more via OTT, YouTube, Instagram, Facebook, Twitter, etc. India is spending 82% of its time on mobile phone apps for media and entertainment.

Television (TV) Industry

According to the FICCI-EY- M&E Report, 'Windows of opportunity' (April 2023), the Television segment retained its market size as the largest segment and grew 10% in 2022. However, the time spent on TV decreased 7% in 2022 over 2021 as people went back to work. The sports segment makes up a key part of content spend by Linear TV and witnessed 6% growth in viewership on television.

At the other end of the cost spectrum, connected smart television sets continued their explosive growth. Smart TV sets increased to 25 million though only 8 to 10 million connected to the internet daily. The number of television channels reduced marginally to 885 as in September 2022 from 906 in September 2021. Pay channels increased by 5, while free-to-air (FTA) channels reduced by 26, which reflects a move by broadcasters to convert FTA channels into pay to build stronger subscription revenue products.

Television advertising grew 2% in 2022 just behind its 2019 levels, on the back of volume growth. Television subscription revenue continued to fall for the third year in a row, experiencing a de-growth of 4% in 2022 due to a reduction in the paid subscriber base by around 5 million television homes and stagnant consumer-end ARPUs as channel pricing was not increased during the year.

	2019	2020	2021	2022
Advertising	320	251	313	318
Distribution	468	434	407	392
Total	788	685	720	710

₹ billion (gross of taxes) | EY analysis

Source: *FICCI-EY- M&E Report, 'Windows of opportunity' (April 2023)*

According to the FICCI-EY report, the number of distribution platforms remained stable. MSO registrations remained constant at 1,747 in 2022. End-customer prices remained stable at an average of ₹ 223 per month (net of taxes), given that regulations prohibited pricing changes for a large part of the year. Most consumers opted for packs created by the DPOs and LCOs with minimal customisation, however, periods of temporarily suspended connections increased marginally as alternate and even free entertainment options were available on mobile phones, which reduced the need to recharge in a timely manner.

	Dec 2020	Dec 2021	Dec 2022
MSO	1,702	1,747	1,747
DTH	5	5	5
HITS	1	1	1

MIB Website

Looking ahead, television revenue is projected to grow to ₹ 796 billion and television advertising to grow at a CAGR of 5.3% to reach ₹ 371 billion by 2025. Subscription revenue is forecasted to grow at 2.7% CAGR to reach ₹ 425 billion by 2025. The growth of overall television households shall be driven by connected TVs which is expected to cross 40 million and free television is expected to cross 50 million by 2025. Total television screens (linear and bi-directional) are expected to reach 206 million by 2025. Population growth, improved electrification in rural areas and gradual easement of inflation, which will lead to reduced prices of television sets, subscriptions and advertising will contribute to the growth of the television segment.

Cable and Satellite

As people rely more than ever on fast internet connectivity for work, school and entertainment, cable companies are achieving record results from their high-speed data offerings. Digital media consumption is growing and cable networks and streaming platforms are aiding the transformation. They play a crucial role in distributing content across platforms, its effective consumption and monetisation.

	2020	2021	2022
Cable*	72	68	64
DTH*	56	55	54
HITS*	2	2	2
Free TV**	40	43	45
Total	170	168	165

Source: *FICCI-EY- M&E Report, 'Windows of opportunity' (April 2023)*

According to the FICCI-EY report, active paid subscriptions continued to reduce in 2022. While HITS remained relatively stable, DTH saw a decline of 1 million homes and cable lost 4 million homes. The fall in paid subscriptions is attributed to factors such as the rising popularity of OTT platforms, YouTube, free TV and digital streaming, including social media, short video and gaming platforms and some number of subscribers moving consumption to connected TVs.

Free television continued to grow its base to reach an estimated 45 million subscribers on the back of less-expensive television sets, economic issues and the addition of new channels to the platform. Further, connected smart TV sets are expected to reach 40 million by 2025, given the imminent large-scale rollout of 5G services in India and the continued growth of wired broadband.

Broadband

The Telecom industry in India is the second largest in the world with a subscriber base of 1,172.84 million and 84.51% increase in the overall teledensity (wireless & wireline) at the end of March 2023. The number of broadband subscribers increased from 839.33 million at the end of February 2023 to 846.57 million at the end of March 2023 with a monthly growth rate of 0.86%. The number of wired subscribers was 33.49 million at the end of March 2023 while the number of people accessing the internet via mobile devices (phones and dongles) was 811.99 million at the end of March 2023. According to FICCI-EY-M&E Report, currently, less than one in ten Indian households have a wired broadband connection. Some of the factors that will drive this growth in the future are the trend of work-from-home and hybrid working models. 96% of those accessing the internet used broadband, of which 4% used wired broadband and the rest used wireless services.

Increase in Internet penetration

Internet subscriptions (In millions)	Dec 2020	Dec 2021	Dec 2022E
Narrow band (a)	48	37	34
Broadband (b)	747	792	832
Urban (a)	482	496	516
Rural (b)	313	333	350
Total (a+b)	795	829	866

Source: *TRAI, EY estimates*

India is among the nations that had the lowest data charges in the world. India's low data prices is the key reason for the growing telecom internet user base and consequently, the growth being witnessed across online entertainment, audio streaming, gaming, social media, etc. Telecom operators and internet service providers in the country are making rapid progress in upgrading their networks and services. Increasing capex by telecom players and the government's spending on 5G will drive the demand for optical fibre cables.

A report from Point Topic, a US-based analyst, suggests that India will see rapid growth in fibre broadband subscribers by the end of this decade. India's fibre broadband subscriber count is expected to reach 110 million by 2030.

Regulatory Update

The Union Budget 2023-24

The Budget envisages an allocation of ₹ 97,579 crore, an increase of 19% over the revised estimates of FY 2022-23 to the Department of Telecommunications (DOT) under the Ministry of Communications. Further, the Centre for Development of Telematics, the research and development arm of the telecom department, has been allocated ₹ 550 crore, an increase of ₹ 50 crore from the previous budget.

The Budget proposes to set up 3 centres of excellence for artificial intelligence (AI) in top educational institutions and 100 labs across the country for developing 5G applications for various verticals such as smart classrooms, precision farming, intelligent transport systems and healthcare. The 3 centres of excellence for Artificial Intelligence (AI) will boost innovation in the M&E sector. The Budget also announced 2.5% reduction of customs duty to promote value addition in TV manufacturing.

NTO 3.0

Under new amendments to the tariff order, NTO 3.0, broadcasters were allowed by the Telecom Regulatory Authority of India (TRAI) to hike the price of channels that are part of a bouquet to ₹ 19 from ₹ 12 earlier. TRAI's 2017 regulations brought in a separate charge of NCF which DPOs charge and collect from the subscribers for provisioning access to the TV services. The price hike during implementation is largely due to the demand of the increase in the NCF by the DPOs and not at the back of the channel prices. While no pay TV channel is provided against the said charge, the burden of this cost ultimately results in making the TV services expensive for the subscribers. All MSOs have increased their package price.

National Monetisation Pipeline (NMP)

National Monetisation Pipeline (NMP) was launched to monetise the existing public assets by leasing them to private operators for predetermined periods. The estimated aggregate monetisation potential under NMP is ₹ 6 trillion through core assets of the Central Government, over a four-year period, from FY2020 to FY2025. According to NITI Aayog, the government has monetised assets worth ₹ 26,000 crore during FY 2022-23 against the target of ₹ 1.6 lakh crore.

Telecom is one of the top five sectors (by estimated value of ₹ 351 billion) accounting for ~6% of the total NMP target. According to National Monetisation Pipeline Report (Volume II), the assets of ~2.86 lakh km of Bharatnet Fibre under the Bharat Broadband Network Limited (BBNL) and 14,917 towers of Bharat Sanchar Nigam Ltd (BSNL) and Mahanagar Telephone Nigam Ltd (MTNL) have been considered for monetisation in FY2023. Further, the Department of Telecommunications (DoT) has asked state-owned telecom operators Bharat Sanchar Nigam Limited (BSNL) and Mahanagar Telephone Nigam Limited (MTNL) to identify core and non-core assets with values of up to ₹ 10 crore for monetisation.

Phasing of monetisation value – Telecom Assets

(₹ Crore)

Asset type	FY 23	FY 24	FY 25	Total
Bharatnet Fibre	15,780	10,520	0	26,300
BSNL & MTNL Tower assets	4,400	4,400	0	8,800

Source: *National Monetisation Pipeline Report (Volume II)*

Foreign Direct Investment (FDI) policy initiatives

100% FDI is allowed through the automatic route for the telecommunications sector, in teleports, DTH, cable networks, mobile TV, head-in-the sky broadcasting service and cable networks. The telecommunications sector is the 3rd largest sector in terms of FDI inflows, contributing 6.43% of total FDI inflow, and contributes directly to 2.2 million employment and indirectly to 1.8 million jobs. In the telecom sector, the FDI equity inflows at US$ 0.70 billion during April to December FY 2022-23 were higher than the previous year. Further, FDI equity inflows in the information and broadcasting sector at US$ 0.37 billion from April to December FY 2022-23 were more than double the level achieved in the previous year.

Industry Outlook

The FICCI-EY report expects the Indian M&E sector to grow at a CAGR of 10.5% to reach ₹ 2.83 trillion by 2025. It envisages that the key contributors to this growth will be digital, online gaming and television (together contributing to 65% of the growth), followed by animation and VFX (11%), live events (8%) and films (8%). Further, the hyper-adoption of a digital ecosystem and investment in high-quality content delivery with the rollout of 5G will propel the growth of the sector. The report estimates that 5G is likely to add ₹ 400+ billion to the Indian M&E sector within three years.

COMPANY OVERVIEW

SITI Networks Limited (the Company) operates India's leading digital TV network. SITI Networks is one of India's largest Multi System Operator (MSO) with 15 digital head ends and a network of over 33,000 km of optical fibre and coaxial cable, 1.2 Gbps links for pan-India transport to carry digital TV signals and over 24,000 LCO partners across India. It provides its cable services in ~800 locations, across 249 districts in 20+ states and UT in India. It has 500 IP points and serves a massive customer base of over 45 million active customers.

The Company deploys state-of-the-art technology for delivering multiple TV signals to enhance the consumer-viewing experience. Its product range includes Digital & Analogue Cable Television, Broadband and Local Television Channels and Electronic Programming. It also provides services including OTT and high-speed gaming-ready services, IoT Ready Networks with security camera and surveillance services and business solutions in the ILP and ILL domains.

Operational Performance

The Company's key operational highlights during FY 2022-23 are mentioned below:

- **Cable** – As per TRAI's new regulation and implementation of new tariff order – NTO 3.0, we have implemented a new rate of broadcaster bouquet and channels effective from April 1, 2023 after signing RIO agreements with all broadcasters like Star India, Zee Entertainment, Sony Pictures, India Cast, SUN TV, ETV and others.

- **WATCHO** – The Company introduced an OTT service platform "WATCHO" in September 2022 with the tagline "Watcho One Hai to Done Hai''. We have offered a bundle plan to our Cable and Broadband customers wherein customers have enjoyed 11 OTT applications like Zee5, Disney+hotstar, Watcho, Sony Liv, Hoichoi, Klikk, Chaupal, Lionsgate Play, Epic On, Hungama Play and Oho Gujarati. The total subscription of WATCHO is ₹ 4 million in FY 2022-23. We have sold 22,000 coupons under 4 plans – Mirchi, Masti, Dhamaal and Max.

- **Broadband** –The Company is moving rapidly towards expanding its presence in the Broadband space and achieved the highest base growth since its inception. SITI Broadband witnessed 20% growth over last year and ~80% in a span of 4 years from FY2020 to FY2023. SITI Broadband expanded its operations in 73 cities/towns across the country. It introduced broadband plans bundled with Watcho (OTT Platform) to address the customer shift and inclination towards OTT and digital streaming. The total active base stands at 2.85 lakhs as on March 31, 2023. The Company increased its Broadband footprint in 44 towns in Rajasthan, Uttar Pradesh, Maharashtra and Haryana and added 17,000 new acquisitions in FY 2022-23.

  SITI has crossed a 50,000 broadband customer landmark in Delhi with a total active subscriber base of 1,44,113 as on March 31, 2023. The Company targets to achieve the milestone of 1,00,000 in Delhi in the next two quarters. Moreover, SITI BB Maharashtra crossed 10,000 numbers and is launched in additional 2 cities. The Company also successfully launched a cost-effective variable sales model of LM (Line Man) and FL (Free Lancers). It successfully launched SITI Franchise model called BOE model in Q3 FY 2022-23. It added 5-6 cities under this model and many are in the pipeline.

- **New Integration** – We launched a verified WhatsApp account to communicate with our customers and business partners (Cable & Broadband). Besides the launch of WhatsApp account, the Company strengthened customer communication through text SMS, CRM and partner-friendly applications like SITI MITRA application for our LCOs.

- **UBIATTENDANCE** – We have started Attendance and Visit Tracking application for our sales team through a mobile app – UBIATTENDANCE. It is helpful to track and improve the productivity of Sales manpower. Visit tracking is being done along with a Selfie and GPS marker which will help in managing travel/conveyance claims through random audits.

- **Digital Campaign Lead Generation Program** – We have started a Digital Campaign Lead Generation program to boost Broadband sales. We have started the "Mission 10K Lead" program and archived 8,938 leads during Q2, FY 2022-23. Our website traffic has increased by 23% through Facebook and Google after the launch of this program. We recorded 9.52 million total impressions, 2.06 lakh total Clicks, 2.17% CTR and 26,000 Conversions. Per lead Cost is ₹ 45.96.

Experienced Management Team

The Company's leadership and management teams are constantly striving to improve operations and enhance consumer experiences, business sustainability, disciplined execution, operating efficiencies and cost optimisation. It also dedicatedly upholds SITI's core value system which includes prioritising customers, setting audacious goals, being frugal, showing respect, humility and integrity, targeting speed and agility, being accountable for results and promptly solving problems. It fosters a work environment that supports best business practices and high work ethos, by hiring professionals with the desired skill sets.

Compliance, Integrity and Work Ethics

SITI Networks bases all its business operations on a firm foundation of best-in-class industry standards of professionalism and compliance. It has always ensured high levels of compliance and ensures that its day-to-day operations are bound by ethics and a high level of transparency across processes and in dealings with all stakeholders. Moreover, it was one of the first MSOs to implement NTO-related compliances.

Risk Management and Mitigation

The Company has established systems and reporting structures in place as part of a comprehensive risk management framework for timely identification, evaluation and pre-emption of potential risks. The Company has robust mitigation strategies to overcome adverse situations which may arise on account of foreseeable risks. The key risks and their corresponding mitigation measures are depicted below:

Preference Risk: The ever-changing M&E industry is sensitive to any change in consumer preferences as more power is given to consumers. Hence, businesses in the industry must keep up with shifting preferences to pre-empt the loss of consumer interest.

Mitigation: The Company proactively innovates, upgrades and renews its offerings. It constantly strives to improve the quality of infotainment content to enhance consumer experience and grow their interest. Its focus on HD and OTT enables it to provide enriched subscriber experiences. Moreover, being an integrated player facilitates the Company to offer superlative broadband speed and striking data plans to the consumers to complement viewing experiences.

Awareness Risk: There is a constant need for the Company to conduct training for the Business Partners, the main growth drivers of the business.

Mitigation: The Company regularly collaborates with Business Partners to provide real-time training and branding know-how. It also provides them with subscriber management software to help them efficiently manage their subscribers, incentivise and motivate them and share the carriage fees with them. To ensure high brand recall, the Company undertakes an outreach programme for its broadband services and spreads awareness among subscribers about its offerings. Further, its services are offered on a customer-friendly platform that entails an intuitive mobile app, a responsive website and call centre support, with options to choose unique services or the entire FTTH Network for broadband and video.

Content Risk: It is crucial for the industry players to provide content from broadcasters that is mapped to consumer demand. This forms the basis of their ability to successfully attract and retain subscribers and maintain competitiveness and brand equity.

Mitigation: The Company enjoys access to the parent company's diverse portfolio of assets in media, entertainment, packaging, technology-enabled services, infrastructure development and education segments. The Company has also entered into agreements with all major broadcasters, which will enable it to offer consumers a wide range of offerings.

Talent and Technology Risk: Attracting and retaining skilled professionals is imperative for the Company to execute and expand its business frontiers. Moreover, there is a constant requirement for technology upgradation in an ever-changing environment. Failure to use the latest technologies to cater to the changing requirements of the market may lead to loss of business.

Mitigation: The Company's cable and broadband businesses employ highly skilled professionals at the top rung from multiple consumer-facing industries. Additionally, the sales team also has rich experience. The Company has a performance-linked culture to encourage its employees to be decisive and responsible. Further, the Company is fast moving towards becoming an integrated provider of the entire range of devices that comprise a Smart Network with its Future Ready Network Architecture.

Product Risk: With constant upgrades in available technology, there is a substantial risk arising from the migration of subscribers from traditional cable to content that is available in a non-linear fashion.

Mitigation: The Company is well prepared to adapt to the ever-changing environment and identified opportunities in OTT and broadband services for future growth. It is focussed on OTT and broadband services to keep delivering to the evolving subscriber needs. Further, its strong subscriber relationships and committed substantial investments in broadband services put the Company in a strong place to mitigate product-related risks.

Economic Risk: The geopolitical turmoil and global economic slowdown may directly and indirectly, impact all the sectors in India, which may lead to demand compression.

Mitigation: The Company has a robust Business Continuity Plan in place that not only covers its survival but that of its downstream business partners as well.

Human Resource Development

As a people-centric organisation, we reinforced the importance of creating a safe, inclusive and harmonious workplace for our employees. We continue to nurture a culture that values meritocracy and innovation and enables the growth and welfare of our employees. We have a Company-wide ethos of caring and sharing with our people and continue to invest in their learning and development on a regular basis. We also remain consistently focussed on being connected and engaged with our employees to keep them motivated and inspired, treating them as equal partners in our growth journey. During FY 2022-23, we undertook various initiatives to build on our HR culture and ensure the sustained welfare and well-being of our employees.

Rewards & Recognition

The Company believes that its people are its greatest assets and started Rewards & Recognition programmes across functions to motivate its employees by offering performance-based rewards and growth opportunities.

Enhancing Employee Connect

We conducted Monthly Townhalls as a forum for dialogue between Employees and the Management.

Leadership Meet

We organised Leadership Meet in September 2022. We also arranged Team Building activities for the employees and discussed the way forward.

Health and Well-being of the Workforce

Employee safety, health and well-being have always been one of our top priorities. We conducted regular health check-ups for our employees through special camps. We also supported employees, diagnosed with medical issues.

Spreading Cheer

As part of our efforts to stay engaged with our people, we took care of the fun elements by celebrating major festivals and special occasions. These events engage a larger workforce and help spread cheer and happiness in their lives.

- **Women's Day Celebration –** We believe that Women's Day is a special day to appreciate and show respect to all the women who are the essence of our lives. We celebrated it to honour the life, grit and determination of our women employees.
- **Lohri Celebration –** We celebrated the harvest festival, Lohri. We organised a bonfire and celebrated the festival with various sweet delicacies.
- **Holi Celebration –** We organised a grand office party to celebrate the colours of Holi. All employees played Holi in the office before leaving for their respective hometowns to celebrate the festival with their families.
- **Diwali Celebration –** We celebrated the festival of light to spread the message of peace, prosperity, good fortune, glory and joy among our employees. To mark the occasion, we arranged for Green Rangoli decoration at our office.
- **Christmas Celebration –** We celebrated the festive spirit of Christmas in the office by decorating the workplace, exchanging gifts among employees and fun activities.
- **Birthday Celebrations –** Giving an employee special attention on their birthday makes them feel valued and recognised, and we have made it a practice to arrange for birthday celebrations of our people across departments.

Internal Control Systems

The Company maintains robust internal control systems to safeguard its assets and ensure efficient productivity commensurate with the size and industry in which it operates. The internal control mechanism ensures strict adherence to requisite laws and regulations and the accuracy of financial reporting and transaction reporting. Operational, financial and other areas covered by the Internal Audit are periodically monitored and reviewed by the Audit Committee of the Board. Any deviations from standards are corrected promptly and measures are taken to further strengthen the internal control framework.

CAUTIONARY STATEMENT

This Annual Report and other statements - written and oral, that we periodically make may contain "forward-looking statements" that set out anticipated results based on the management's plans and assumptions. We have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results might differ substantially or materially from those implied, anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Report on Corporate Governance

COMPANY'S GOVERNANCE PHILOSOPHY

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

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

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

BOARD OF DIRECTORS

Composition & Category of Directors

SITI has a balanced Board with combination of Executive and Non-Executive Directors. The Board currently comprises of 6 (six) Directors including:

(i) 1 (one) Executive Director;

(ii) 3 (three) Independent Directors including 1 (one) Independent Women Director; and

(iii) 2 (two) Non-Executive Non- Independent Director including 1 (one) Non-Executive Non- Independent Women Director.

The current composition of the Board is in conformity with Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as well as the Companies Act, 2013 (Act).

Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations. In opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. In compliance with the requirements of the Act, the Company has issued formal appointment letters to all the Independent Directors. Details of standard term of appointment of Independent Director has been uploaded on the website of the Company www.sitinetworks.com.

Number of Board Meetings

During the financial year under review, 6 (six) meetings of the Board were held on May 28, 2022, July 1, 2022, August 14, 2022, November 10, 2022, February 2, 2023, and March 30, 2023. Your Board meets at least once a quarter to review the quarterly performance and financial results of the Company and the intervening period between any two Board Meetings were well within the maximum time gap of one hundred and twenty days under Regulation 17 of the SEBI Listing Regulations and Secretarial Standards. The annual calendar of meetings for consideration of financial results and Business Plan is broadly determined at the beginning of each financial year.

Attendance Record and their other Directorships/ Committee Memberships

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the Financial Year 2022-23 and also their other Directorships / Chairmanship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2023 are as under:

Name of the Director	Attendance at		No. of Directorship of other Public Companies	No. of Membership/ Chairmanship of Board Committees	
	Board Meeting (Total Board Meeting held 6)	16th AGM held on September 12, 2022		Membership	Chairmanship
Executive Independent Director					
Mr. Suresh Arora	6	Yes	-	1	-
Non – Executive Independent Director					
Prof Sunil Kumar Maheshwari	6	Yes	2	1	-
Mr. Bhanu Pratap Singh	6	Yes	-	2	1
Ms. Shilpi Asthana	6	Yes	7[1]	5[2]	1
Non – Executive Non-Independent Director					
Mr. Amitabh Kumar	6	Yes	1	1	1
Ms. Kavita Anand Kapahi	6	Yes	2	4	1

[1] include 5 deemed public company.

[2] include membership of Board constituted Committees in 2 deemed public company.

- *Directorships in Other Companies does not include Alternate Directorships.*
- *In accordance with Regulation 26 of the SEBI Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) except Foreign Companies have been considered.*
- *None of the Directors held directorship in more than 7 listed companies. Further, none of the Independent Directors of the Company served as Independent Director in more than 7 listed Companies.*
- *None of the Directors held directorship in more than 20 Indian Companies, with not more than 10 public limited companies*
- *None of the Directors is a member of more than 10 Committees or Chairperson of more than 5 Committees across all the Public Limited Companies in which he/she is Director.*

Details of other directorships of Directors held in other listed entities as at March 31, 2023 are as under:

Name of the Director	Directorship in other Listed Companies	Category of Directorship in other Listed Companies
Mr. Suresh Arora	None	NA
Prof. Sunil Kumar Maheshwari	None	NA
Mr. Bhanu Pratap Singh	None	NA
Ms. Shilpi Asthana	Diligent Media Corporation Limited	Independent Director
Ms.Kavita Kapahi	Shirpur Gold Refinery Limited	Independent Director
Mr. Amitabh Kumar	Zee Media Corporation Limited	Non-Executive Non-Independent Director

Relationship between Directors inter-se

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

Woman Director

In compliance with Regulation 17(1) of SEBI Listing Regulations and applicable provisions of the Act, as on March 31, 2023, the Women Directors of your Company are as follows:

(i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director; and

(ii) Ms. Shilpi Asthana, Independent Director.

Shares held by Non-Executive Directors

As on March 31, 2023, the Non-Executive Directors of your Company held the following equity shares in the Company:

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

Appointment and Tenure

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

None of the Independent Director(s) of the Company resigned before the expiry of their tenure.

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

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and SEBI Listing Regulations.
- The Independent Directors can serve a maximum of two terms of three years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Act and the SEBI Listing Regulations.
- The Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members of the Company by way of a Special Resolution.

Any person who becomes Director or Officer, including an employee who is acting in a managerial or supervisory capacity, shall be covered under Directors' and Officers' Liability Insurance Policy ("D&O Insurance Policy"). The Company had provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance. However, the D&O Insurance Policy of the Company had expired on August 7, 2022, as the insurance companies refused to renew the same due to pendency of insolvency litigations against the Company by Bank(s)/ Lender(s) before Hon'ble National Company Law Tribunal, Mumbai.

Key Skills, Expertise and Competencies of the Board

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

Key Skills

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

Industry Skills (Broadcasting/Cable TV Sector)

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

Board Procedure

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

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

Independent Directors Meeting & Board Evaluation Process

In compliance with the requirements of Regulation 25 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act, the Independent Directors of the Company met on March 30, 2023, to evaluate performance of the Board and review flow of information between the management and the Board. The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard was also circulated to Independent Directors, well in advance.

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

Familiarisation Program for Independent Directors

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

Code of Conduct

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

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below:

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2023.

SURESH ARORA

May 29, 2023 Whole Time Director

Dividend Distribution Policy

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

BOARD COMMITTEES

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

I. AUDIT COMMITTEE

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

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

Term of reference

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

- Reviews Accounting and financial reporting process of the Company;
- Reviews Audited and Un-audited financial results;
- Reviews Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/ other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;
- Reviews and approves transactions proposed to be entered into by the Company with related parties including any subsequent modifications thereto;
- Reviews functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor and Internal Auditor and approves the appointment of Chief Financial Officer.

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

Composition and Meetings of the Audit Committee

As at March 31, 2023, the Audit Committee of the Board comprised of following four (4) Members:-

(i) Mr. Bhanu Pratap Singh, Independent Director as the Chairman;

(ii) Prof. Sunil Kumar Maheshwari, Independent Director;

(iii) Ms. Shilpi Asthana, Independent Director; and

(iv) Ms.Kavita Kapahi, Non-Executive Non-Independent Directors.

Out of four (4) members of the Audit Committee, three (3) Members are Independent Director and one (1) Member is Non-Executive Non-Independent Director. All the Members of the Audit Committee have accounting and financial management knowledge.

Mr. Bhanu Pratap Singh, Independent Director of the Company, is Chairman of Audit Committee and has accounting and financial management expertise. The Company Secretary of the Company acts as the secretary to the Committee.

During the year under review, the Audit Committee met seven (7) times on April 20, 2022, May 28, 2022, July 1, 2022, August 14, 2022, November 10, 2022, February 2, 2023, and March 30, 2023. and the necessary quorum was present at these meetings. Mr. Bhanu Pratap Singh, Chairman of Audit Committee had attended the Annual General Meeting and answered the queries, if any, raised by the Shareholders.

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

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

The details of attendance of Audit Committee meetings during the financial year ended March 31, 2023 are as under:

Name of the Director	Category	No. of meeting attended
Mr. Bhanu Pratap Singh (Independent Director)	Chairman	7
Prof Sunil Kumar Maheshwari (Independent Director)	Member	7
Ms. Kavita Kapahi (Non-Executive Non-Independent Director)	Member	7
Ms. Shilpi Asthana (Independent Director)	Member	7

II. NOMINATION & REMUNERATION COMMITTEE

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

Term of reference

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

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

2. Formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

3. Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

4. Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

5. Formulate policy with regard to remuneration to Directors, Key Managerial Personnel and Senior Management involving a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Composition and Meetings of the Nomination and Remuneration Committee

As at March 31, 2023, the Nomination and Remuneration Committee of the Company comprised of following Members:

(i) Mr. Bhanu Pratap Singh, Independent Director as Chairman;

(ii) Prof. Sunil Kumar Maheshwari, Independent Directors;

(iii) Ms. Kavita Kapahi, Non-Executive Non-Independent Director; and

(iv) Ms. Shilpi Asthana, Independent Directors.

During the year under review, the Nomination and Remuneration Committee met three (3) times on April 28, 2022, May 28, 2022 and March 30, 2023 and requisite quorum was present at these meetings.

Mr. Bhanu Pratap Singh, Chairman of Nomination and Remuneration Committee, attended the 16th Annual General Meeting of the Company held on September 12, 2022 and answered the queries, if any, raised by the Shareholders.

The details of attendance of Nomination and Remuneration Committee meetings during the financial year ended March 31, 2023 are as under:

Name of the Director	Category	No. of meeting attended
Mr.Bhanu Pratap Singh (Independent Director)	Chairman	3
Prof. Sunil Kumar Maheshwari (Independent Director)	Member	3
Ms. Kavita Kapahi (Non-Executive Non-Independent Director)	Member	3
Ms. Shilpi Asthana (Independent Director)	Member	3

Performance Evaluation Criteria for Independent Directors

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

Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's Management year on year thereby creating long-term value for all stakeholders of the Company. Focus on productivity and pay-for-performance have been the cornerstones of the Company's reward philosophy with differentiated compensation growth to high-performance employees. With a view to bring performance-based growth approach, the remuneration of employees of the Company have been moderated and structured as a mix of fixed and variable pay depending on the grade and level of employee. The increments and variable pay of employees in senior management and Key Managerial Personnel of the Company is deliberated and approved by the Nomination & Remuneration Committee of the Board. The Remuneration policy of the Company has been uploaded and can be accessed on Company's website www.sitinetworks.com.

The proposal relating to increments and variable pay of employees in senior management and Key Managerial Personnel of the Company is deliberated and approved by the Nomination & Remuneration Committee of the Board. The Nomination & Remuneration Committee considers and recommends for approval of the Board, the compensation package of Executive Director(s) which *inter alia* includes fixed pay (Salary, Allowances & Perquisites) and Variable Pay. The compensation packages are in accordance with applicable laws, in line with the Company's objectives, Shareholders interest, as per the industry standards and in accordance with the Act.

Remuneration of Executive Directors

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

The detail of remuneration paid to the Mr. Suresh Arora, Whole Time Director of the Company during the year ended March 31, 2023 is as under:

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

Remuneration of Non-Executive Directors

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

Details of the sitting fees paid to the Non-Executive Directors of the Company for the period April 1, 2022 to March 31, 2023:

(₹ in million)

Name of the Director	Amount Paid as Sitting Fees
Prof Sunil Kumar Maheshwari (Independent Director)	0.34
Ms. Kavita Kapahi (Non-Executive Non-Independent Director)	0.40
Mr. Bhanu Pratap Singh (Independent Director)	0.42
Mr. Amitabh Kumar (Non-Executive Non-Independent Director)	0.00
Ms. Shilpi Asthana (Independent Director)	0.34

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

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Terms of reference

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

Composition and Meeting of the Stakeholders' Relationship Committee

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

(i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director as the Chairman;

(ii) Mr. Bhanu Pratap Singh, Independent Director; and

(iii) Mr. Suresh Arora, Executive Director.

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

During the year under review, the Stakeholders' Relationship Committee met four (4) times on August 14, 2022, November 10, 2022, February 2, 2023 and March 30, 2023 and requisite quorum was present at these meetings.

The details of attendance of Stakeholders' Relationship Committee meetings during the financial year ended March 31, 2023 are as under:

Name of the Director	Category	No. of meeting attended
Ms. Kavita Kapahi (Non-Executive Non-Independent Director)	Chairman	4
Mr. Bhanu Pratap Singh (Independent Director)	Member	4
Mr. Suresh Arora (Executive Director)	Member	4

Ms. Kavita Kapahi, Chairman of Stakeholders Relationship Committee, attended the 16th Annual General Meeting of the Company held on September 12, 2022 and answered the queries, if any, raised by the Shareholders.

Details of number of requests/complaints received from investors and resolved during the year ended March 31, 2023, are as under:

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

IV. OTHER BOARD COMMITTEES

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

Corporate Social Responsibility Committee

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

(i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director as Chairman,

(ii) Mr. Bhanu Pratap Singh, Independent Director; and

(iii) Mr. Suresh Arora, Executive Director

The broad term of reference includes:-

i. To formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act;

ii. To recommend the amount to be spent on the CSR activities;

iii. To periodically monitor the Company's CSR policy;

iv. To institute a transparent monitoring mechanisms for the implementation of CSR Projects.

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

Corporate Management Committee

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

Finance Committee

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

The Finance Committee is presently comprising of three (3) Members namely:

(i) Ms. Kavita Kapahi, Non-Executive Non-Independent Director as Chairman

(ii) Mr. Bhanu Pratap Singh, Independent Director, and

(iii) Mr. Suresh Arora, Executive Director.

Investment Committee

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

(i) Mr. Suresh Arora, Whole Time Director, as Chairman;

(ii) Mr. Yogesh Sharma, CEO of the Company, as Members; and

Mr. Vikash Khanna, erstwhile CFO of the Company has ceased to be Member of Investment Committee effective from the close of office hours on March 21, 2023.

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

The broad term of reference includes:

(i) to explore and evaluate the proposal(s) pertaining to restructuring of the investments of the Company in Joint Venture Companies / Subsidiary Companies / Associate Companies / Joint Venture Limited Liability Partnership(s), in consultation with Advisors/Consultants and to make necessary alterations/modifications in such investment proposals, as and when required, in the interest of the Company, subject to compliances of the laws for the time being in force;

(ii) to form and incorporate:

a. public or private company(ies) under the Act;

b. Limited Liability Partnership(s) under the Limited Liability Partnership Act, 2008 including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force;

(iii) to invest the funds of the Company in public or private company(ies) or Limited Liability Partnership(s)

(iv) to nominate person(s) on behalf of the Company for the appointment as:

a. director(s) in any public or private company(ies);

b. designated partner(s) in any Limited Liability Partnerships;

(v) to give consent/approval/no objection for the use of the word(s) "SITI" / "SITI CABLE" / "SITI NETWORKS", which are registered trade-marks of the Company, as suffix or prefix in the name of any public or private company(ies) or in the name of any Limited Liability Partnership(s);

(vi) to approve the Limited Liability Partnership Agreement in respect of such Limited Liability Partnership(s) and to authorize the employee(s) of the Company to sign and execute the same on behalf of the Company;

(vii) to acquire/purchase the equity holding/capital/ share of Joint Venture Partner(s) in Joint Venture Company(ies)/Subsidiary Company(ies)/ Limited Liability Partnership(s);

(viii) to sell/dispose of share held/investments made in Joint Venture Company(ies)/Subsidiary Company(ies)/Limited Liability Partnership(s).

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

GENERAL MEETINGS

The 17th Annual General Meeting of the Company for the Financial Year 2022-23 will be held on Friday the 29th day of September, 2023 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

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

Meeting	Day, Date and Time of the Meeting	Venue	Special Resolution passed
2021-22	Monday, September 12, 2022	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Nil
2020-21	Tuesday, September 28, 2021	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Re-appointment of Mr. Bhanu Pratap Singh as an Independent Director of the Company for the second term.
2019-20	Tuesday, September 29, 2020 at 3:00 PM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Re-appointment of Mr. Sunil Kumar Maheshwari as an Independent Director of the Company for the second term.

All the above special resolutions were passed with requisite majority.

No Special Resolution was passed through Postal Ballot during the financial year 2022-23.

No Extra Ordinary General Meetings of the Members were held during FY 2022-23.

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

MEANS OF COMMUNICATION

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

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

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

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

GENERAL SHAREHOLDERS INFORMATION

1. Annual General Meeting		
• **Day & Date**	:	Friday the 29th day of September, 2023
• **Time**	:	3:00 p.m. (IST)
• **Venue**	:	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2. Financial year	:	April 1, 2022 to March 31, 2023
3. Registered Office	:	Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013. Phone No : +91- (022) 43605555; 43605581 Email : csandlegal@siti.esselgroup.com
4. Corporate Office	:	FC-19 & 20, UG Floor, Sector-16A, Film City, Noida - 201301. Ph No.: +91-(0120) 4526707 E-mail : csandlegal@siti.esselgroup.com
5. Listing on Stock Exchange	:	**BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 **The National Stock Exchange of India Limited (NSE)** Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Company has paid requisite Listing Fees to the Stock Exchanges for FY 2022-23 and 2023-24. None of the Company's Securities have been suspended from trading.
6. Stock Code	:	BSE - 532795 NSE - SITINET - EQ
7. Corporate Identification Number (CIN)	:	L64200MH2006PLC160733
8. ISIN No.	:	INE965H01011 (Equity Shares of ₹ 1/- each, fully paid up)
9. Registrar & Share Transfer Agent	:	Link Intime India Pvt Ltd C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, India Tel: +91 22 49186000 Fax: +91 22 49186060 E.Mail: rnt.helpdesk@linkintime.co.in

12. SHARE TRANSFER SYSTEM

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

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

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

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

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

13. COMPLIANCE WITH SECRETARIAL STANDARDS

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

14. INVESTOR SAFEGUARDS:

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

- **Dematerialise your Shares**

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

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

- **Consolidate your multiple folios**

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

- **Register Nomination**

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

- **Prevention of frauds**

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

- **Confidentiality of Security Details**

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

15. DEMATERIALISATION OF SHARES & LIQUIDITY

The Company's Equity Shares are compulsorily traded in electronic (dematerialised) form on NSE and BSE. As at March 31, 2023, 99.96% of the Equity Share Capital of the Company are held in electronic form. Under the Depository system, the ISIN allotted to Company's Equity Shares is INE965H01011. Entire equity shareholding of the entities forming part of promoter/promoter group in the Company is held in dematerialised form.

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

16. SERVICE OF DOCUMENTS THROUGH E-MAIL

Your Company will be sending the Notice and Annual Report for the Financial Year 2022-23 in electronic form to the Members whose e-mail address have been made available to the Company/Depository Participant(s). Members holding shares in electronic form but who have not registered their e-mail address (including those who wish to change their already registered e-mail id) with their DP and Members' holding shares in physical form are requested to register their e-mail address with their DP / Company, as the case may be, by following the process as provided in the Notes forming part of the Notice.

17. E-VOTING FACILITY

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

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

There are no outstanding Securities issued by the Company and convertible into Equity Shares of the Company as at March 31, 2023.

The Company has not issued any GDRs/ADRs in the past and hence as at March 31, 2023 the Company does not have any outstanding GDRs/ADRs.

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

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

20. SHAREHOLDERS' CORRESPONDENCE

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

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

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

21. CREDIT RATING

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

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

Further, credit rating during the financial year under review i.e. (FY 2022 -23) is same as was in the financial year 2019-20.

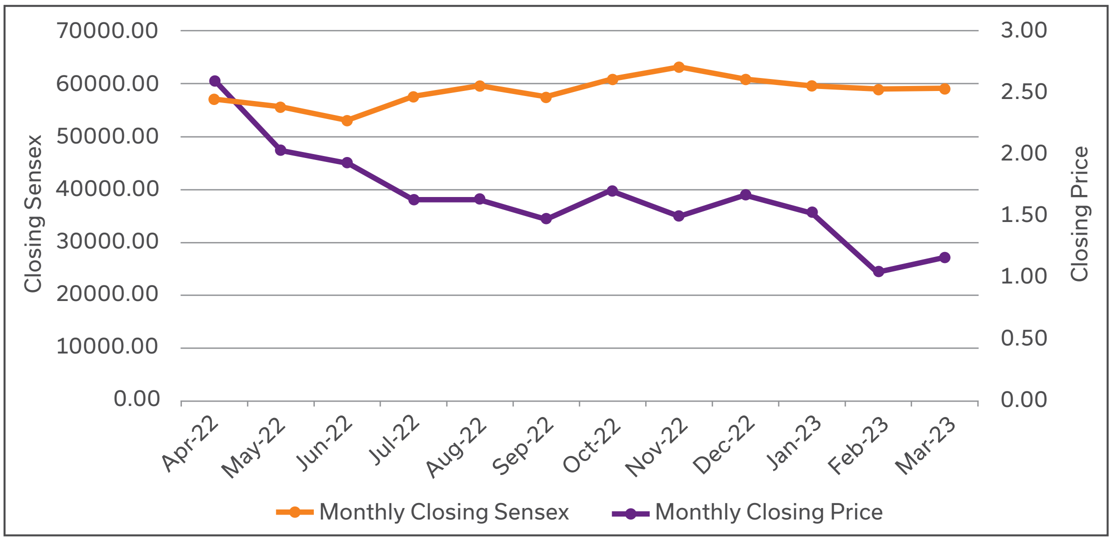
22. MARKET PRICE DATA

Monthly high and low quotation and volume of Equity Shares traded on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) for the Financial year 2022-23 are given as under:

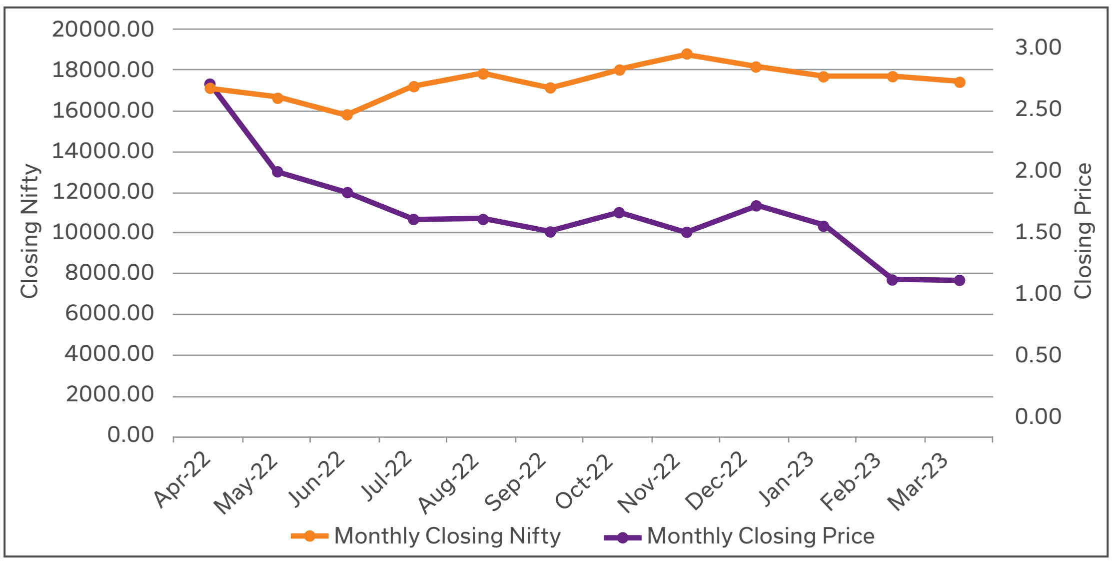
Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Traded Quantity (₹ In lakh)	High (in ₹)	Low (in ₹)	Traded Quantity (₹ In lakh)
Apr-22	4.17	2.58	413.06	4.15	2.60	683.49
May-22	2.66	1.85	125.08	2.60	1.85	337.27
Jun-22	2.11	1.46	201.09	2.00	1.45	250.38
Jul-22	2.07	1.60	160.13	1.95	1.60	300.47
Aug-22	1.90	1.61	194.69	1.90	1.60	301.04
Sep-22	1.95	1.36	329.77	1.90	1.40	559.56
Oct-22	2.05	1.49	268.60	2.00	1.45	427.85
Nov-22	1.69	1.48	127.76	1.70	1.45	272.16
Dec-22	2.65	1.50	649.54	2.65	1.50	2,094.06
Jan-23	1.75	1.46	185.36	1.75	1.45	336.80
Feb-23	1.77	1.05	317.73	1.70	1.15	384.61
Mar-23	1.35	0.92	280.46	1.30	0.90	505.89

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

Monthly Closing Price (Month End) Vs Monthly Closing Sensex (Month End)



Monthly Closing Price (Month End) Vs Monthly Closing Nifty (Month End)



24. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023

Description	Shareholders		No. of Shares	
	Number	% of Shareholders	Number	% of Shares
Less than 5000	178,774	92.81	104,544,471	11.99
5001-10000	6,495	3.37	51,674,442	5.92
10001-20000	3,383	1.76	50,464,332	5.79
20001-30000	1,328	0.69	33,782,209	3.87
30001-40000	522	0.27	18,561,415	2.13
40000-50001	593	0.31	28,226,090	3.24
50001-100000	876	0.45	66,150,548	7.59
100000 and above	661	0.34	518,650,341	59.47
Total	**192,632**	**100.00**	**872,053,848**	**100.00**

25. CATEGORIES OF EQUITY SHAREHOLDER AS ON MARCH 31, 2023

Particulars	No. of Share held	% of shareholding
Promoters	53,222,365	6.10
Individuals	559,328,371	64.14
Financial Institutions, Mutual Funds & Banks & Insurance Companies	10,522	0.00
Indian Companies	193,357,541	22.18
FII (s), NRI(s), Foreign Bodies, Foreign National & OCBs	50,334,874	5.77
Others	15,800,175	1.81
Total	**872,053,848**	**100.00**

26. PROMOTER'S SHAREHOLDING AS ON MARCH 31, 2023

Equity Shares

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

Preference Shares

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

27. TOP 10 PUBLIC SHAREHOLDERS AS ON MARCH 31, 2023

Sl. No.	Name of Shareholder	No. of Shares held	% of shareholding
1.	Housing Development Finance Corporation Limited	71,754,959	8.23
2.	L AND T Finance Limited	57,383,732	6.58
3.	Polus Global Fund	17,840,531	2.05
4.	Morgan Stanley Asia (Singapore) PTE. – ODI	16,965,782	1.95
5.	Anil Subhashchandra Agrawal	14,400,000	1.65
6.	Pricomm Media Distribution Ventures Pvt Ltd	10,735,000	1.23
7.	Inderpreet Singh	8,611,000	0.99
8.	Vishal Pacheriwala	8,140,000	0.93
9.	Amal N Parikh	5,748,162	0.66
10.	Principal Fin-Sec Private Limited	5,594,896	0.64

28. EQUITY SHARES IN THE SUSPENSE ACCOUNT

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

Description	No. of Shareholders	No. of Equity Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on April 1, 2022	84	46,917
Number of Shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of Shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on March 31, 2023	84	46,917

The voting rights on the shares outstanding in suspense account as on March 31, 2023 shall remain frozen till the rightful owner of such shares claims the shares.

29. SHARE CAPITAL BUILD-UP

(a) Equity Shares

Particulars	No. of Equity Shares	Date of Issue
Subscribers to the Memorandum of Association of the Company	50,000	March 25,2006
Subdivision of equity shares of ₹ 10/- each into equity shares of ₹ 1/- each	500,000	July 25, 2006
Allotted to the Shareholders of Zee Entertainment Enterprises Limited pursuant to Scheme of Arrangement	216,717,753	December 29, 2006
Right Issue	236,222,285	October 29, 2009
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	68,500,000	March 25, 2014
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	93,500,000	April 2, 2014
ESOP Allotment	77,840	February 4, 2015
QIP Allotment	63,174,540	March 9, 2015
ESOP Allotment	167,840	March 26, 2015
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	85,714,285	February 19, 2016
Allotted upon conversion of OFCD as per terms of issue of Preferential Issue	30,800,000	March 28, 2017
ESOP Allotment	135,000	February 14, 2017
Allotted upon conversion of warrants as per terms of issue of Preferential Issue	57,142,857	February 27, 2017
Allotted upon conversion of OFCD as per terms of issue of Preferential Issue	20,628,571	February 27, 2017
Less: Forfeiture of shares	1,227,123	October 19, 2011
Paid up equity share capital of the Company as on March 31, 2023	872,053,848	

(b) Preference Shares

Particulars	No. of Equity Shares Allotted	Date of Issue
Issued pursuant to Scheme of Arrangement	23,436	December 29, 2006
Paid up preference share capital of the Company as on March 31, 2023	23,436	

30. OTHER DISCLOSURES

i. All transactions entered into by the Company with related parties during the financial year 2022-23 were in ordinary course of business and on arm's length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before the commencement of each quarter in financial year and thereafter reviewed on quarterly basis by the Audit Committee.

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

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

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

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

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

iii. As per Section 177 of the Act and Regulation 22 of SEBI Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organisation. The policy enables the employees and Directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of Conduct or ethics policy. This Policy is available on the website of the Company, safeguards whistle blowers from reprisals or victimisation. Your Board affirms that no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

iv. In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. Mr. Suresh Kumar, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code, while the Chief Financial Officer of the Company has been assigned responsibility under Fair Disclosure policy as Investor Relations Officer. In line with the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information was revised with effect from April 1, 2019. The revised Code and Policy can be viewed on Company's website www.sitinetworks.com.

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

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

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

vii. Your Board hereby confirms that the Company has obtained a certificate from the Company Secretary in practice Mr. Amit Agarwal (CP No.3647), proprietor of M/s Amit Agarwal & Associates, Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

viii. During the financial year, the Board of Directors of the Company has accepted all the recommendation of any Committee of the Board where prior approval of the relevant Committee is required for undertaking any transaction under these Regulations.

ix. Total fees for all services paid by SITI networks and its subsidiaries, on a consolidated basis, to M/s DNS & Associates, Chartered Accountants, Gurugram, Statutory Auditor of the Company and all entities in the network firm/network entity of which the statutory auditor is a part:

During the year under review, the Statutory Auditors of the Company namely M/s DNS & Associates, Chartered Accountants, Gurugram were paid an aggregate remuneration of ₹ 3,785,960/- (including Statutory Audit Fees of ₹ 3,750,000/-).

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

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

Particulars	Amount In ₹
Audit /Limited Reviews fee / fee for retesting the internal controls and issuing opinion on the adequacy and operating effectiveness of internal controls over financial reporting	3,750,000
for other services including certifications	18,500
Reimbursement of expenses	17,460
Total	**3,785,960**

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

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

xi. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of SEBI Listing Regulations, as amended.

xii. Your Company has put in place procedures and guidelines to inform the Board Members about the risk assessment and minimisation procedures. Such procedures are periodically reviewed in light of industry dynamics to ensure that executive management controls risk through means of a properly defined framework.

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

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

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

31. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of the

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

- **Internal Auditor –** The Internal Auditor reports directly to the Audit Committee and make comprehensive presentations at the Audit Committee meeting on the Internal Audit Report.

32. MANAGEMENT DISCUSSION AND ANALYSIS

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

33. CERTIFICATION ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

34. CEO/ CFO CERTIFICATION

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

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
SITI Networks Limited

We have examined the compliance of conditions of Corporate Governance by SITI Networks Limited (hereinafter referred to as 'the Company'), for the year ended March 31, 2023, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

for **Amit Agrawal and Associates**
(Company Secretaries)

CS Amit Agrawal
Proprietor
M.No.: 5311, CP No. 3647
UDIN: F005311E000423091

Place: Delhi
Date: May 30, 2023

COMPLIANCE CERTIFICATE

[Regulation 17(8)]

We, Yogesh Sharma, Chief Executive Officer and Vikram Singh Panwar, Chief Finance Officer of SITI Networks Limited (hereinafter referred to as 'the Company') certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) During the year:

   i. there have not been any significant change in internal control over financial reporting;

   ii. there have not been any significant changes in accounting policies; and

   iii. there have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

Place: Noida	**Yogesh Sharma**	**Vikram Singh Panwar**
Date: May 30, 2023	Chief Executive Officer	Chief Finance Officer

Independent Auditor's Report

To the Members of SITI Networks Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of SITI Network Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2023, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. As described in note 47 to the accompanying standalone financial statements, the Company 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 has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments. In absence of the computation of such interest along with other sufficient appropriate audit evidence as described in note 47 to the Statement, we are unable to comment upon the impact of such non-compliance on the financial information for the year ended March 31, 2023.

4. As described in note 45 to the accompanying standalone financial statements, the Company's 'Revenue from operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from Contracts with Customers'. Had the management disclosed the same on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 3,284.54 million for the year ended March 31, 2023, while there would have been no impact on the net loss for the year ended March 31, 2023.

5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

6. We draw attention to note 46 to the accompanying standalone financial statements, which indicates that the Company has incurred a net loss (including other comprehensive income) of ₹ 2,986.64 million during the year ended March 31, 2023, and as of that date, the Company's accumulated losses amount to ₹ 26,422.79 million resulting in a negative net worth of ₹ 9,487.49 million and its current liabilities exceeded its current assets by ₹ 15,190.58 million resulting in negative working capital. As at March 31, 2023, there are delays/defaults in repayment of obligations and borrowings. The above factors along with other matters as set forth in note 46, indicate a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. However, basis the ongoing discussion with the lenders for debt restructuring, positive cash flow from operations during the year and other factors mentioned in aforesaid note to the accompanying standalone financial statements, the management is of the view that going concern basis of accounting is appropriate for preparation of these financial statements. Our opinion is not modified in respect of this matter.

The above assessment of the Company's ability to continue as going concern is by its nature considered as key audit matter in accordance with SA 701. In relation to the above key audit matter, our audit work included, but was not limited to, the following procedures:

- We obtained an understanding of the management's process for identification of events or conditions that may cast significant doubt over the Company's ability to continue as a going concern and the process to assess the corresponding mitigating factors existing against each such event or condition.
- Evaluated the design and tested the operating effectiveness of key controls around aforesaid identification of events or conditions and mitigating factors, and controls around cash flow projections prepared by the management.
- We obtained the projected cash flows from the management for the next twelve months from the balance sheet date, basis their future business plans.
- We held discussions with the management personnel to understand the assumptions used and estimates made by them for determining the future cash flow projections.
- The key assumptions such as revenue growth rate, changes in direct and administrative expenses, and capital expenditure outflows, were assessed for reasonableness by reference to historical data, future market trends, existing market conditions, business plans and our understanding of the business and the industry in which the Company operates.
- We tested mathematical accuracy of the projections and applied independent sensitivity analysis to the key assumptions mentioned above to determine inputs leading to high estimation uncertainty of the cash flow projections
- We read the relevant correspondences with the lending banks.
- We assessed the appropriateness and adequacy of disclosures made by the Company with respect to the aforesaid events and conditions in accordance with the provisions requirements of Ind AS 1, 'Presentation of Financial Statements'.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

   In addition to the matters described in the Basis for Qualified Opinion and Material Uncertainty Related to Going Concern sections, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of non-current investments As described in Note 6 to the standalone financial statements, the Company has gross investments of ₹ 3,521.67 million in its subsidiaries, associates and joint venture entities, as at March 31, 2023 (hereinafter together referred to as 'Component entities'). Certain Component entities have been incurring losses in the current year and previous year and have negative cash flows from operations during the current as well as previous years, thus resulting in possible impairment indicators.	Our audit procedures included, but were not limited to the following: • We obtained understanding of the management process for identification of possible impairment indicators and process performed by the management for impairment testing. • We have performed detailed discussions with the management throughout the year to understand the impairment assessment process, assumptions used and estimates made by management to assess the reasonableness of the recoverable amount and tested the operating effectiveness of controls implemented by management.

Key audit matter	How our audit addressed the key audit matter
In view of the above, management during the year ended March 31, 2023, has carried out impairment test for such investments, whereby the carrying amount of the investments was compared with the fair value of the business of respective component entity. To determine the fair value, management of the Company has prepared detailed cash flow projections, based on business plans of the respective component entity, expected growth rates of the business and other market related factors including the discount rates, etc. Based on the result of the aforesaid impairment tests, impairment amounting to ₹ 346.20 million has been recorded during the year. Post such impairment, the Company has investments of ₹ 3,156.59 million in its subsidiaries, associates and joint venture entities, as at March 31, 2023 Considering the materiality of the amount involved and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the cash flows used in the impairment evaluation, we have determined impairment of such investments as a key audit matter.	• We obtained from the management of the Company, the approved future business plans of the subsidiary companies and held detailed discussions with the management to understand the assumptions used and estimates made by them for determining the cash flow projections. • We referred to the economic conditions prevalent in the jurisdiction in which the subsidiary company operates and understood from the management about the future business plans. • We assessed the reasonableness of the assumptions used and appropriateness of the valuation methodology applied. • Working with our valuation specialists, we have assessed the reasonableness of assumptions around discount rate, beta, etc. used and valuation methodology applied for valuation of certain investment in optionally convertible debentures of the Component entities. • Evaluated the appropriateness and adequacy of the related disclosures made in the standalone financial statements in accordance with the applicable accounting standards.
Provision for expected credit losses (ECL) Refer note 3(k) for significant accounting policy and note 34 for credit risk disclosures. As described in note 10, trade receivables comprise a significant portion of the current financial assets of the Company. As at March 31, 2023 trade receivables aggregate to ₹ 1,295.74 million (net of allowance for expected credit losses of ₹ 4.255.10 million). In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Company has analysed the trend of trade receivables under different ageing bracket for last three years and calculated credit loss rate basis such ageing. The complexity in calculation of ECL is mainly related to calculations performed for different type of revenue streams in which the Company operates and the different recovery period for different categories of customers. Additional provision is recognised for the receivables which are specifically identified as doubtful or non-recoverable. Further, the management regularly assess each class of trade receivables for recoverability. Provision for ECL is adjusted considering the recovery trends noted for the respective class, adjusted for forward looking estimates.	Our audit procedures included, but were not limited to the following: • We obtained an understanding of the management process for segregating receivables into appropriate groups, current & historical past due amounts & write offs and collections (if any). • We assessed and tested the design and operating effectiveness of controls around management's assessment of the recoverability of trade receivables and corresponding provisioning for ECL. Also, evaluated the controls over the modelling process, validation of data and related approvals. • We obtained from the management of the Company, detailed assessment, including computation, of the ECL. • We audited the underlying data and assessed reasonableness of the assumptions used for each age-band of trade receivables. • We analysed the methodology used by the management and considered the credit and payment history of specific parties to determine the trend used for arriving at the expected credit loss provision.

Key audit matter	How our audit addressed the key audit matter
Estimation of provisions and assessment of recoverability of amounts involves significant degree of judgement and evaluation basis the ongoing communications with the respective parties and is therefore considered as a key audit matter.	• We obtained the details of receivables specifically identified by the management for provisioning, over and above the ECL, and corroborated them from the ageing schedule and held discussions with management on their recoverability. • We assessed the appropriateness of disclosures made by the management for the ECL recognized in accordance with applicable accounting standards.

Emphasis of Matter

8. We draw attention to note 54 which indicates IndusInd Bank Limited has filed an application against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Mumbai for initiation of Corporate Insolvency Resolution Process ('CIRP') on account of default in repayments of ₹ 1,488.29 million. The proceedings are currently ongoing, and the interim order passed by NCLT has been appealed by the Director of the Company. The main petition in appeal and a contempt application filed by the Director of the Company are listed for final arguments on the next hearing.

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

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

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

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

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

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

10. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

13. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

14. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

    - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

15. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

18. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

19. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.

20. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) except for the effects of the matter(s) described in the Basis for Qualified Opinion section in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the standalone financial statements dealt with by this report are in agreement with the books of account;

    d) except for the effects of the matter described in the Basis for Qualified Opinion section, in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) the going concern matter described in Material Uncertainty Related to Going Concern section, in our opinion, may have an adverse effect on the functioning of the Company;

    f) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164 (2) of the Act;

    g) the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section;

    h) we have also audited the internal financial controls with reference to financial statements of the Company as on March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated May 30, 2023 as per Annexure II expressed modified opinion; and

    i) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i) the Company, as detailed in note 37 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at March 31, 2023;

        ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023;

        iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023;

        iv) (a) The management has represented that, to the best of its knowledge and belief as disclosed in note 53(A)(i) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

            (b) The management has represented that, to the best of its knowledge and belief, as disclosed in note 53(A)(ii) to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v) The Company has not declared or paid any dividend during the year ended March 31, 2023.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 01, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 23518749BGYYMF4602

Place: Noida
Date: May 30, 2023

Annexure I

Independent Auditor's Report of even date to the members of SITI Networks Limited on the standalone financial statements for the year ended March 31, 2023

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE'), except for some of the network equipment acquired in a scheme of arrangement in an earlier year where the records are maintained for a group of similar assets and not for each individual asset. However, the written down value of these assets is nil.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The company has a regular program of physical verification of its PPE and right of use assets that are verified in a phase manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, other than 'set top boxes' and 'broadband consumer premises equipment (CPE)' which are installed either at customer premises or lying with the distributors/cable operators, and 'distribution equipment comprising overhead and underground cables', since the physical verification of such items of PPE is not feasible owing to the nature and location of these assets. Further, the Company has not been able to reconcile the physical verification of certain 'network equipment' acquired in a scheme of arrangement in an earlier year to the books of account due to lack of records thereof as mentioned in paragraph (a) above. According to the information and explanations given to us, the existence of 'set top boxes' and CPE installed at customer premises is verified on the basis of the 'active user' status of the customers. No material discrepancies were noticed on the physical verification of the PPE of the Company. However, 'set top boxes' and CPE lying with the distributors/cable operators, 'distribution equipment comprising overhead and underground cables' and 'network equipment' acquired in a scheme of arrangement as aforementioned have not been physically verified by the management during the year as explained above and we are, therefore, unable to comment on the discrepancies, if any, which could have arisen on verification thereof.

(c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following properties, {for which the Company's management is in the process of getting the registration in the name of the Company:

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

(d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i) (e) of the Order is not applicable to the Company.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The Company has a working capital limit in excess of ₹ 5 crore, sanctioned by banks and/or financial institutions on the basis of security of current assets. However, such borrowings are declared as non-performing assets (NPAs) by the respective banks and financial institutions (FIs). Company is under discussion with the banks for re-structuring of such loans. As a result, Company has not been filing any quarterly returns or statements of current assets with the banks or FIs.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of investments. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the Company's services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

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

Statement of disputed dues

(₹ in million)

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

Name of the statute	Nature of dues	Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Telangana Value Added Tax Act, 2005	Value added tax	3.11	1.38	Financial year 2010-11 to 2016-17	Telangana Value Added Tax Appellate Tribunal
Delhi Value Added Tax Act, 2004	Value added tax	0.86	-	Financial year 2013-14	Additional Commissioner (Appeals)
Delhi Value Added Tax Act, 2004	Value added tax	2.10	5.30	Financial year 2014-15	Additional Commissioner (Appeals)
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	8.19	8.19	Financial year 2015-16 to 2017-18	Appellate Deputy Commissioner, Commercial Taxes (Appeals)
The Haryana Value Added Tax Act, 2003	Value added tax	10.88	10.88	Financial year 2014-15 to 2017-18	The Joint Excise and Taxation Commissioner (Appeals)
Kolkatta Value Added Tax Act, 2005	Value added tax	61.30	-	Financial year 2007-08 and 2011-12 to 2015-16	State Tax Officer
Madhya Pradesh CGST Act, 2017	Goods & Service Tax	1.20	-	Financial Year 2019-2020	Assistant commissioner of State tax
Haryana CGST Act, 2017	Goods & Service Tax	13.7	-	Financial Year 2019-2020	Office of commissioner of State tax
Telgana CGST Act, 2017	Goods & Service Tax	5.20	-	Financial Year 2017-2018	Office of commissioner of State tax
Maharashtra CGST Act, 2017	Goods & Service Tax	8.54	-	Financial Year 2018-2019	Superintendent of Central Tax & Customs
Custom Act,1962	Custom Duty	1,030.50	20.00	Financial Year 2014-15 till 2018-19	Additional Director General (Adjudication), Directorate of Revenue Intelligence, Delhi

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

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

- which were paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended March 31, 2023 (₹ in million)		Period of default (maximum days)	
	Principal	Interest	Principal	Interest
Axis Bank	281.00	-	821	-
IDBI Bank	-	47.30	-	More than 1 year
Assets Reconstruction Company (India) Limited	-	29.75	-	1,115

- which were unpaid as at March 31, 2023:

Name of the bank	Amount of default as on March 31, 2023 (₹ in million)		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest
Terms loans				
Axis Bank	1,447.68	758.47	1,340	1,371
Indus Ind Bank	1,385.28	219.69	825	701
IDBI Bank	149.55	73.26	1,279	1,279
Assets Reconstruction Company (India) Limited	1,985.00	855.61	1,340	1,187
RBL Bank Limited	478.50	187.44	1,309	1,279
Standard Chartered Bank	677.79	323,24	1,275	1,218
Aditya Birla Finance Limited	1,339.92	298.94	852	731
Loans repayable on demand from banks				
Axis Bank	248.73	99.08	-	More than one year
IDBI Bank	1,000	295.24	-	More than one year
RBL Bank Limited	0.80	11.00	-	More than one year

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

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

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, no funds were raised by the Company on short term basis.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

(b) No report under section 143 (12) of the Act has been filed with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.

(xvii) Based on the overall review of the standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3(xvii) of the Order are not applicable to the Company.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3 (xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, basis the ongoing discussion with the lenders of the Company, positive cash flow from operations during the year and other factors mentioned in aforesaid note to the accompanying standalone financial statements, the management is of the view that going concern basis of accounting is appropriate for preparation of these financial statements.

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 23518749BGYYMF4602

Place: Noida
Date: May 30, 2023

Annexure II

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

1. In conjunction with our audit of the standalone financial statements of Siti Network Limited (the 'Company') as at and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

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

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future

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

Qualified Opinion

8. According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at March 31, 2023:

   a. The company's internal financial controls over preparation of financial statements with respect to presentation and disclosure of 'Finance costs' in accordance with the requirement of Ind AS 109 'Financial instruments', were not operating effectively which has resulted in a material misstatement in the amounts recognised as 'Finance costs' including the relevant disclosures in the standalone financial statements. In the absence of the computation of such interest along with other sufficient appropriate audit evidence, we are unable to comment upon the impact of such non-compliance on the financial information for the year ended March 31, 2023.

   b. The company's internal financial controls over preparation of financial statements with respect to presentation and disclosure of 'Revenue from operations' in accordance with the requirement of Ind AS 115 'Revenue from contracts with customers', were not operating effectively which has resulted in a material misstatement in the amounts recognised as 'Revenue from operations' and 'Pay channel, carriage sharing and related costs' including the relevant disclosures in the standalone financial statements, while there is no impact on the net loss for the year ended March 31, 2023.

9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

10. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note issued by the ICAI and except for the effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to financial statements were operating effectively as at March 31, 2023.

11. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended March 31, 2023, and the material weakness has affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

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

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 23518749BGYYMF4602

Place: Noida
Date: May 30, 2023

Standalone Balance Sheet

as at March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	1,994.43	3,358.25
b) Capital work-in-progress	4	222.27	265.20
c) Intangible assets	5A	311.64	626.32
d) Intangible assets under development	5B	1.16	4.28
e) Financial assets			
i) Investments	6	3,156.59	3,502.79
ii) Other financial assets	7	88.47	150.81
f) Other non-current assets	8	81.37	98.88
Total non-current assets		**5,855.93**	**8,006.53**
Current assets			
a) Inventories	9	6.70	6.41
b) Financial assets			
i) Trade receivables	10	1,295.74	2,022.12
ii) Cash and cash equivalents	11	328.47	97.34
iii) Bank balances other than (ii) above	11A	379.80	-
iv) Other financial assets	12	165.20	217.48
c) Income tax assets	13A	76.93	176.02
d) Other current assets	13B	144.18	206.58
Total current assets		**2,397.02**	**2,725.95**
Total assets		**8,252.95**	**10,732.48**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	14 (a)	872.67	872.67
b) Other equity	14 (b)	(10,360.16)	(7,373.51)
Total equity		**(9,487.49)**	**(6,500.84)**
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	15A	112.51	855.23
ii) Lease liabilities	15B	4.95	8.01
iii) Other financial liabilities	16	4.33	14.49
b) Provisions	17	31.05	43.31
Total non-current liabilities		**152.84**	**921.04**
Current liabilities			
a) Financial liabilities			
i) Borrowings	18A	8,713.25	8,251.46
ii) Lease liabilities	18B	4.12	5.24
iii) Trade payables	19		
(A) total outstanding dues of micro enterprises and small enterprises		331.88	332.37
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		4,738.68	4,660.25
iv) Other financial liabilities	20	3,429.14	2,703.34
b) Other current liabilities	21	368.45	356.40
c) Provisions	22	2.08	3.22
Total current liabilities		**17,587.60**	**16,312.28**
Total equity and liabilities		**8,252.95**	**10,732.48**

The accompanying notes are an integral part of these standalone financial statements.
This is the standalone balance sheet referred to in our report of even date.

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
Income			
Revenue from operations	23	5,311.51	6,144.29
Other income	24	196.58	34.22
Total income		**5,508.09**	**6,178.51**
Expenses			
Purchase of stock-in-trade		10.08	15.70
Pay channel costs		3,284.54	3,369.65
Employee benefits expense	25	260.76	342.09
Finance costs	26	1,063.03	1,085.75
Depreciation and amortisation expense	27	1,890.32	1,849.88
Other expenses	28	1,641.99	1,830.63
Total expenses		**8,150.72**	**8,493.70**
Loss before exceptional items and tax		**(2,642.63)**	**(2,315.19)**
Exceptional items	44	346.20	237.96
Loss before tax		**(2,988.83)**	**(2,553.15)**
Tax expense	39		
Current tax		-	-
Deferred tax		-	-
Loss for the year		**(2,988.83)**	**(2,553.15)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability	31	2.19	0.90
Income-tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive income for the year		**(2,986.64)**	**(2,552.25)**
Loss per share (Nominal value of equity share of ₹ 1 each)			
Basic and diluted loss per share	29	(3.43)	(2.93)

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Standalone Cash Flow Statement

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	**(2,988.83)**	**(2,553.15)**
Adjustment for:		
Depreciation and amortisation expenses	1,890.32	1,849.88
Interest income on bank deposits	(39.29)	(3.29)
Excess provisions written back	(153.40)	(0.61)
Loss on sale of property, plant and equipment, and other intangible assets (net)	2.39	2.73
Interest expense for borrowings at amortised cost	1,049.10	1,076.09
Interest expense on lease liabilities	1.34	1.81
Bad debts written off	3.53	48.28
Unrealised foreign exchange loss	(0.07)	(0.76)
Allowance for expected credit losses	148.80	45.00
Exceptional items	346.20	237.96
Operating profit before working capital changes	**260.09**	**703.94**
Adjustments for movement in:		
Trade receivables	(190.64)	(464.16)
Other financial assets	53.35	76.87
Other current and non-current assets	(61.25)	(47.83)
Inventories	(0.29)	(0.60)
Other financial liabilities	(51.90)	(266.12)
Provisions	(11.21)	(15.36)
Other current and non-current liabilities	12.05	(18.87)
Trade payables	813.88	484.60
Cash generated from operations	**824.08**	**452.47**
Income taxes refund	240.26	124.90
Net cash flow generated from operating activities	**1,064.34**	**577.37**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, and intangible assets	(179.44)	(473.63)
Proceeds from sale of property, plant and equipment	5.14	3.92
Interest received on bank deposits	41.14	-
Investment in bank deposits	(379.80)	-
Maturity of margin money deposits	59.44	0.05
Net cash flow used in investing activities	**(453.52)**	**(469.66)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Movement in borrowings (net)	(280.93)	60.85
Payment of lease liabilities	(5.52)	1.44
Interest and ancillary borrowing costs paid	(93.24)	(110.14)
Net cash flow used in financing activities	**(379.69)**	**(47.85)**
Net Increase in cash and cash equivalents	231.13	59.86
Cash and cash equivalents at the beginning of the year	97.34	37.48
Cash and cash equivalents at the end of the year	**328.47**	**97.34**

Standalone Cash Flow Statement (contd.)

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Notes:

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

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks on current accounts	298.44	87.00
Cheques and drafts on hand	28.31	9.22
Cash on hand	1.72	1.12
	328.47	**97.34**

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

c. Figures in brackets indicate cash outflow.

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Standalone Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

A. Equity share capital (including forfeited equity shares)*

Particulars	Amount
Balance as at April 01, 2021	**872.67**
Issued during the year	-
Balance as at March 31, 2022	**872.67**
Issued during the year	-
Balance as at March 31, 2023	**872.67**

B. Other equity**

Particulars	Reserves and surplus			Other components of equity	Total other equity
	Securities premium	Retained earnings	General reserve	Employee share based payments reserve	
Balance as at April 01, 2021	**16,017.37**	**(20,883.89)**	**3.23**	**42.03**	**(4,821.26)**
Loss for the year	-	(2,553.15)	-	-	(2,553.15)
Other comprehensive income for the year (net of tax)					
Remeasurement of defined benefit liability	-	0.90	-	-	0.90
Total comprehensive income for the year	**-**	**(2,552.25)**	**-**	**-**	**(2,552.25)**
Balance as at March 31, 2022	**16,017.37**	**(23,436.14)**	**3.23**	**42.03**	**(7,373.51)**
Loss for the year	-	(2,988.83)	-	-	(2,988.83)
Other comprehensive income for the year (net of tax)					
Remeasurement of defined benefit liability	-	2.19	-	-	2.19
Transfer during the year (refer note 32)	-	-	42.03	(42.03)	-
Total comprehensive income for the year	**-**	**(2,986.64)**	**42.03**	**(42.03)**	**(2,986.64)**
Balance as at March 31, 2023	**16,017.37**	**(26,422.79)**	**45.26**	**-**	**(10,360.16)**

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

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

1. Nature of operations

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

2. General information

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

3. Summary of significant accounting policies and other explanatory information

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

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

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

The standalone financial statements have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 30, 2023.

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

b) Foreign currency translation

Functional and presentation currency

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

Foreign currency transactions and balances

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

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

c) Revenue

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

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

Revenue from rendering of services

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

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

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

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

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

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

Interest

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

Contract liabilities

A contract liability is the obligation to transfer goods and services to a customer for which the Company has received consideration from the customer. Consideration received for services not yet rendered and for which Company has an obligation to perform is recognised as revenue received in advance and subsequently recognised as revenue in the Statement of Profit and Loss over the period of the contract.

d) Operating expenses

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

e) Borrowing costs

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

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

f) Property, plant and equipment

Recognition and initial measurement

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

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

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

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

Subsequent measurement (depreciation and useful lives)

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

	Life in years
Buildings	60
Plant and equipment	8
Computers	3

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

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

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

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

De-recognition

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

g) Business combinations and goodwill

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

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

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

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

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

h) Other intangible assets

Recognition and initial measurement

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

Subsequent measurement

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

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

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

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

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

i) Impairment of non-financial assets

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

j) Investment In Subsidiaries, Joint Ventures And Associates

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

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

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

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

k) Financial instruments

Initial recognition and measurement

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

a) fair value, in case of financial instruments subsequently carried at fair value through profit or loss (FVTPL);

b) fair value adjusted for transaction costs, in case of all other financial instruments.

Subsequent measurement

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

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

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

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

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

De-recognition of financial assets

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

De-recognition of financial liabilities

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

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

Offsetting of financial instruments

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

Impairment of financial assets

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

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

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

Trade receivables

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

Other financial assets

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

l) Post-employment, long term and short term employee benefits

Defined contribution plans

Provident fund

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

Defined benefit plans

Gratuity

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

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Other employee benefits

Compensated absences

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

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

Short term employee benefits

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

m) Share based employee compensation

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

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

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

n) Provisions, contingent assets and contingent liabilities

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

Contingent liability is disclosed for:

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

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

o) Earnings per share

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except for anti-dilutive potential equity shares.

p) Leases

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

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

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

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

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

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

q) Tax expense

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

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

r) Inventories

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

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

s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is a multi-system operator providing cable television network services and allied services which is considered as the only reportable segment. The Company's operations are based in India.

t) Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

u) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

v) Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued.

Securities premium includes any premium received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from securities premium, net of any related income tax benefits.

Other components of equity include the following:

Re-measurement of net defined benefit liability- comprises the actuarial losses from changes in demographic and financial assumptions and the return on plan assets.

Retained earnings includes all current and prior period retained profits and share-based employee remuneration (refer note 14)

All transactions with owners of the parent are recorded separately within equity.

w) Recent accounting pronouncements

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 12 – Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

x) Significant management judgement in applying accounting policies and estimation uncertainty

These standalone financial statements have been prepared in accordance with generally accepted accounting principles in India which require management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of these standalone financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

estimates is recognised prospectively from the period in which results are known materialise in accordance with applicable accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect.

Recognition of deferred tax assets - The extent to which deferred tax assets can be recognised is based on the assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of non-financial assets - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Property, plant and equipment - Management assess the remaining useful lives and residual values of property, plant and equipment and believes that the assigned useful lives and residual values are reasonable.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below:

Recoverability of advances / receivables - The management from time to time reviews the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

Defined benefit obligation - Management's estimate of the defined benefit obligation is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the defined benefit obligation amount and the annual defined benefit expenses.

Contingencies - Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies, claim, litigations etc. against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Fair value measurement

The Company measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Company uses following measurement techniques:

- The fair value measurement for financial instruments where active market quotes are available is based on the quotes available in the principal market for selling the asset or transferring the liability.

- The Company uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

- The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

4. Property, plant and equipment

Particulars	As at March 31, 2023	As at March 31, 2022
Owned assets (refer note 4)	1,986.59	3,346.02
Right-of-use assets (refer note 4)	7.84	12.23
Total	**1,994.43**	**3,358.25**

Particulars	Buildings	Plant and equipment	Computers	Office equipments	Furniture and fixtures	Air conditioners	Studio equipments	Vehicles	Leasehold improvements	Set top boxes	IRD boxes	Total
Gross carrying amount												
Balance as at April 01, 2021	25.31	4,634.22	125.52	31.21	23.29	15.14	19.95	3.44	53.62	9,944.37	1.26	14,877.33
Additions	-	75.26	1.63	-	0.17	-	-	-	-	164.07	-	241.13
Disposals	-	(16.15)	-	-	-	-	-	-	-	(96.61)	-	(112.77)
Other adjustments	(1.18)	11.15	4.64	14.74	0.43	(15.14)	-	-	1.18	(4.34)	(1.26)	10.23
Balance as at March 31, 2022	**24.13**	**4,704.48**	**131.78**	**45.95**	**23.89**	**-**	**19.95**	**3.44**	**54.80**	**10,007.49**	**-**	**15,015.92**
Additions	-	44.84	4.48	0.02	0.05					127.76		177.15
Disposals	-	(12.85)	(0.60)	(1.42)	(0.16)			(1.24)		(149.33)		(165.60)
Balance as at March 31, 2023	**24.13**	**4,736.47**	**135.66**	**44.55**	**23.78**	**-**	**19.95**	**2.20**	**54.80**	**9,985.92**	**-**	**15,027.47**
Accumulated depreciation												
Balance as at April 01, 2021	20.98	3,521.66	115.00	30.48	19.23	11.98	16.34	2.93	51.85	6,502.50	0.66	10,293.62
Charge for the year	0.12	319.05	9.25	2.31	1.31		0.59	0.31	0.14	1,134.44	-	1,467.52
Disposals	-	(9.70)	-	-	-	-	-	-	-	(91.79)	-	(101.49)
Other adjustments	(1.43)	25.12	3.76	12.81	1.10	(11.98)	0.30	(0.17)	2.66	(21.27)	(0.66)	10.24
Balance as at March 31, 2022	**19.67**	**3,856.12**	**128.01**	**45.60**	**21.64**	**-**	**17.23**	**3.07**	**54.65**	**7,523.87**	**-**	**11,669.89**
Charge for the year	0.12	315.60	2.52	0.14	0.39		0.59	0.17	0.14	1,209.31		1,528.98
Disposals		(11.64)	(0.57)	(1.42)	(0.16)			(1.24)		(142.96)		(157.99)
Balance as at March 31, 2023	**19.79**	**4,160.08**	**129.96**	**44.32**	**21.87**	**-**	**17.82**	**2.00**	**54.79**	**8,590.22**	**-**	**13,040.88**
Net carrying amount as at March 31, 2022	**4.46**	**848.36**	**3.77**	**0.35**	**2.25**	**-**	**2.72**	**0.37**	**0.15**	**2,483.62**	**-**	**3,346.02**
Net carrying amount as at March 31, 2023	**4.34**	**576.39**	**5.70**	**0.23**	**1.91**	**-**	**2.13**	**0.20**	**0.01**	**1,395.70**	**-**	**1,986.59**

a) Capital work-in-progress and intangible assets under development include set top boxes, viewing cards (softwares) and plant and equipment amounting to ₹ 33.09 million, ₹ 1.16 million and ₹ 189.18 million respectively (previous year : ₹ 49.01 million, ₹ 4.28 million and ₹ 216.19 million respectively) which are yet to be installed.

b) For details related to assets pledged as security, refer note 41.

c) Capital work in progress ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023	52.66	105.47	4.25	59.89	222.27
As at March 31, 2022	190.43	9.77	1.64	63.36	265.20

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

4. Right-of-use assets (ROU)

Particulars	Buildings	Total
Gross carrying amount		
Balance as at April 01, 2021	17.96	17.96
Additions	7.59	7.59
Disposals	-	-
Balance as at March 31, 2022	**25.55**	**25.55**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2023	**25.55**	**25.55**
Accumulated depreciation		
Balance as at April 01, 2021	8.46	8.46
Charge for the year	4.86	4.86
Disposals	-	-
Balance as at March 31, 2022	**13.32**	**13.32**
Charge for the year	4.39	4.39
Disposals	-	-
Balance as at March 31, 2023	**17.71**	**17.71**
Net carrying amount as at March 31, 2022	**12.23**	**12.23**
Net carrying amount as at March 31, 2023	**7.84**	**7.84**

Disclosures on lease pursuant to Ind AS 116 - Leases

a) The Company has leases for office buildings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

b) Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises, the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in accordance with the lease contracts.

c) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Number of ROU assets leased	Range of remaining term (in years)	Number of leases with extension options	Number of leases with termination options
Buildings	5	1 - 3	-	-

d) Maturity profile of lease liabilities

Particulars	March 31, 2023	March 31, 2022
0-1 year	4.12	5.24
1 to 5 years	4.95	8.01
More than 5 years	-	-

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

e) Lease payments not included in measurement of lease liability -

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	March 31, 2023	March 31, 2022
Short-term and leases of low value assets	64.84	75.73
Variable lease payments	-	-

f) Total cash outflow against the lease liabilities for the year ended March 31, 2023 is ₹ 5.24 million (previous year: ₹ 5.01 million). Interest on lease for the year ended March 31, 2023 liabilities is ₹ 1.34 million (previous year ₹ 1.81 million).

g) Refer note 35 for contractual maturity of lease liabilities.

5A. Intangible assets

Particulars	Goodwill	Program, film and cable rights	Software	Total
Gross carrying amount				
Balance as at April 01, 2021	11.31	50.35	3,006.85	3,068.51
Additions	-	-	60.14	60.14
Disposals	-	-	(7.89)	(7.89)
Other adjustments	-	(2.31)	2.37	0.06
Balance as at March 31, 2022	**11.31**	**48.04**	**3,061.47**	**3,120.82**
Additions	-	-	42.58	42.58
Disposals	-	-	(5.21)	(5.21)
Balance as at March 31, 2023	**11.31**	**48.04**	**3,098.84**	**3,158.19**
Accumulated amortisation				
Balance as at April 01, 2021	10.74	49.49	2,064.23	2,124.46
Charge for the year	-	-	377.50	377.50
Disposals	-	-	(7.52)	(7.52)
Other adjustments	0.01	(1.45)	1.50	0.06
Balance as at March 31, 2022	**10.75**	**48.04**	**2,435.71**	**2,494.50**
Charge for the year	0.56	-	356.39	356.95
Disposals	-	-	(4.90)	(4.90)
Balance as at March 31, 2023	**11.31**	**48.04**	**2,787.20**	**2,846.55**
Net carrying amount as at March 31, 2022	**0.56**	**-**	**625.76**	**626.32**
Net carrying amount as at March 31, 2023	**-**	**-**	**311.64**	**311.64**

5B. Intangible under development

Particulars	Amount in intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023					
Viewing cards	1.16	-	-	-	1.16
As at March 31, 2022					
Viewing cards	4.28	-	-	-	4.28

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

6. Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in equity instruments (trade, unquoted) (at cost)		
Subsidiary companies		
51,831,000 (previous year : 51,831,000) equity shares of ₹ 10 each fully paid up of Indian Cable Net Company Limited	2,361.14	2,361.14
50,000 (previous year : 50,000) equity shares of ₹ 10 each fully paid up of Central Bombay Cable Network Limited	13.53	13.53
753,587 (previous year : 753,587) equity shares of ₹ 10 each fully paid up of Siti Vision Digital Media Private Limited	82.39	82.39
10,000 (previous year : 10,000) equity shares of ₹ 10 each fully paid up of Siticable Broadband South Limited	0.10	0.10
102,000 (previous year : 102,000) equity shares of ₹ 10 each fully paid up of Siti Jind Digital Media Communications Private Limited	18.98	18.98
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Jony Digital Cable Network Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Krishna Digital Media Private Limited	0.05	0.05
7,400 (previous year : 7,400) equity shares of ₹ 10 each fully paid up of Siti Guntur Digital Network Private Limited	0.07	0.07
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Faction Digital Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Global Private Limited	0.05	0.05
10,000 (previous year : 10,000) equity shares of ₹ 10 each fully paid up of Siti Broadband Services Private Limited	0.10	0.10
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Karnal Digital Media Network Private Limited	0.05	0.05
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Siri Digital Network Private Limited	0.05	0.05
10,200 (previous year : 10,200) equity shares of ₹ 10 each fully paid up of Siti Prime Uttaranchal Communication Private Limited	24.99	24.99
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Saistar Digital Media Private Limited	14.61	14.61
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Sagar Digital Cable Network Private Limited	2.48	2.48
1,000 (previous year : 1,000) equity shares of ₹ 100 each fully paid up of Variety Entertainment Private Limited	7.50	7.50
5,100 (previous year : 5,100) equity shares of ₹ 10 each fully paid up of Siti Jai Maa Durgee Communications Private Limited	16.83	16.83
Less: aggregate amount of impairment in value of investments	(32.03)	(16.83)
Investment in LLP		
Subsidiary company		
99.90% (previous year : 99.90%) capital contribution in SITI Networks India LLP	0.10	0.10

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
Joint venture		
25,500 (previous year : 25,500) equity shares of ₹ 10 each fully paid up of Wire and Wireless Tisai Satellite Limited	0.26	0.26
Associate		
4,800 (previous year : 4,800) equity shares of ₹ 10 each fully paid up of C&S Medianet Private Limited	0.05	0.05
Investment in optionally convertible debenture at fair value through profit and loss (trade, unquoted)		
744,900,000 (previous year : 744,900,000) 0.01%, cumulative optionally convertible debentures of ₹ 1 each fully paid up of Siti Siri Digital Network Private Limited	744.89	744.89
231,300,000 (previous year : 231,300,000) 0.01%, cumulative optionally convertible debentures of ₹ 1 each fully paid up of Siti Saistar Digital Media Private Limited	231.30	231.30
Less: aggregate amount of impairment in value of investments	(331.00)	-
	3,156.59	**3,502.79**
Investment other than investment in subsidiaries and joint ventures		
Investment in equity instruments (trade, unquoted)		
480 (previous year : 480) equity shares of ₹ 100 each fully paid up of Master Ads Private Limited	0.05	0.05
9,500 (previous year : 9,500) equity shares of ₹ 10 each fully paid up of Dakshin Communications Private Limited	1.77	1.77
3,000 (previous year : 3,000) equity shares of ₹ 10 each fully paid up of Centre Channel Private Limited	0.23	0.23
	2.05	**2.05**
Less: aggregate amount of impairment in value of investments	(2.05)	(2.05)
	3,156.59	**3,502.79**
Aggregate amount of unquoted investments (gross)	3,521.67	3,521.67
Aggregate amount of impairment in value of investments	365.08	18.88

7. Other financial assets (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Margin money deposits	54.87	124.31
Security deposits	23.60	26.50
Deposits in banks with maturity of more than 12 months	10.00	-
	88.47	**150.81**

i) Refer note 33 & 34 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

8. Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	0.48	17.97
Balance with government authorities (paid under protest)	80.89	80.91
	81.37	**98.88**

9. Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
(valued at cost, unless otherwise stated)		
Stores and spares	6.70	6.41
	6.70	**6.41**

10. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
- unsecured, considered good	1,295.74	2,022.12
- unsecured, credit impaired	4,255.10	4,286.52
	5,550.84	**6,308.64**
Less: allowance for expected credit impaired receivables	(4,255.10)	(4,286.52)
	1,295.74	**2,022.12**

i) Refer note 33 & 34 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

ii) Refer note 35 for related parties disclosures

iii) Refer note 50 for disclosure of trade receivable ageing schedule.

11. Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks - current accounts	298.44	87.00
Cheques and drafts on hand	28.31	9.22
Cash on hand	1.72	1.12
	328.47	**97.34**

(i) There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and prior period.

(ii) Refer note 33 & 34 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

11A. Bank Balances

Particulars	As at March 31, 2023	As at March 31, 2022
Deposits in banks with maturity of more than 3 months and less than 12 months	379.80	-
	379.80	**-**

12. Other financial assets (current)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Amounts recoverable		
- considered good	7.15	20.74
- considered doubtful	467.59	457.82
Less: credit impaired	(467.59)	(457.82)
Interest accrued on fixed deposits	16.99	18.83
Security deposits	-	6.24
Unbilled revenues	141.06	171.67
	165.20	**217.48**

(i) Refer note 33 & 34 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

13A. Income tax assets

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets	76.93	176.02
	76.93	**176.02**

13B. Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with government authorities	84.64	139.58
Prepaid expenses	18.70	9.83
Advance to suppliers		
- considered good	40.84	57.17
- considered doubtful	58.79	584.66
Less: impairment allowance	(58.79)	(584.66)
	144.18	**206.58**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

14A. Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised share capital		
1,290,000,000 (previous year : 1,290,000,000) equity shares of ₹ 1 each	1,290.00	1,290.00
10,000,000 (previous year : 10,000,000) 7.25% non-cumulative redeemable preference shares of ₹ 1 each	10.00	10.00
Total authorised capital	**1,300.00**	**1,300.00**
Issued share capital		
873,280,971 (previous year : 873,280,971) equity shares of ₹ 1 each	873.28	873.28
Less: Forfeited shares 1,227,123 (previous year : 1,227,123) equity shares of ₹ 1 each	(1.23)	(1.23)
23,436 (previous year : 23,436) 7.25% non-cumulative redeemable preference shares of ₹ 1 each	0.02	0.02
Total issued capital	**872.07**	**872.07**
Subscribed and fully paid up capital		
872,053,848 (previous year : 872,053,848) equity shares of ₹ 1 each fully paid up	872.05	872.05
Total paid up capital	**872.05**	**872.05**
Forfeited equity shares 1,227,123 (previous year : 1,227,123) equity shares of ₹ 1 each	0.62	0.62
	872.67	**872.67**

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

There is no movement in equity share capital during current and previous year.

Preference shares

There is no movement in preference share capital during current and previous year.

(ii) Terms/rights attached to:

I) Equity shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

II) Preference shares

The Company has only one class of 7.25% Non-cumulative redeemable preference shares of ₹ 1 each. The said preference shares were allotted to Zee Telefilms Limited (now Zee Entertainment Enterprises Limited) on December 29, 2006, pursuant to the scheme of arrangement for demerger of cable business undertaking of Zee Telefilms Limited approved by the Hon'ble Bombay High Court vide its order dated November 17, 2006. Initially, as per the terms of the issue and allotment, the said preference shares were due for redemption on December 29, 2008. However, with the written consent/approval of Zee Entertainment Enterprises Limited, the terms of the issue of said preference shares were varied by extending the period of redemption by another three years i.e. till December 29, 2011. Later on June 06, 2011 these shares were transferred to Churu Enterprises LLP by Zee Entertainment Enterprises Limited.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Period for redemption of preference shares was extended by a period of five years till December 29, 2026. The preference shares are redeemable at par.

In the event of liquidation of the Company the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital. These instruments are accounted for as liability in accordance with the Ind AS.

(iii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares				
Housing Development Finance Corporation Limited	7,17,54,959	8.23%	9,43,86,000	10.82%
L & T Finance Limited	5,73,83,732	6.58%	5,73,83,732	6.58%

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
Preference shares				
Churu Enterprises LLP	23,436	100%	23,436	100%

(iv) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the Company, refer note 32.

(v) No shares were issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue or brought back during the current year and last 5 years.

(vi) Promoters shareholding*

Name of promoter	As at March 31, 2023			As at March 31, 2022		
	Number of Shares	% of total shareholding	% change during the year	Number of Shares	% of total shareholding	% change during the year
Direct Media Solutions LLP	99,00,000	1.14%	-	99,00,000	1.14%	-
Digital Satellite Holdings Private Limited	93,816	0.01%	-	93,816	0.01%	-
Manaaska Fashions LLP	36,000	0.00%	-	36,000	0.00%	-
Digital Satellite Media and Broadband Private Limited	15,273	0.00%	-	15,273	0.00%	-
Bioscope Cinemas Private Limited	10,611	0.00%	-	10,611	0.00%	-
Essel Media Ventures Limited	4,31,66,665	4.95%	-	4,31,66,665	4.95%	-

** The details of promoter shareholding are as per the information available with the Company.*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

14B. Other equity

	Particulars	As at March 31, 2023	As at March 31, 2022
	Securities premium	16,017.37	16,017.37
	Retained earnings	(26,422.79)	(23,436.14)
	General reserve	45.26	3.23
	Employee share based payment reserve	-	42.03
		(10,360.16)	**(7,373.51)**
	A) Notes:		
	Particulars		
i)	**Securities premium**		
	Opening balance	16,017.37	16,017.37
	Addition during the year	-	-
	Closing balance	**16,017.37**	**16,017.37**
ii)	**Retained earnings**		
	Opening balance	(23,436.14)	(20,883.89)
	Loss for the year	(2,988.83)	(2,553.15)
	Other comprehensive gain for the year (net of tax)	2.19	0.90
	Closing balance	**(26,422.79)**	**(23,436.14)**
iii)	**General reserve**		
	Opening balance	3.23	3.23
	Addition during the year (refer note 32)	42.03	-
	Closing balance	**45.26**	**3.23**
iv)	**Employee share based payments reserve**		
	Opening balance	42.03	42.03
	Transferred to general reserve during the year (refer note 32)	(42.03)	-
	Closing balance	**-**	**42.03**
	B) Nature and purpose of reserves:		
i)	**Securities premium**		
	Securities premium is used to record the premium received on issue of shares.		
ii)	**Retained earnings**		
	Retained earnings represent the accumulated earnings, net of losses (if any) made by the Company over the years.		
iii)	**General reserve**		
	General reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or other purposes.		
iv)	**Employee shares based reserve**		
	The reserve is used to recognise the grant date fair value of the options issued to employees under Company's employee stock option plan.		

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

15A. Borrowings (non-current)

	As at March 31, 2023	As at March 31, 2022
Secured loans from banks [refer note (i)]	-	742.71
Inter corporate deposit [refer note (ii)]	112.50	112.50
7.25% non-cumulative redeemable preference shares [refer note 14 (a) (ii) II]	0.02	0.02
	112.51	**855.23**

(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 15.1 and note 15.2 respectively.

(ii) Inter corporate deposit pertain to deposit taken from subsidiary for a period of five years carrying an interest rate of 9% per annum (March 31, 2022; 9%).

(iii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

15B. Lease liabilities (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities	4.95	8.01
	4.95	**8.01**

(i) Refer note 4 for disclosure on IND AS-116, "Leases"

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

15.1 Details of terms of repayment, nature of security and interest rate of borrowings (Refer note 15A and 18A)

Nature of loan	As at March 31, 2023		As at March 31, 2022		Nature of securities	Interest rate	Tenure of repayment*
	Non-current	Current	Non-current	Current			
Term loan							
1	-	187.15	-	468.15	Term loans from banks are secured by first pari passu charge on entire movable fixed assets, both present and future, of the Company and on the receivables, cash flow and bank account of the Company. Also secured by corporate guarantee of an associated company for maintaining revolving debt service reserve account (DSRA) for 1 quarter of the interest and principal repayment to be funded ten days before each due date, for the entire tenure of the loan.	Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
2	-	1,260.53	-	1,260.53		Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
3	-	149.55	-	149.55	Term loans from banks are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as movable properties and first charge by way of hypothecation and/or pledge of the Company's current assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA) for 2 quarter's interest.	Base rate + 2.50% p.a.	Two (previous year: two) quarterly instalments payable as per the terms of underlying agreement.
4		1,339.92	638.88	701.04	Term loans from financial institution are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Sixteen (previous year: sixteen) quarterly instalments payable as per the terms of underlying agreement.
5	-	1,985.00	-	1,985.00	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as current assets.	Bank corporate prime lending rate	Six (previous year: six) half yearly instalments payable as per the terms of underlying agreement.
6	-	478.50	-	478.50	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets and as well as current assets. Also secured by corporate guarantee of an associated company.	Base rate + 0.5% p.a.	One (previous year: one) quarterly instalments payable as per the terms of underlying agreement.
7	-	6.89	-	6.89	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months marginal cost of funds based lending rate ('MCLR') + margin	One (previous year: one) half yearly instalments payable as per the terms of underlying agreement.
8	-	421.50	-	421.50	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
9	-	249.40	-	249.40	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Two (previous year: two) half yearly instalments payable as per the terms of underlying agreement.
10	-	554.48	-	554.48	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets.	1 year MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
11		830.80	103.83	726.98	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	1 year MCLR + margin	Eight (previous year: eight) quarterly instalments payable as per the terms of underlying agreement.
Sub total	-	**7,463.72**	**742.71**	**7,002.02**			

** The above mentioned loan instalments range from ₹ 31.25 million to ₹ 525 million per installment as per the terms of respective underlying agreement. The count of installment has not been reduced in cases where installment has been settled in part. The repayment terms given here represent the originally agreed upon terms with Banks and NBFCs, before the classification of the Company's account as a Non-Performing Asset ('NPA').*

15.2 Details of delays/defaults in repayment of borrowings (current and non-current)

The Company has delayed in repayment of following dues to the banks and financial institution during the year, which were unpaid as at balance sheet date:

Name of the bank	Amount of default as on March 31, 2023		Period of default upto the date of balance sheet (maximum days)		Amount of default as on March 31, 2022		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Terms loans								
Axis Bank	1,447.68	758.47	1,340	1,371	1,728.67	568.34	975	1,006
IndusInd Bank (refer note 54)	1,385.28	219.69	825	701	866.03	86.00	460	336
IDBI Bank	149.55	73.26	1,279	1,279	149.55	54.86	914	914
Assets Reconstruction Company (India) Limited (refer note 54)	1,985.00	855.61	1,340	1,187	1,985.00	628.25	975	822
RBL Bank Limited	478.50	187.44	1,309	1,279	478.50	136.48	944	914
Standard Chartered Bank (refer note 54)	677.79	323.24	1,275	1,218	677.79	236.05	910	853
Aditya Birla Finance Limited	1,339.92	298.94	852	731	363.54	151.55	487	366
Loans repayable on demand from banks								
Axis Bank	248.73	99.08	-	More than one year	248.73	72.20	-	More than one year
IDBI Bank	1,000.00	295.24	-	More than one year	1,000.00	219.55	-	More than one year
RBL Bank Limited	0.80	11.00	-	More than one year	0.71	11.00	-	More than one year
Total	**8,713.25**	**3,121.97**			**7,498.52**	**2,164.28**		

The Company has delayed in repayment of following dues to the banks and financial institution which were however paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended March 31, 2023		Period of default (maximum days)		Amount of default during the year ended March 31, 2022		Period of default (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Axis Bank	281.00		821		26.60	-	676	-
IndusInd Bank					-	56.83	-	91
IDBI Bank		47.30		More than one year	2.45	-	608	-
Assets Reconstruction Company (India) Limited (refer note 54)		29.75		1,115	-	26.60	-	610
RBL Bank Limited					14.00	3.86	613	670
Aditya Birla Finance Limited					-	21.56	-	94
Standard Chartered Bank					9.32	-	564	-
Total	**281.00**	**77.05**			**52.37**	**108.85**		

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

15.3 Reconciliation of liabilities arising from financing activities

Particulars	Long term borrowings (including current maturities)	Lease liabilities	Short term borrowings	Total
As at April 2021	**7,771.93**	**10.00**	**1,248.73**	**9,030.66**
Cash flows:				
Proceeds from borrowings	130.00	1.44	0.71	132.16
Repayment of borrowings	69.87	-	-	69.87
Non cash:				
Impact of amortised cost adjustment for borrowings	25.19	-	-	25.19
Right-of-use assets recognised during the year	-	1.81	-	1.81
As at March 2022	**7,857.25**	**13.25**	**1,249.44**	**9,119.95**
Cash flows:				
Proceeds from borrowings			0.08	0.08
Repayment of borrowings			281.00	281.00
Adjustment	(7,744.73)		7,744.73	-
Non cash:				
Impact of amortised cost adjustment for borrowings				-
Right-of-use assets recognised during the year		(4.19)		(4.19)
As at March 2023	**112.52**	**9.06**	**8,713.25**	**8,834.84**

16. Other financial liabilities (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits received from customers	4.33	14.49
	4.33	**14.49**

(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

17. Provisions (non-current)*

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	22.47	29.61
Provision for compensated absences	8.58	13.71
	31.05	**43.31**

**Refer note 31 for disclosure on 'Employee benefit obligations'*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

18A. Borrowings (current, financial liabilities)

Particulars	As at March 31, 2023	As at March 31, 2022
Loans repayable on demand from banks	1,249.53	1,249.44
Current maturities of long-term borrowings	7,463.72	7,002.02
	8,713.25	**8,251.46**

(i) As at March 31, 2023 and March 31, 2022 the cash credit facilities are secured by first pari passu charge on the future and current assets of the Company with minimum assets cover ratio 1:1. The Company is required to maintain Debt Service Reserve Account ('DSRA') for 2 quarter's interest. The same are further secured by corporate guarantee of an associate Company to maintain DSRA and carries an interest rate of bank borrowing rate+250 basis points ('BBR+250 BPS'), intrinsic value base rate ('IVBR') and six months marginal cost of funds based lending rate+1.70% ('MCLR + 1.70%') respectively.

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

18B. Lease liabilities (current)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities	4.12	5.24
	4.12	**5.24**

(i) Refer note 4 for disclosure on IND AS-116, "Leases"

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

19. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
- Dues of micro enterprises and small enterprises (refer note below)	331.88	332.37
- Dues of creditors other than micro enterprises and small enterprises	4,738.68	4,660.25
	5,070.56	**4,992.62**
Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006	331.88	332.37
Principal amount remaining unpaid	331.88	332.37
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

The details of amounts outstanding to micro enterprises and small enterprises under Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the Company.

(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

(ii) Refer note 35 for related party disclosures

(iii) Refer note 49 for aging schedule of trade payables

20. Other financial liabilities (current)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued and due on borrowings [refer note (i)]	3,121.97	2,173.24
Capital creditors	18.64	199.84
Book overdraft	0.01	18.81
Employee related payables	48.22	71.12
Others [refer note (ii)]	240.30	240.33
	3,429.14	**2,703.34**

(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 15.1 and note 15.2 respectively.

(ii) Refer note 35 for related party disclosure

(iii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of there maturity profiles, refer note 33 & 34 respectively.

21. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	191.60	189.90
Advance from customers (refer note 23C)	176.85	166.50
	368.45	**356.40**

22. Provisions (current)*

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	1.46	2.14
Provision for compensated absences	0.62	1.08
	2.08	**3.22**

**Refer note 31 for disclosure on 'Employee benefit obligations'*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

23. Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of services		
Subscription income	3,433.76	4,138.30
Advertisement income	535.15	559.92
Carriage and placement income	1,101.12	1,107.33
Activation and set top boxes pairing charges	15.18	26.42
Other operating revenue		
Sale of traded goods*	15.19	23.63
Management charges and other networking income	178.53	242.20
Support and service charges	32.57	46.47
Scrap sales	0.01	0.02
	5,311.51	**6,144.29**
*** Details of sale of traded goods**		
Set top box (STB) and viewing cards (VC)	10.53	15.14
Stores and spares	4.66	8.49
	15.19	**23.63**

Disclosure of revenue pursuant to Ind AS 115 'Revenue from Contracts with Customers':

A. Reconciliation of revenue from sale of services and other operating revenue with contracted price

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Contracted price	5,311.51	6,144.29
Less: rebate and discounts	-	-
Revenue recognised in the statement of profit and loss	**5,311.51**	**6,144.29**

B. Disaggregation of revenue

Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of services		
- Subscription income	3,433.76	4,138.30
- Advertisement income	535.15	559.92
- Carriage and placement income	1,101.12	1,107.33
- Activation and set top boxes pairing charges	15.18	26.42
Other operating revenue		
- Sale of traded goods	15.19	23.63
- Management charges and other networking income	178.53	242.20
- Support and service charges	32.57	46.47
- Scrap sales	0.01	0.02
	5,311.51	**6,144.29**

The Company has disaggregated the revenue from contracts with customers on the basis of nature of services/goods sold. The Company believes that the disaggregation of revenue on the basis of nature of services/goods sold has no impact on the nature, amount, timing and uncertainty of revenue and cash flows.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

C. Contract balances

The following table provides information about contract assets and liabilities from contract with customers:

Particulars	As at March 31, 2023	As at March 31, 2022
Contract liabilities*		
Advance from customers (including deferred revenue)	176.85	166.50
	176.85	**166.50**
Contract assets*		
Trade receivable	5,550.84	6,308.64
Less: allowance for expected credit loss	(4,255.10)	(4,286.52)
	1,295.74	**2,022.12**
Unbilled revenue	**141.06**	**171.67**

** Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.*

D. Significant changes in the contract liabilities and contract assets balances during the year are as follows:

	Particulars	As at March 31, 2023	As at March 31, 2022
	Contract liabilities		
	Opening balance	166.50	179.12
	Revenue recognised (net of collections)	10.35	(12.62)
	Closing balance	176.85	166.50
	Contract assets		
(i)	**Trade receivables**		
	Opening balance	2,022.12	1,953.40
	Amount invoiced, collected and other adjustments (net)	(726.38)	68.74
	Closing balance	**1,295.74**	**2,022.12**
(ii)	**Unbilled revenue**		
	Opening balance	171.67	203.36
	Additional revenue booked/ (invoicing) - net	(30.61)	(31.69)
	Closing balance	**141.06**	**171.67**

24. Other income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on:		
- Bank deposits at amortised cost	14.16	3.29
- Income tax refund	25.14	22.94
Excess provisions written back	153.40	0.61
Other non-operating income	3.88	7.38
	196.58	**34.22**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

25. Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, allowances and bonus	228.04	311.78
Contributions to provident and other funds*	12.40	16.40
Staff welfare expenses	20.32	13.91
	260.76	**342.09**

*Refer note 31 for disclosure on 'Employee benefit obligations'

26. Finance costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense on financial liabilities	1,061.69	1,058.75
Interest on lease liabilities	1.34	1.81
Others	-	25.19
	1,063.03	**1,085.75**

27. Depreciation and amortisation expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on property, plant and equipment (owned assets)	1,528.98	1,467.52
Depreciation on right-of-use assets	4.39	4.86
Amortisation of intangible assets	356.95	377.50
	1,890.32	**1,849.88**

28 Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Rent (refer note 4)	64.84	75.73
Rates and taxes	11.82	22.59
Communication expenses	4.11	4.48
Repairs and maintenance		
- Network	74.41	50.69
- Buildings	0.45	0.22
- Others	18.82	17.93
Electricity and water charges	46.82	48.27
Legal, professional and consultancy charges	75.20	101.77
Printing and stationery	0.93	1.31
Contractual service charges	170.83	236.54
Travelling and conveyance expenses	12.61	12.39
Auditor's remuneration (refer note below)	3.79	3.65
Vehicle running expenses	14.24	18.55
Insurance expenses	2.13	4.47
Impairment of trade receivables	148.80	45.00
Bad debts and amounts written off	3.53	48.28
Advertisement and publicity expenses	2.57	3.41

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Commission charges and incentives	448.58	500.22
Program production expenses	22.39	21.89
Other operational cost	455.54	516.35
Business and sales promotion	8.21	15.12
Loss on sale of property, plant and equipment (net)	2.39	2.73
Exchange fluctuation loss (net)	0.84	6.76
Miscellaneous expenses	48.14	72.28
	1,641.99	**1,830.63**
Note: Payment to the auditor's:		
- As auditors	3.75	3.50
- For other services	0.02	0.03
- For reimbursement of expenses	0.02	0.12
	3.79	**3.65**

29. Loss per share

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Loss attributable to equity shareholders	(2,988.83)	(2,553.15)
Weighted average number of equity shares outstanding during the year (nos.)*	87,20,53,848	87,20,53,848
Nominal value of per equity share (₹)	1	1
Loss per share (₹)		
Basic and diluted loss per share	(3.43)	(2.93)

** The Employee Stock Options and Preference shares have not been considered, being anti dilutive.*

30. Group composition structure

Name of the subsidiary company	Country of incorporation	Percentage of ownership	
		As at March 31, 2023	As at March 31, 2022
Indian Cable Net Company Limited (hereinafter referred as "ICNCL")*	India	60.02%	60.02%
Central Bombay Cable Network Limited (hereinafter referred as "CBCNL")	India	100.00%	100.00%
Siticable Broadband South Limited (hereinafter referred as "SBSL")	India	100.00%	100.00%
Master Channel Community Network Private Limited (hereinafter referred as "MCCNPL")**	India	66.00%	66.00%
Siti Vision Digital Media Private Limited (hereinafter referred as "SVDMPL")	India	51.00%	51.00%
Siti Jind Digital Media Communications Private Limited (hereinafter referred as "SJDMCPL")****	India	57.50%	57.50%
Siti Jai Maa Durgee Communications Private Limited (hereinafter referred as "SJMDCPL")	India	51.00%	51.00%
Siti Jony Digital Cable Network Private Limited (hereinafter referred as "SJDCNPL")	India	51.00%	51.00%

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Name of the subsidiary company	Country of incorporation	Percentage of ownership As at March 31, 2023	Percentage of ownership As at March 31, 2022
Siti Krishna Digital Media Private Limited (hereinafter referred as "SKDMPL")	India	51.00%	51.00%
Siti Faction Digital Private Limited (hereinafter referred as "SFDPL")	India	51.00%	51.00%
Siti Guntur Digital Network Private Limited (hereinafter referred as "SGDNPL")	India	74.00%	74.00%
Siti Maurya Cable Net Private Limited (hereinafter referred as "SMCNPL") ***	India	50.10%	50.10%
Siti Karnal Digital Media Network Private Limited (hereinafter referred as "SKDMNPL")	India	51.00%	51.00%
Siti Global Private Limited (hereinafter referred as "SGPL")	India	51.00%	51.00%
Siti Siri Digital Network Private Limited (hereinafter referred as "SDNPL")	India	51.00%	51.00%
Siti Broadband Services Private Limited (hereinafter referred as "SBSPL")	India	100.00%	100.00%
Siti Prime Uttaranchal Communication Private Limited (hereinafter referred as "SPUCPL")	India	51.00%	51.00%
Siti Sagar Digital Cable Network Private Limited (hereinafter referred as "SSDCNPL")	India	51.00%	51.00%
Siti Saistar Digital Media Private Limited (hereinafter referred as "SSDMPL")	India	51.00%	51.00%
Variety Entertainment Private Limited (hereinafter referred as "VEPL")	India	100.00%	100.00%
Indinet Service Private Limited (hereinafter referred as "ISPL")***	India	100.00%	100.00%
E-Net Entertainment Private Limited (hereinafter referred as "ENEPL")*****(w.e.f. December 15, 2020)	India	51.00%	51.00%
Siti Networks India LLP	India	99.90%	99.90%
Meghbela Infitel Cable & Broadband Private Limited (hereinafter referred as "MICBPL") ***	India	76.00%	76.00%

**Include 0.30% held through CBCNL*
*** Subsidiary of CBCNL*
**** Subsidiary of ICNCL*
***** Include 6.50% held through SBSL*
****** Subsidiary of SBSPL*

Name of the associates and joint ventures	Country of incorporation	Percentage of ownership As at March 31, 2023	Percentage of ownership As at March 31, 2022
C&S Medianet Private Limited (hereinafter referred as "CSMPL")	India	48.00%	48.00%
Paramount Digital Media Services Private Limited (hereinafter referred as "PDMSPL")******	India	50.00%	50.00%
Wire and Wireless Tisai Satellite Limited (hereinafter referred as "WWTSL")	India	51.00%	51.00%

******* Joint Venture of VEPL*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

31. Employee benefit obligations

Post-employment obligations - gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination equals the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of completed years of service. The expected contribution to the plan for next annual reporting period amounts to ₹ 3.73 million (previous year : ₹ 4.81 million).

The weighted average duration of the defined benefit obligation as at March 31, 2023 is 12 years (previous year 13 years).

The plan exposes the Company to actuarial risks such as interest rate risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of risk free securities.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Company's liability.

The following tables summarises the components of net benefit expense recognised in the standalone statement of profit and loss and the amount recognised in the standalone balance sheet for the respective plans.

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the year	31.75	40.93
Interest cost	2.30	2.97
Current service cost	3.05	3.79
Benefits paid	(10.98)	(15.04)
Actuarial (gain)/loss on remeasurement of obligation	(2.19)	(0.90)
Present value of defined benefit obligation at the end of the year *	**23.93**	**31.75**
** Includes current portion ₹ 1.46 million (previous year: ₹ 2.14 million)*		
The gratuity plan of the Company is unfunded.		
Amount recognised in the standalone statement of profit and loss:		
Current service cost	3.05	3.79
Interest cost	2.30	2.97
	5.35	**6.76**

Amount recognised in the statement of other comprehensive income:

Particulars	As at March 31, 2023	As at March 31, 2022
Actuarial (gain)/loss arising from change in financial assumptions	(0.41)	(0.09)
Actuarial (gain)/loss arising from experience adjustments	(1.78)	(0.81)
	(2.19)	**(0.90)**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

The principal assumptions used in determining present value of defined benefit obligation and long term employee benefit obligation are given below:

Particulars	Gratuity		Compensated absences	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Actuarial assumptions used				
Discount rate (per annum)	7.25%	7.25%	7.25%	7.25%
Rate of escalation in salary (per annum)	5.00%	5.00%	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal rate (per annum)	5.00%	5.00%	5.00%	5.00%
Normal retirement age	60 years	60 years	60 years	60 years

These assumptions were developed by management with the assistance of independent actuary. Discount factors are determined close to each year-end by reference to market yields of risk free securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

The present value of the defined benefit obligation was measured using the projected unit credit method.

Amounts of experience adjustment for the current and previous four years are as follows -

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019
Defined benefit obligations	23.93	31.75	40.93	31.13	30.50
Experience (gain)/loss adjustments on planned liabilities	(1.78)	(0.81)	4.96	5.95	0.45

Sensitivity analysis of the defined benefit obligation for significant actuarial assumptions

Particulars	March 31, 2023	March 31, 2022
Impact of the change in discount rate		
Present value of obligation at the end of the year	**23.93**	**31.75**
Liability with 1% increase in discount rate	22.17	29.31
Liability with 1% decrease in discount rate	25.90	34.52
Impact of the change in salary growth rate		
Present value of obligation at the end of the year	**23.93**	**31.75**
Liability with 1% increase in salary growth rate	25.93	34.55
Liability with 1% decrease in salary growth rate	22.12	29.23
Maturity profile of defined benefit obligation		
- upto 1 year	1.46	2.14
- 2 to 5 years	3.89	5.35
- more than 5 years	18.58	24.26
Defined contribution plans		
Contribution to defined contribution plan, recognised as expense for the year: Employer's contribution to provident fund and other funds	12.40	16.40

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

32. Share-based employee remuneration

Employee Stock Option Plan –ESOP-2015

The Company instituted the Employee Stock Option Scheme -2015 ("SITI ESOP 2015" or "New Plan") to grant equity based incentives to eligible employees. The SITI ESOP-2015 has been approved by the Board of Directors of the Company at their meeting held on May 28, 2015 and by the shareholders of the Company by way of special resolution passed at their Annual General Meeting held on August 27, 2015 to grant upto 33,881,656 options, representing one share for each option upon exercise by the eligible employee at an exercise price determined by the Board/remuneration committee.

The options granted under the Scheme shall vest not less than one year and not more than five years from the date of grant of options. Under the terms of the Scheme, 50%, 35% and 15% of the options will vest in the employee(s) after expiry of one year, two years and three years, respectively, from the date of grant of options. The option grantee must exercise all vested options within a period of four years from the date of vesting and the shares arising on exercise of such options shall not be subject to any lock-in period.

Particulars	Employee Stock Option Plan ESOP-2015
Date of grant	September 03, 2015
Date of Board approval	May 28, 2015
Date of shareholders' approval	August 27, 2015
Number of options granted	46,63,500
Method of settlement (cash/equity)	Equity
Vesting period from the date of grant of option	Three years
Exercise period- from end of vesting period	Four years

The details of activity under New Plan have been summarised below:

Particulars	March 31, 2023		March 31, 2022	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	1,33,845	30.85	6,55,525	30.85
Lapsed during the year	1,33,845	-	5,21,680	-
Outstanding at the end of the year	-	-	1,33,845	30.85
Exercisable at the end of the year	-	-	1,33,845	30.85

No options were exercised and forfeited during the current and previous financial year. All the outstanding options have lapsed during the current year and accordingly, Employee share based payments reserve has been transferred to general reserve.

The fair values of options granted under new plan were determined using a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The following principal assumptions were used in the valuation:

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	March 31, 2023			March 31, 2022		
	Options (50%)	Options (35%)	Options (15%)	Options (50%)	Options (35%)	Options (15%)
Number of options	23,31,750	16,32,225	6,99,525	23,31,750	16,32,225	6,99,525
Fair value on grant date	14.63	17.49	19.14	14.63	17.49	19.14
Share price at grant date	30.85	30.85	30.85	30.85	30.85	30.85
Fair value at exercise date	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Exercise price in ₹	30.85	30.85	30.85	30.85	30.85	30.85
Expected volatility	39.82%	44.49%	43.47%	39.82%	44.49%	43.47%
Expected life in years	3 years	4 years	5 years	3 years	4 years	5 years
Expected dividends	-	-	-	-	-	-
Risk-free interest rate (based on government bonds)	5.69%	6.04%	6.14%	5.69%	6.04%	6.14%

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time since its listing on the Stock Exchange. No special features inherent to the options granted were incorporated into measurement of fair value. The employee remuneration expense has decreased by ₹ nil million (previous year: decreased by ₹ nil million), all of this relates to options lapsed/expired during the year due to resignation of eligible employees.

33. Fair value measurements

A. Financial instruments by category

Particulars	Notes	As at March 31, 2023		
		FVTPL	Amortised cost	Total
Financial assets				
Investment	6	645.19	2,511.40	3,156.59
Trade receivables (net)	10	-	1,295.74	1,295.74
Cash and cash equivalents	11	-	328.47	328.47
Other bank balance	11A	-	379.80	379.80
Other financial assets	7 & 12	-	253.67	253.67
Total financial assets		**645.19**	**4,769.08**	**5,414.27**
Financial liabilities				
Borrowings	15A & 18A	-	8,825.76	8,825.76
Lease liabilities	15B & 18B		9.07	9.07
Trade payables	19	-	5,070.56	5,070.56
Other financial liabilities	16 & 20	-	3,433.47	3,433.47
Total financial liabilities		**-**	**17,338.86**	**17,338.86**

Particulars	Notes	As at March 31, 2022		
		FVTPL	Amortised cost	Total
Financial assets				
Investment	6	976.19	2,526.60	3,502.79
Trade receivables (net)	10	-	2,022.12	2,022.12
Cash and cash equivalents	11	-	97.34	97.34
Other financial assets	7 & 12	-	368.29	368.29
Total financial assets		**976.19**	**5,014.35**	**5,990.54**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Notes	As at March 31, 2022		
		FVTPL	Amortised cost	Total
Financial liabilities				
Borrowings	15A & 18A	-	9,106.69	9,106.69
Lease liabilities	15B & 18B		13.25	13.25
Trade payables	19	-	4,992.62	4,992.62
Other financial liabilities	16 & 20	-	2,717.83	2,717.83
Total financial liabilities		**-**	**16,830.39**	**16,830.39**

B. Financial instruments measured at fair value

The following tables present financial assets and liabilities measured at fair value as at balance sheet in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The financial assets measured at fair value in the statement of financial position are grouped into the fair value hierarchy as on March 31, 2023 and March 31, 2022 as follows:

Financial assets	As at March 31, 2023			As at March 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment in optionally convertible debentures (net)	-	-	645.19	-	-	976.19

Valuation technique to determine fair value

Optionally convertible debentures (Level 3)

For the year ended March 31, 2023 and March 31, 2022:

The valuation of optionally convertible debentures ('OCD') has been done using the discounted cashflows method. Discounted cash flow or DCF is the method for estimating the current value of an investment by taking into account its future cash flows. It can be used to determine the estimated investment required to be made in order to receive predetermined returns. The discounted cash flow method is based on the concept of the time value of money, which says that the money that an individual has now is worth more than the same amount in the future.

The valuation exercise is based on the following information:

a) Audited financial Statements of Siti Saistar Digital Media Private Limited and Siti Siri Digital Network Private Limited (together referred to as 'investee companies') for the FY 2022-23 comprising Balance Sheet and Profit and Loss account.

b) Projections of the investee companies comprising of Balance Sheet and Profit and Loss account for the FY 2023-24 to FY 2027-28

c) Various issues relevant for the valuation including the prospects and outlook of the investee companies / industry etc.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

The discounted cash flow method involves discounting the investee companies free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows are discounted by weighted average cost of capital comprising of debt and equity. The risk free rate of 7.32% is considered on the 10 year government zero coupon bond yield as on March 31, 2023.

There have been no transfer between level 1, level 2 and level 3 during the year ended March 31, 2023 and March 31, 2022.

The following table presents the changes in level 3 items for the year ended March 31, 2023 and March 31, 2022:

Particulars	
As at April 01, 2021	**976.19**
Gain recognised in standalone statement of profit and loss	-
As at March 31, 2022	**976.19**
Impairment loss recognised in standalone statement of profit and loss	(331.00)
As at March 31, 2023	**645.19**

As at March 31, 2023

Significant unobservable input	Estimate of the input	Sensitivity of the fair value measurement to input
Probability of meeting of cash flow	20%	An increase to 20% would increase fair value by ₹ 47.41 million and decrease by 20% would decrease fair value by ₹ 47.41 million

As at March 31, 2022

Significant unobservable input	Estimate of the input	Sensitivity of the fair value measurement to input
Probability of meeting of cash flow	20%	An increase to 20% would increase fair value by ₹ 93.17 million and decrease by 20% would decrease fair value by ₹ 93.17 million

C. Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investment (non- current, financial assets)	3,156.59	3,156.59	3,502.79	3,502.79
Trade receivables (net)	1,295.74	1,295.74	2,022.12	2,022.12
Cash and cash equivalents	328.47	328.47	97.34	97.34
Other bank balances	379.80	379.80	-	-
Other financial assets	253.67	253.67	368.29	368.29
Total financial assets	**5,414.27**	**5,414.27**	**5,990.54**	**5,990.54**
Financial liabilities				
Borrowings	8,825.76	8,825.76	9,106.69	9,106.69
Lease liabilities	9.07	9.07	13.25	13.25
Trade payables	5,070.56	5,070.56	4,992.62	4,992.62
Other financial liabilities	3,433.47	3,433.47	2,717.83	2,717.83
Total financial liabilities	**17,338.86**	**17,338.86**	**16,830.39**	**16,830.39**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

34. Financial risk management objectives and policies

Financial risk management

The Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk.

The Company's risk management is coordinated in close co-operation with the board of directors, and focuses on securing Company's short to medium term cash flows.

This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in these standalone financial statements.

A. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, other bank balances, interest accrued and other financial assets except security deposits	12 month expected credit loss
High credit risk	Investment, trade receivables, security deposits, amount recoverable and unbilled revenue	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	March 31, 2023	March 31, 2022
A: Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, other bank balances, interest accrued and other financial assets other than unbilled revenue & amount recoverable (net)	431.08	293.96
B: High credit risk	Investment, trade receivables, amount recoverable (net) and unbilled revenue	4,593.38	5,696.58

Concentration of trade receivables

The Company has widespread customers and there is no concentration of trade receivables.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Credit risk exposure

Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets.

For the purpose of computation of expected credit loss, the Company has analysed the trend of provisions for doubtful trade receivables created in earlier years. The average rate of provision has been computed based on the adjusted sales (excluding those where the Company does not have any historical provision) and provision for doubtful debtors created against those sales.

Expected credit loss for trade receivables under simplified approach

As at March 31, 2023

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment
Trade receivables	5,550.84	(4,255.10)	1,295.74
Security deposits	23.60	-	23.60
Amounts recoverable	474.75	(467.59)	7.16
Investment	3,519.62	(363.03)	3,156.59
Unbilled revenues	141.06	-	141.06

As at March 31, 2022

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment
Trade receivables	6,308.64	(4,286.52)	2,022.12
Security deposits	32.74	-	32.74
Amounts recoverable	478.56	(457.82)	20.74
Investment	3,519.62	(16.83)	3,502.79
Unbilled revenues	171.67	-	171.67

Particulars	Amount
Loss allowance on April 01, 2021	4,343.33
Changes in loss allowance (refer note 28 and note 44)	(56.81)
Loss allowance on March 31, 2022	4,286.52
Changes in loss allowance (refer note 28 and note 44)	(31.42)
Loss allowance on March 31, 2023	4,255.10

B. Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. Short term liquidity requirements comprises mainly of trade payables, employee dues and other current payables arising during normal course of business as on each balance sheet date. Long term liquidity requirement is assessed by the management on periodical basis and is managed through internal accruals and through funding commitments from shareholders. As at each balance sheet date, the Company's liabilities having contractual maturities (including interest payments where applicable) are summarised as follows:

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities

Particulars	As at March 31, 2023		
	Less than one year	One to two years	More than two years
Non-derivatives			
Borrowings	8,713.25	-	-
Trade payables	5,070.56	-	-
Lease liabilities	4.12	2.50	2.45
Other financial liabilities	3,429.14	-	4.33
Total non-derivative liabilities	**17,217.07**	**2.50**	**6.78**

Particulars	As at March 31, 2022		
	Less than one year	One to two years	More than two years
Non-derivatives			
Borrowings	8,251.46	478.85	376.38
Trade payables	4,992.62	-	-
Lease liabilities	5.24	3.29	4.72
Other financial liabilities	2,703.34	-	14.49
Total non-derivative liabilities	**15,952.66**	**482.14**	**395.59**

C. Market Risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

(i) Foreign currency risk

Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

Particulars	March 31, 2023	March 31, 2022
Financial assets (A)	-	-
Payable to capital creditors	18.64	24.80
Financial liabilities (B)	**18.64**	**24.80**
Net exposure (B-A)	**18.64**	**24.80**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on loss after tax	
	March 31, 2023	March 31, 2022
(₹)/USD and (₹)/EURO increased by 5% (previous year (₹)/USD and (₹)/EURO increased by 5%)	(0.93)	(1.24)
(₹)/USD and (₹)/EURO decreased by 5% (previous year (₹)/USD and (₹)/EURO decreased by 5%)	0.93	1.24

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

(ii) Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's fixed rate borrowings are carried at amortised cost and are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Particulars	March 31, 2023	March 31, 2022
Variable rate borrowings	8,713.25	8,994.17
Total borrowings	**8,713.25**	**8,994.17**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	(Impact on Loss after tax)	
Particulars	**March 31, 2023**	**March 31, 2022**
Interest rates – increase by 100 basis points (previous year 100 bps)	87.13	89.94
Interest rates – decrease by 100 basis points (previous year 100 bps)	(87.13)	(89.94)

35. Related party transactions

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

(i) Promoter and Promoter Group**

Direct Media Solutions LLP

Digital Satellite Holdings Private Limited

Manaaska Fashions LLP

Digital Satelite Media And Broadband Private Limited

Bioscope Cinemas Pvt. Ltd

Direct Media And Cable Private Limited

Arrow Media & Broadband Private Limited

Essel Media Ventures Limited

(ii) Enterprises owned or significantly influenced by Promoter/Promoter Group

Zee Media Corporation Limited*

** As per internal assessment performed by Company of related parties in accordance with IND AS 24, Zee Media Corporation Limited is no longer a related party of the Company.*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

(iii) Names of related parties where control exists

Subsidiary companies

Indian Cable Net Company Limited
Central Bombay Cable Network Limited
Siticable Broadband South Limited
Master Channel Community Network Private Limited (Subsidiary of Central Bombay Cable Network Limited)
Siti Vision Digital Media Private Limited
Siti Jind Digital Media Communications Private Limited
Siti Jai Maa Durgee Communications Private Limited
Siti Jony Digital Cable Network Private Limited
Siti Krishna Digital Media Private Limited
Siti Faction Digital Private Limited
Siti Guntur Digital Network Private Limited
Siti Maurya Cable Net Private Limited (Subsidiary of Indian Cable Net Company Limited)
Siti Karnal Digital Media Network Private Limited
Siti Global Private Limited
Siti Siri Digital Network Private Limited
Siti Broadband Services Private Limited
Siti Prime Uttaranchal Communication Private Limited
Siti Sagar Digital Cable Network Private Limited
Siti Saistar Digital Media Private Limited
Variety Entertainment Private Limited
Indinet Service Private Limited (Subsidiary of Indian Cable Net Company Limited)
E-Net Entertainment Private Limited (Subsidiary of Siti Broadband Services Private Limited)
Siti Networks India LLP
Meghbela Infitel Cable & Broadband Private Limited (hereinafter referred as "MICBPL") (w.e.f. June 08, 2021)

(iv) Associate companies

C&S Medianet Private Limited

(v) Joint ventures

Wire and Wireless Tisai Satellite Limited

Paramount Digital Media Services Private Limited (Joint Venture of Variety Entertainment Private Limited)

(vi) Key management personnel (KMP)

Mr. Anil Kumar Malhotra, Chief Executive Officer (till December 31, 2021)
Mr. Sanjay Berry, Chief Financial Officer (till June 30, 2021)
Ms. Kavita Kapahi, Independent Director
Prof. Sunil Kumar Maheshwari, Independent Director
Mr. Suresh Arora, Whole Time Director
Mr. Bhanu Pratap Singh, Independent Director
Mr. Amitabh Kumar, Additional Director
Mr. Raj Kumar Gupta, Independent Director (till September 28, 2021)
Ms. Shilpi Asthana, Independent Director (w.e.f. December 27, 2021)
Mr. Yogesh Sharma Chief Executive Officer (w.e.f. January 01, 2022)
Mr. Vikash Khanna, Chief Financial Officer (w.e.f. October 08, 2021 till March 31, 2023)
Mr. Suresh Kumar, Company Secretary
Mr. Vikram Singh Panwar, Chief Financial Officer (w.e.f. April 15, 2023)

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

(vii) Enterprises owned or significantly influenced by KMP or their relatives**

Essel Realty Developers Private Limited

*** with whom the Company has transactions during the current year and previous year*

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a) Sale of goods and services during the year	Year ended March 31, 2023	Year ended March 31, 2022
Indian Cable Net Company Limited	155.34	125.71
Master Channel Community Network Private Limited	13.16	4.30
Siti Vision Digital Media Private Limited	7.27	43.15
Siti Jind Digital Media Communications Private Limited	4.58	4.79
Siti Jony Digital Cable Network Private Limited	-	0.03
Siti Maurya Cable Net Private Limited	1.75	1.53
Siti Faction Digital Private Limited	-	1.10
Siti Karnal Digital Media Network Private Limited	0.09	0.16
Siti Siri Digital Network Private Limited	35.17	14.64
Siti Prime Uttaranchal Communication Private Limited	2.90	0.38
Siti Broadband Services Private Limited	17.88	87.72
Siti Saistar Digital Media Private Limited	13.27	16.28
Variety Entertainment Private Limited	34.62	33.27
Enterprises owned or significantly influenced by Promoter/Promoter Group		
Zee Media Corporation Limited	-	8.45
b) Purchase of goods and services during the year		
Subsidiary companies		
Indian Cable Net Company Limited	15.83	33.14
Master Channel Community Network Private Limited	1.30	9.66
Siti Vision Digital Media Private Limited	10.75	2.80
Siti Broadband Services Private Limited	0.25	0.33
Siti Global Private Limited	10.31	8.40
Siti Sagar Digital Cable Network Private Limited	3.55	3.47
Siti Jind Digital Media Communications Private Limited	5.59	6.39
Siti Jony Digital Cable Network Private Limited	0.66	1.11
Siti Siri Digital Network Private Limited	32.60	47.56
Siti Karnal Digital Media Network Private Limited	1.64	4.87
Siti Saistar Digital Media Private Limited	-	14.45
Enterprises owned or significantly influenced by KMP or their relatives		
Essel Realty Developers Private Limited	0.32	0.32

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

c) Balance (payable)/receivable (net of provision created) at the end of the year

Subsidiary companies	As at March 31, 2023	As at March 31, 2022
Indian Cable Net Company Limited	(73.32)	(120.23)
Master Channel Community Network Private Limited	20.84	92.71
Siti Vision Digital Media Private Limited	14.47	55.23
Siti Jind Digital Media Communications Private Limited	6.67	6.18
Central Bombay Cable Network Limited	-	0.40
Siti Krishna Digital Media Private Limited	-	0.33
Siti Jony Digital Cable Network Private Limited	-	0.24
Siti Jai Maa Durgee Comm. Private Limited	0.05	-
Siti Maurya Cable Net Private Limited	1.81	-
Siti Faction Digital Private Limited	0.04	1.30
Siti Karnal Digital Media Network Private Limited	(0.25)	-
Siti Siri Digital Network Private Limited	(34.49)	8.97
Siti Global Private Limited	1.31	-
Siti Networks India LLP	(240.30)	(240.33)
Siticable Broadband South Limited	(3.19)	(3.20)
Siti Prime Uttaranchal Communication Private Limited	4.65	-
Siti Broadband Services Private Limited	59.03	157.12
Siti Sagar Digital Cable Network Private Limited	(1.56)	0.45
Siti Saistar Digital Media Private Limited	20.08	20.31
Variety Entertainment Private Limited	79.04	132.87
Indinet Service Private Limited	0.09	0.40
Joint ventures/Associate companies		
Wire and Wireless Tisai Satellite Limited	0.04	0.06
Enterprises owned or significantly influenced by Promoter/Promoter Group		
Trade payables		
Zee Media Corporation Limited	-	(0.12)

Particulars	As at March 31, 2023	As at March 31, 2022
Enterprises owned or significantly influenced by KMP or their relatives		
Trade payables		
Essel Realty Developers Private Limited	6.24	6.24
Security deposit given including prepaid expense		
Essel Realty Developers Private Limited	-	6.24

d) Expenditure paid by the Company on behalf of others and expenditure paid by others on behalf of the Company:

Particulars	Expenditure paid by the Company on behalf of the others during the year ended		Expenditure paid by others on behalf of the Company during the year ended	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Subsidiary companies				
Central Bombay Cable Network Limited	-	0.03	-	-
Indian Cable Net Company Limited	-	3.72	58.65	68.48
Siti Siri Digital Network Private Limited	-	-	-	0.20

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

e) Advances given and repayment thereof

Subsidiary companies		Advances given	Repayment/ Adjustments	Balance owed by related parties
Siti Vision Digital Media Private Limited	March 31, 2023	-	14.22	5.76
	March 31, 2022	-	11.84	19.98

f) Investment in Optionally Convertible Debenture

Particulars	As at March 31, 2023	As at March 31, 2022
Siti Siri Digital Network Private Limited (refer note 6)	744.89	744.89
Siti Saistar Digital Media Private Limited (refer note 6)	231.30	231.30

g) Remuneration to KMP

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Mr. Anil Kumar Malhotra	-	12.64
Mr. Sanjay Berry	-	4.80
Mr. Yogesh Sharma	10.68	1.89
Mr. Vikash Khanna	6.77	2.92
Mr. Suresh Kumar	3.67	3.40
h) Compensated absences		
Mr. Anil Kumar Malhotra	-	1.55
Mr. Sanjay Berry	-	0.34
Mr. Suresh Kumar	0.26	0.27
Mr. Vikash Khanna	0.27	0.10
Mr. Yogesh Sharma	0.70	0.61
i) Gratuity paid		
Mr. Anil Kumar Malhotra	-	2.95

j) Director sitting fees

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Ms. Kavita Kapahi	0.40	0.40
Mr. Bhanu Pratap Singh	0.42	0.42
Prof. Sunil Kumar Maheshwari	0.34	0.38
Ms. Shilpi Asthana	0.34	0.10
Mr. Raj Kumar Gupta	-	0.12

36. Capital and other commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	29.81	67.84

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

37. Contingent liabilities and litigations

Particulars	As at March 31, 2023	As at March 31, 2022
i) Claims against the Company not acknowledged as debts*	376.23	376.23
ii) Demands raised by the statutory authorities being contested by the Company:		
Service tax matters**	2,203.41	80.90
VAT/ Sales tax matters**	196.36	88.03

** comprise of ₹ 347.40 million claimed by HDFC Limited in excess of ₹ 2613.25 million already recognised by the Company in books of accounts in respect to the borrowings taken by the Company from HDFC Limited. As disclosed in note 54, during the year HDFC Limited assigned the said loan to Assets Care & Reconstruction Enterprise Limited ('ACREL') and ACREL assigned the same to Assets Reconstruction Company (India) Limited.*

*** excludes pending cases/litigations including ones with business associates/statutory authorities where the management believes that no material liability will devolve on the Company in respect of these litigations or where amount of liability is not ascertainable. These are net of amounts deposited under protest amounting to ₹ 55.74 million (previous year: ₹ 55.61 million).*

iii) The Directorate of Revenue Intelligence (DRI), Bangalore, under section 108 of the Custom Act, 1962, had inquired about the classification of viewing cards for applicability of customs duty. The Company had, suo-moto, paid ₹ 20.00 million (previous year ₹ 20.00 million) under protest and had received a show cause notice with a demand for ₹ 1,030.49 million (previous year ₹ 1,011.22 million). The matter is adjourned to October 11, 2023. The Company is confident that the demand will not sustain, therefore no provision has been made in these financial statements and the amount demanded has been considered as contingent liability.

iv) The Company has received orders from Income-tax authorities for (a) assessment year 2013-14 on account of disallowance under section 14A read with rule 8D aggregating to ₹ 17.84 million (previous year ₹ 17.84 million) and (b) assessment years 2007-08 and 2008-09 on account of non-withholding of taxes amounting to ₹ 26.17 million (previous year ₹ 26.17 million). The appeal in the aforesaid litigations is pending before Income Tax Appellate Tribunal ('ITAT') and High Court respectively. No demand has been raised on the Company in respect of the aforesaid litigations in view of the brought forward losses.

38. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at reporting date:

Particulars	March 31, 2023		March 31, 2022	
	EURO million	₹ in million	EURO million	₹ in million
Payables for capital creditors	0.21	18.64	0.30	24.80

** Closing rate as at March 31, 2023: 1 EURO = ₹ 89.36 (previous year: 1 EURO = ₹ 83.92)*

39. The breakup of year end deferred tax assets and liabilities into major components of the respective balance is as under:

Particulars	March 31, 2023	March 31, 2022
Deferred tax liabilities		
Temporary difference in depreciation and amortisation of property, plant and equipment and other intangible assets	-	-
Gross deferred tax liabilities	-	-
Deferred tax assets		
Provision for doubtful debts	-	-
Gross deferred tax assets	-	-
Net deferred tax liability/(assets)	-	-

In the absence of probability of sufficient future taxable income, the Company has not recognised deferred tax assets.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom:

Particulars	March 31, 2023		March 31, 2022	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	17,331.44	5,407.41	16,141.70	5,036.21
Brought forward losses	671.01	209.35	881.40	275.00

The tax losses expire in assessment year 2024-2025. The deductible temporary differences which includes unabsorbed depreciation and provision for doubtful debts do not expire under the current income tax legislation.

40. Capital management

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt). The Company is not subject to any externally imposed capital requirements. Net debt are borrowings (including current maturities)and lease liabilities as reduced by cash and cash equivalents, other bank balances and margin money deposit. Equity comprises all components including other comprehensive income.

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents (refer note 11)	328.47	97.34
Bank balances other than cash and cash equivalents above (refer note 11A)	379.80	-
Margin money deposit (refer note 7)	64.87	124.31
Total cash (A)	**773.14**	**221.65**
Borrowings (including current maturities of long-term borrowings) (refer note 15A & 18A)	8,825.76	9,106.69
Lease liabilities (refer note 15B and 18B)	9.07	13.25
Total borrowing (B)	**8,834.83**	**9,119.94**
Net debt (C=B-A)	**8,061.69**	**8,898.29**
Total equity (refer note 14(a) and 14(b)	(9,487.49)	(6,500.84)
Total capital (equity + net debts) (D)	**(1,425.80)**	**2,397.45**
Gearing ratio (C/D)	**(5.65)**	**3.71**

41. Assets pledged as security

The carrying amount of assets pledged as security are:

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Current assets			
a) Inventories	9	6.70	6.41
b) Financial assets			
i) Trade receivables	10	1,295.74	2,022.12
ii) Cash and cash equivalents	11	328.47	97.34
iii) Bank balances other than cash and cash equivalents above	11A	379.80	-
iii) Other financial assets	12	253.67	368.29
c) Other current assets	13B	144.18	206.58
		2,408.55	**2,700.74**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Non-current assets			
a) Property, plant and equipment	4	1,994.43	3,358.25
b) Capital work-in-progress	4	222.27	265.20
c) Other intangible assets	5A	311.64	626.32
d) Intangible assets under development	5B	1.16	4.28
e) Financial assets			
- Other financial assets [Margin money deposit (pledged)]	7	64.87	124.31
		2,594.37	**4,378.36**
Total assets		**5,002.92**	**7,079.10**

42. Information under Section 186 (4) of the Companies Act, 2013

There are no investments or loan given or guarantee provided or security given by the Company other than the investments and loans in these standalone financial statements, which have been made predominantly for the purpose of business.

43. The Company predominantly operates in a single business segment of cable distribution in India only. Hence there are no separately reportable business or geographical segments as per Indian Accounting Standard ('Ind AS') 108 on Operating Segments. The aforesaid is in line with the way operating results are reviewed by the chief operating decision maker(s).

44. Exceptional items in the standalone financial statements include the following:

During the year ended March 31, 2023:

Exceptional items in the standalone financial results include the following:

a) During the quarter and year ended March 31, 2023, dimunition in the value of investments in subsidiaries amounting to ₹ 346.20 million was booked.

The total impact of (a) above on the standalone financial results for the year ended March 31, 2023 amounts to ₹ 346.20 million.

During the year ended March 31, 2022:

a) Exceptional items for the year ended March 31, 2022 for ₹ 12.80 million (net of reversal of ₹ 4.42 million in quarter ended March 31, 2022) pertains to the write off of old indirect tax balances.

b) During the year ended March 31, 2022, in view of prevailing COVID-19 situation and considering other factors, management assessed the likelihood of recovery of certain balances from a customer and has provided for an amount of ₹ 208.33 million respectively which is doubtful for recovery.

c) During the quarter and year ended March 31, 2022, diminution in value of investment in Siti Jai Maa Durgee Communications Private Limited amounting to ₹ 16.83 million was booked.

The total impact of (a), (b) and (c) above on the standalone financial results for the year ended March 31, 2022 amounts to ₹ 237.96 million.

45. For the year ended March 31, 2023, the 'Subscription income' included in the 'Revenue from operations' in these financial statements, inter alia, includes the amounts payable to the broadcasters towards their share per Tariff order 2017 in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e. Broadcaster's share) has also been presented as an expense in these financial statements. The said amount is ₹ 3,284.54 million for the year ended March 31, 2023 (previous year: ₹ 3,369.65) in the standalone financial statements.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Had these expenses been disclosed on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 3,284.54 million for the year ended March 31, 2023 (previous year: ₹ 3,369.65) in the standalone financial statements. However, there would not have been any impact on the net loss for the period then ended in standalone financial statements.

46. The Company continued to incur losses during the quarter and year ended March 31, 2023 and had negative working capital as at March 31, 2023. The Company also has negative net worth as at March 31, 2023. As at March 31, 2023, there are instances of delays in payments of obligations and borrowings, but in view of the management, the expected revenue growth and expected improvement in operating margins under the Tariff Order 2017, and other likely mitigating factors such as, continued endeavor to secure additional funds by the Company besides on-going discussions with the lenders for debt restructuring, for which revised debt repayment plans are being submitted to the lenders, and continuous dialogue with its vendors. Further, the Company is under discussion with its partners for consolidation of operations in East India to attain the benefits of economies of scale and operational efficiencies, accordingly, these standalone financial statementss for the year ended March 31, 2023 continue to be prepared on a going concern basis in view of the above.

47. As on March 31, 2023, the Company 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 is in the process of calculation of 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.

48. Financials ratios

Sr. No.	Particulars	March 31, 2023	March 31, 2022	Change
i)	**Current Ratio (A/B)**	**0.14**	**0.17**	**-18%**
	Current assets (A)	2,397.02	2,725.95	
	Current liabilities (B)	17,587.60	16,312.28	
ii)	**Debt-equity ratio (A/B)**	**(0.93)**	**(1.40)**	**-34%**
	Total debt (A) [refer note 4 below]	8,825.76	9,106.69	refer note 7 (a)
	Total equity (B)	(9,487.49)	(6,500.84)	
iii)	**Debt-service coverage ratio (A/B)**	**0.03**	**0.06**	**-48%**
	Earnings available for debt services (i.e EBID)- (A) [refer note 6 below]	310.73	620.44	refer note 7 (b)
	Borrowings including finance cost (B)	9,888.80	10,192.44	
iv)	**Return on equity ratio (A/B)**	**0.32**	**0.39**	**-20%**
	Net loss after tax (A) [refer note 2 below]	(2,988.83)	(2,553.15)	
	Total equity (B)	(9,487.49)	(6,500.84)	
v)	**Inventory turnover ratio (A/B)**	**1.54**	**2.57**	**-40%**
	Cost of goods sold (A)	10.08	15.70	refer note 7 (c)
	Average inventory (B)	6.56	6.11	
vi)	**Trade receivables turnover ratio (A/B)**	**3.20**	**3.09**	**4%**
	Revenue from operations (A)	5,311.51	6,144.29	
	Average trade receivables (B)	1,658.93	1,987.76	
vii)	**Trade payables turnover ratio (A/B)**	**0.98**	**1.10**	**-11%**
	Credit purchases (A) [refer note 5 below]	4,936.61	5,215.98	
	Average trade payables (B)	5,031.59	4,750.43	

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Sr. No.	Particulars	March 31, 2023	March 31, 2022	Change
viii)	**Net capital turnover ratio (A/B)**	**(0.56)**	**(0.95)**	**-41%**
	Revenue from operations (A)	5,311.51	6,144.29	refer note 7 (d)
	Capital employed or net assets (B) [refer note 3 below]	(9,487.49)	(6,500.84)	
ix)	**Net loss ratio (A/B)**	**(0.56)**	**(0.42)**	**35%**
	Net loss after tax (A) [refer note 2 below]	(2,988.83)	(2,553.15)	refer note 7 (e)
	Revenue from operations (B)	5,311.51	6,144.29	
x)	**Return on capital employed (A/B)**	**0.20**	**0.23**	**-10%**
	Earning before interest but after taxes (A)	(1,925.79)	(1,467.40)	
	Capital employed or net assets (B) [refer note 3 below]	(9,487.49)	(6,500.84)	
xi)	**Return on investment (A/B)**	**0.32**	**0.39**	**-20%**
	Net loss after tax (A)	(2,988.83)	(2,553.15)	
	Capital employed or net assets (B) [refer note 3 below]	(9,487.49)	(6,500.84)	

Notes:

1. Ratios relating to balance sheet items have been presented as at March 31, 2023 and March 31, 2022. Whereas, ratios relating to items of statement of profit and loss account has been presented for financial year ended March 31, 2023 and March 31, 2022.

2 Net loss after tax excludes other comprehensive income.

3. Net assets is the total of equity share capital and other equity.

4. Total debt comprise of borrowings from external lenders.

5. Credit purchases comprise of purchases during the year, pay channel costs & other expenses.

6 Earnings available for debt services comprise of earning before interest and depreciation.

7. Reason for change by more than 25%.

    a) Declined due to higher accumulated losses due to current year loss due to which total equity has declined whereas there is no major movement in total debt.

    b) Declined due to lower earning before interest and depreciation as compared to previous year.

    c) Declined due to decrease in cost of goods sold in comparison to previous year.

    d) Decrease due to lower revenue and higher accumulated losses in comparison to previous year.

    e) Increase due to higher loss after tax and lower revenue from operations in comparison to previous year.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

49. Trade payable ageing schedule

As at March 31, 2023

Particulars		Unbilled	Not due	Outstanding for following periods from due date of payment				Total
				Less than 1 year	1-2 years	2-3 years	More than 3 years	
i)	MSME	-	6.82	20.81	36.88	263.24	4.13	331.88
ii)	Others	664.89	128.41	1,066.17	706.77	211.86	1,960.58	4,738.68
iii)	Dispute dues - MSME	-	-	-	-	-	-	-
iv)	Dispute dues - Others	-	-	-	-	-	-	-
Total		**664.89**	**135.23**	**1,086.98**	**743.65**	**475.10**	**1,964.71**	**5,070.56**

As at March 31, 2022

Particulars		Unbilled	Not due	Outstanding for following periods from due date of payment				Total
				Less than 1 year	1-2 years	2-3 years	More than 3 years	
i)	MSME	-	6.23	66.27	87.53	132.15	40.19	332.37
ii)	Others	774.31	273.22	700.95	583.93	413.33	1,914.51	4,660.25
iii)	Dispute dues - MSME	-	-	-	-	-	-	-
iv)	Dispute dues - Others	-	-	-	-	-	-	-
Total		**774.31**	**279.45**	**767.22**	**671.46**	**545.48**	**1,954.70**	**4,992.62**

50. Trade receivable ageing schedule

As at March 31, 2023

Particulars		Unbilled	Not due	Outstanding for following periods from due date of payment					Total
				Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed									
(i)	Considered good	-	269.39	504.91	320.65	103.07	0.02	97.70	1,295.74
(ii)	Significant increase in credit risk	-	-	-	-	-	-	-	-
(iii)	Credit impaired	-	-	3.19	11.71	539.01	177.68	3,523.51	4,255.10
Disputed									
(iv)	Considered good	-	-	-	-	-	-	-	-
(v)	Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi)	Credit impaired	-	-	-	-	-	-	-	-
Unbilled		141.06	-	-	-	-	-	-	141.06
Total		**141.06**	**269.39**	**508.10**	**332.36**	**642.08**	**177.70**	**3,621.21**	**5,691.90**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

As at March 31, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	573.72	632.81	241.01	517.54	26.67	30.37	2,022.12
(ii) Significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	19.85	9.33	120.92	172.50	3,963.92	4,286.52
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	171.67	-	-	-	-	-	-	171.67
Total	**171.67**	**573.72**	**652.66**	**250.34**	**638.46**	**199.17**	**3,994.29**	**6,480.31**

51. No dividend was paid during the current year as well as in preceding financial year. Further no dividend is proposed for the current financial year.

52. The Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity has received presidential assent on September 28, 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

53. Additional Regulatory Information required by Schedule III to the Companies Act 2013

(A) (i) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(B) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(C) Company has borrowing from banks and financials institutions (FIs) secured by current assets as mentioned in note 41. These borrowings are declared as non-performing assets (NPAs) by the respective banks and FIs. Due to this, company is under discussion with the banks for re-structuring of its loans. As a result, Company has not been filing any quarterly returns or statements of current assets with the banks or FIs.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

(D) The Company has not made any investment therefore requirements prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the Company.

(E) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

(F) The Company has not traded or invested in crypto currency or virtual currency during the year.

(G) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

(H) The Company does not have any transaction with struck off companies during the year.

(I) The Company does not have any Property, plant and equipment to be classified as investment property.

(J) The Company has not revalued any of its Property, plant and equipment.

(K) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(L) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person.

54. Housing Development Finance Corporation Limited ('HDFCL') had filed an application against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal ('NCLT'), Mumbai for initiation of Corporate Insolvency Resolution Process ('CIRP') on account of default in repayment of borrowings taken from bank amounting to ₹ 2,960.60 million. Later on, HDFCL assigned the said loan to Assets Care & Reconstruction Enterprise Limited ('ACREL') and ACREL assigned the same to Assets Reconstruction Company (India) Limited. The petition filed by HDFCL became infructuous and was dismissed by NCLT vide its order dated March 6, 2023 as the Company was undergoing CIRP vide order dated February 22, 2023 bearing CP No. 690 of 2022 before Court No. 3. Simultaneously, IndusInd Bank Limited has filed an application against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Mumbai for initiation of CIRP on the ground that the Company has defaulted in making repayment of ₹ 1,488.29 million. Vide order dated February 22, 2023, NCLT, Mumbai had ordered for initiation of CIRP against Company and appointed an Insolvency Resolution Professional. Subsequently, the order was challenged by the suspended Director of the Company. National Company Law Appellate Tribunal ('NCLAT') vide its interim order dated March 07, 2023 stayed the initiation of the CIRP against Company. Further, Director filed a contempt application before NCLAT in relation to the hassles being faced by Company on account of non-cooperation from banks. NCLAT has admitted the contempt application. The main petition in appeal and the contempt application are listed for final arguments on May 31, 2023.

Furthermore, Zee Entertainment Enterprises Limited ('ZEEL') vide its letter dated April 24, 2023, informed the Company that it has mutually agreed with certain lenders of the Company to settle some of the Company's outstanding loans in which ZEEL has provided Debt Service Reserve Account ('DSRA guarantee'). Further, vide letter dated May 23, 2023, ZEEL has intimated Company that part payments have been made by ZEEL in March 2023 on account of above settlement. On completion of entire payment, ZEEL will step into the shoes of the lenders of the Company as per the applicable laws."

55. 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 August 05, 2022. Written statement has been filed by the Company against which rejoinder has been filed by IndusInd Bank Limited and matter is pending for arguments on admission on the next date of hearing which is yet to be communicated by DRT.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Further, IDBI Bank Limited has filed application under Recovery of Debt and Bankruptcy Act 1993 against the Company before Debt Recovery Tribunal, Lucknow for recovery of its outstanding loans of ₹ 1,639.22 million on November 28, 2022. Written statement has been filed by the Company against which rejoinder is pending to be filed by IDBI Bank Limited. The next date of hearing is July 03, 2023.

56. 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 million with The Registrar, TDSAT, New Delhi. The next date of hearing is August 10, 2023 for further proceedings.

57. Aditya Birla Finance Limited ('ABFL') had filed two petitions against the Company before the Delhi High Court. The first petition pertains to the arbitration to adjudicate dispute arising out of terms of the loan agreement and the second petition for interim protection against assets of the Company. Delhi High Court vide its interim order dated December 23, 2021, has restrained the Company from making any payment to its related parties and said interim order is presently operative. Further, the company in compliance with the order dated March 28, 2022, passed by Delhi High Court, has deposited an amount of ₹ 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 next date of arbitration proceedings is yet to be communicated by the Arbitrator.

58. There is a commercial building appearing in the capital work-in-progress amounting to ₹ 93.88 million as on March 31, 2023 (previous year: ₹ 93.88 million), the title deed of the property is yet to be transferred in the name of the Company, however the company has already taken possession of the same. The same was received by the Company during the year as a consideration against the amount receivable from a customer.

59. Previous period figures have been re-grouped / reclassified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013 effective from April 01, 2021.

60. Post reporting date events

As disclosed in note 54, Zee Entertainment Enterprises Limited ('ZEEL') vide its letter dated April 24, 2023, informed the Company that it has mutually agreed with certain lenders of the Company to settle some of the Company's outstanding loans in which ZEEL has provided Debt Service Reserve Account ('DSRA guarantee'). Further, vide letter dated May 23, 2023, ZEEL has intimated Company that part payments have been made by ZEEL in March 2023 on account of above settlement. On completion of entire payment, ZEEL will step into the shoes of the lenders of the Company as per the applicable laws.

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Independent Auditor's Report

To the Members of SITI Networks Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying consolidated financial statements of SITI Network Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure I, which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, except for the effects and possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group, its associates and joint ventures, as at March 31, 2023, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. As described in note 53 to the accompanying consolidated financial statements, the Group's 'Revenue from operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 7,387.76 million for the year ended March 31, 2023, while there would have been no impact on the net loss for the year ended March 31, 2023.

   Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated May 29, 2023, May 25, 2023, May 24, 2023, May 19, 2023, May 22, 2023, May 19, 2023 and May 19, 2023 on the annual financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttranchal Communication Private Limited, Central Bombay Cable Network Limited, Indian Cable Net Company Limited, Siti Jind Digital Media Communications Private Limited, Siti Saistar Digital Media Private Limited, Siti Vision Digital Media Private Limited and Siti Siri Digital Network Private Limited respectively, and is reproduced by us as under, with the aggregate amount pertaining to such subsidiaries, as also included in the above paragraph.

   The company's/group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel and carriage sharing costs' each would have been lower by ₹ 4,121.03 million for the year ended March 31, 2023, while there would have been no impact on the net loss for the year ended March 31, 2023.

   As described in note 55 to the accompanying consolidated financial statements, the Holding 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 Holding Company and some of its subsidiaries has not provided additional and penal interest as part of finance cost in terms with conditions put forth in arrangements entered into between the banks & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments. In absence of the computation of such interest along with other sufficient appropriate audit evidence as described in note 55 to the consolidated financial statements, we are unable to comment upon the impact of such non-compliance on the financial information for the quarter and year ended March 31, 2023.

4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 18 of the Other Matter section below, is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

5. We draw attention to note 54 to the accompanying consolidated financial statements, which indicates that the Group has incurred a net loss (including other comprehensive income) of ₹ 3,145.61 million during the year ended March 31, 2023, and as of that date, the Group's accumulated losses amount to ₹ 24,694.08 million and its current liabilities exceeded its current assets by ₹ 14,992.42 million resulting in negative working capital. As at March 31, 2023, there are delays/ defaults in repayment of obligations and borrowings. The above factors along with other matters as set forth in note 54, indicate a material uncertainty, which may cast significant doubt about the Group's ability to continue as a going concern. However, basis the ongoing discussion with the lenders of the Holding Company, positive cash flow from operations during the year and discussion for consolidation of operations in East India to attain the benefits of economies of scale and operational efficiencies, the management is of the view that going concern basis of accounting is appropriate for preparation of these consolidated financial statements.

   The above assessment of the Group's ability to continue as going concern is by its nature considered as key audit matter in accordance with SA 701. In relation to the above key audit matter, our audit work included, but was not limited to, the following procedures:

   - We obtained an understanding of the management's process for identification of events or conditions that may cast significant doubt over the Group's ability to continue as a going concern and the process to assess the corresponding mitigating factors existing against each such event or condition.
   - Evaluated the design and tested the operating effectiveness of key controls around aforesaid identification of events or conditions and mitigating factors, and controls around cash flow projections prepared by the management.
   - We obtained the projected cash flows from the management for the next twelve months from the balance sheet date, basis their future business plans and considering the impact of Tariff Order, 2017.
   - We held discussions with the management personnel to understand the assumptions used and estimates made by them for determining the future cash flow projections.
   - The key assumptions such as revenue growth rate, changes in direct and administrative expenses, and capital expenditure outflows, were assessed for reasonableness by reference to historical data, future market trends, existing market conditions, business plans and our understanding of the business and the industry in which the Group operates.
   - We tested mathematical accuracy of the projections and applied independent sensitivity analysis to the key assumptions mentioned above to determine inputs leading to high estimation uncertainty of the cash flow projections
   - We read the relevant correspondences with the lending banks.
   - We assessed the appropriateness and adequacy of disclosures made by the Group with respect to the aforesaid events and conditions in accordance with the provisions requirements of Ind AS 1 Presentation of Financial Statements.

Our opinion is not modified in respect of this matter.

Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

   In addition to the matters described in the Basis for Qualified Opinion and Material Uncertainty Related to Going Concern sections, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of investment in associates, joint ventures and net assets of subsidiaries As described in Note 7A to the consolidated financial statements, the Group has investments amounting to ₹ 22.38 million in its associates and joint venture entities and carries net assets amounting to ₹ 2,167.54 million in respect to its subsidiaries as at March 31, 2023 (hereinafter together referred to as 'Component entities'). Certain Component entities qualifying as a cash generating unit ('CGU') have been incurring losses in the current year and previous year and have negative cash flows from operations during the current as well as previous years, thus resulting in possible impairment indicators. In view of the above, management during the year ended March 31, 2023, has carried out impairment test for such CGU's, whereby the carrying amount of the investments and net assets was compared with the fair value of the business of respective component entity. To determine the fair value, management has prepared detailed cash flow projections, based on business plans of the respective component entity, expected growth rates of the business and other market related factors including the discount rates, etc. Based on the result of the aforesaid impairment tests, no impairment has been noted. Considering the materiality of the amounts involved and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the cash flows used in the impairment evaluation, we have determined impairment of such investments and net assets as a key audit matter.	Our audit procedures included, but were not limited to the following: • We obtained understanding of the management process for identification of CGU and possible impairment indicators and process performed by the management for impairment testing. • We have performed detailed discussions with the management throughout the year to understand the impairment assessment process, assumptions used and estimates made by management to assess the reasonableness of the recoverable amount and tested the operating effectiveness of controls implemented by management. • We obtained from the management of the Company, the approved future business plans of the joint venture entity and subsidiary companies and held detailed discussions with the management to understand the assumptions used and estimates made by them for determining the cash flow projections. • We referred to the economic conditions prevalent in the jurisdiction in which the joint venture and subsidiary companies operates and understood from the management about the future business plans. • We assessed the reasonableness of the assumptions used and appropriateness of the valuation methodology applied. • Evaluated the appropriateness and adequacy of the related disclosures made in the consolidated financial statements in accordance with the applicable accounting standards.
Provision for expected credit losses (ECL) Refer note 3 (m) for significant accounting policy and note 39 for credit risk disclosures. As described in note 11, trade receivables comprise a significant portion of the current financial assets of the Group. As at March 31, 2023, trade receivables aggregate to ₹ 2,516.27 million (net of allowance for expected credit losses of ₹ 3,140.27 million). In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Group has analysed the trend of trade receivables under different ageing bracket for last three years and calculated credit loss rate basis such ageing. The complexity in calculation of ECL is mainly related to calculations performed for different type of revenue streams in which the Group operates and the different recovery period for different categories of customers. Additional provision is recognised for the receivables which are specifically identified as doubtful or non-recoverable	Our audit procedures included, but were not limited to the following: • We obtained an understanding of the management process for segregating receivables into appropriate groups, computation of average historical loss rate by age-band and adjustments made to historical loss rates (if any). • We assessed and tested the design and operating effectiveness of controls around management's assessment of the recoverability of trade receivables and corresponding provisioning for ECL. Also, evaluated the controls over the modelling process, validation of data and related approvals. • We obtained from the management of the Company, detailed assessment, including computation, of the ECL.

Key audit matter	How our audit addressed the key audit matter
Further, the management regularly assess each class of trade receivables for recoverability. Provision for ECL is adjusted considering the recovery trends noted for the respective class, adjusted for forward looking estimates. Estimation of provisions and assessment of recoverability of amounts involves significant degree of judgement and evaluation basis the ongoing communications with the respective parties and is therefore considered as a key audit matter.	• We audited the underlying data and assessed reasonableness of the assumptions used for each age-band of trade receivables. • We analysed the methodology used by the management and considered the credit and payment history of specific parties to determine the trend used for arriving at the expected credit loss provision. • We obtained the details of receivables specifically identified by the management for provisioning, over and above the ECL, and corroborated them from the ageing schedule and held discussions with management on their recoverability. • We assessed the appropriateness of disclosures made by the management for the ECL recognized in accordance with applicable accounting standards.

Emphasis of Matter

7. We draw attention to note 63 which indicates IndusInd Bank Limited has filed an application against the Holding Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Mumbai for initiation of Corporate Insolvency Resolution Process ('CIRP') on the ground that the Holding Company has defaulted in making repayment of ₹ 1,488.29 million. The proceedings are currently ongoing, and the interim order passed by NCLT has been appealed by the Director of the Holding Company. The main petition in appeal and a contempt application filed by the Director of the Holding Company are listed for final arguments on the next date of hearing.

   We draw attention to note 73 which indicates a lender and a shareholder has filed an application against 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 repayment of ₹ 20.50 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing.

   We draw attention to note 74 which indicates Aditya Birla Finance Limited has filed an application against 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 the Company has defaulted in making repayment of ₹ 50.60 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing.

   We draw attention to note 75 which indicates Aditya Birla Finance Limited has filed an application against SITI Broadband Services 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 repayment of ₹ 47.80 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing.

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

8. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

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

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

9. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

11. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint ventures.

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

12. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

13. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its associates and joint ventures, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

17. We did not audit the financial statements of nineteen subsidiaries, whose financial statements reflects total assets of ₹ 9,945.44 million, total revenues of ₹ 8,565.38 million, total net loss after tax ₹ 969.69 million, total comprehensive loss ₹ 963.09 million and net cash inflows amounting to ₹ 233.98 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 3.97 million for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of one associates and two joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, are based solely on the reports of the other auditors.

    Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

18. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures, we report, to the extent applicable, that:

    a. we have sought and except for the matter described in paragraph 4 of the Basis of Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the effects and possible effects of the matters described in paragraph 3 of the Basis for Qualified Opinion section with respect to the financial statements of the Holding Company, Siti Prime Uttaranchal Communication Private Limited, Central Bombay Cable Network Limited, Indian Cable Net Company Limited, Siti Jind Digital Media Communications Private Limited, Siti Siri Digital Network Private Limited, Siti Vision Digital Media Private Limited and Siti Saistar Digital Media Private Limited, subsidiaries of the Holding Company respectively;

c. the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d. except for the effects of the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;

e. the matter described in paragraph 6 of the Material Uncertainty Related to Going Concern section, in our opinion, may have an adverse effect on the functioning of the Group;

f. on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies covered under the Act, none of the directors of the Group companies, its associate companies and joint venture companies covered under the Act, are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;

g. In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

S. No.	Name of the entities	CIN	Holding company / Subsidiary company	Clause number of the CARO report
1.	Siti Jind Digital Media Communications Private Limited	U72200DL2010PTC210107	Subsidiary	Clause 3(ii)(b), (ix)(a) & (xix)
2.	Siti Broadband Services Private Limited	U64100DL2014PTC267911	Subsidiary	Clause 3(ii)(b) & (ix)(a)
3.	Siti Saistar Digital Media Private Limited	U64204GJ2013PTC073773	Subsidiary	Clause 3(vii)(a)
4	Siti Prime Uttaranchal Communication Private Limited	U64200DL2014PTC269035	Subsidiary	Clause 3(vii)(a)
5	Siti Vision Digital Media Private Limited	U64201DL2006PTC149333	Subsidiary	Clause 3(ix)(a)

h. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 3 of the Basis for Qualified Opinion section with respect to the Holding Company and subsidiary companies, namely, Siti Prime Uttaranchal Communication Private Limited, Central Bombay Cable Network Limited, Indian Cable Net Company Limited, Siti Jind Digital Media Communications Private Limited, Siti Siri Digital Network Private Limited, Siti Vision Digital Media Network Private Limited and Siti Saistar Digital Media Private Limited;

i. with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II'; and

j. with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures:

   i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures as detailed in Note 42 to the consolidated financial statements;

   ii. the Holding Company, its associates and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023; and

   iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, during the year ended March 31, 2023;

   iv. (a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The respective managements of the Holding Company and its subsidiaries which are companies whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

   v. The Company has not declared or paid any dividend during the year ended March 31, 2023.

   vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f April 1, 2023 for the Holding Company and its subsidiaries companies incorporated in India, hence reporting under this clause is not applicable.

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

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 23518749BGYYMG8625

Place: Noida
Date: May 30, 2023

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
SitiCable Broadband South Limited	Subsidiary Company
Siti Faction Digital Private Limited	Subsidiary Company
Siti Global Private Limited	Subsidiary Company
Siti Guntur Digital Network Private Limited	Subsidiary Company
Siti Jai Maa Durgee Communications Private Limited	Subsidiary Company
Siti Jind Digital Media Communications Private Limited	Subsidiary Company
Siti Jony Digital Cable Network Private Limited	Subsidiary Company
Siti Karnal Digital Media Network Private Limited	Subsidiary Company
Siti Krishna Digital Media Private Limited	Subsidiary Company
Siti Networks India LLP	Subsidiary Company
Siti Prime Uttaranchal Communication Private Limited	Subsidiary Company
Siti Sagar Digital Cable Network Private Limited	Subsidiary Company
Siti Saistar Digital Media Private Limited	Subsidiary Company
Siti Siri Digital Network Private Limited	Subsidiary Company
Siti Vision Digital Media Private Limited	Subsidiary Company
Variety Entertainment Private Limited	Subsidiary Company
E-Net Entertainment Private Limited	Step Subsidiary Company
Indinet Service Private Limited	Step Subsidiary Company
Master Channel Community Network Private Limited	Step Subsidiary Company
Meghbela 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

Annexure II

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

1. In conjunction with our audit of the consolidated financial statements of SITI Networks Limited ('the Holding Company') and its subsidiaries, (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies, which are companies covered under the Act, as at that date.

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

2. The respective Board of Directors of the Companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

8. According to the information and explanations given to us and based on our audit and consideration of the reports of the other auditors on internal financial controls with reference to the financial statements of the subsidiaries companies, the following material weakness has been identified in the operating effectiveness of the internal financial controls with reference to the financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act as at March 31, 2023:

    a. The internal financial controls over preparation of financial statements with respect to presentation and disclosure of 'Finance costs' in accordance with the requirement of Ind AS 109 'Financial instruments', were not operating effectively which has resulted in a material misstatement in the amounts recognised as 'Finance costs' including the relevant disclosures in the standalone financial statements. In the absence of the computation of such interest along with other sufficient appropriate audit evidence, we are unable to comment upon the impact of such non-compliance on the financial information for the year ended March 31, 2023.

    b. The internal financial controls over preparation of financial statements with respect to presentation and disclosure of 'Revenue from operations' in accordance with the requirement of Ind AS 115 'Revenue from contracts with customers', were not operating effectively which has resulted in a material misstatement in the amounts recognised as 'Revenue from operations' and 'Pay channel, carriage sharing and related costs' including the relevant disclosures in the consolidated the relevant disclosures in the consolidated financial statements, while there is no impact on the net loss for the year ended March 31, 2023.

9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

10. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, associate companies and joint venture companies, the Holding Company, its subsidiary companies, its associate companies and joint venture companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the effects of the material weakness described above on the achievement of the objectives of the control criteria, such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023.

11. The impact of material weakness identified and reported above has been considered in determining the nature, timing and extent of audit tests applied in the audit of the financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act as at and for the year ended March 31, 2023, and the material weakness as mentioned in paragraph 8 above, has affected our opinion on the consolidated financial statements of the Group and we have issued a qualified opinion on the consolidated financial statements.

Other matter

12. We did not audit the internal financial controls with reference to financial statements insofar as it related to nineteen subsidiaries, which are companies covered under the Act, whose financial statements reflect total assets ₹ 9,945.44 million as at March 31, 2023, total revenues of ₹ 8,565.38 million and net cash flows amounting to ₹ 233.98 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 3.97 million for the

year ended March 31, 2023 in respect of two associate companies and one joint venture, which are companies covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies, associate companies and joint venture companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, its associate companies and joint venture companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies, associate companies and joint venture companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

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

Ankit Marwaha
Partner
Membership No.: 518749
UDIN: 23518749BGYYMG8625

Place: Noida
Date: May 30, 2023

Consolidated Balance Sheet

as at March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	5,560.61	7,777.24
b) Capital work-in-progress	4	607.57	860.74
c) Investment property	5	688.95	700.88
d) Goodwill	6	491.74	491.74
e) Other intangible assets	6	577.18	1,099.19
f) Intangible assets under development	6	1.16	4.28
g) Investments in joint ventures and associates	7A	22.38	26.35
h) Financial assets			
i) Investments	7B	-	-
ii) Other financial assets	8	201.07	238.34
i) Deferred tax asset (net)	21	320.56	199.05
j) Other non-current assets	9	154.20	178.87
Total non-current assets		**8,625.42**	**11,576.68**
Current assets			
a) Inventories	10	19.58	21.98
b) Financial assets			
i) Trade receivables	11	2,516.27	2,553.60
ii) Investments	12	-	114.87
iii) Cash and cash equivalents	13	1,028.31	616.51
iv) Bank balances other than (iii) above	14	798.21	308.60
v) Other financial assets	15	406.94	391.31
c) Income tax assets (net)	16A	123.13	300.79
d) Other current assets	16B	588.84	670.28
Total current assets		**5,481.28**	**4,977.94**
Total assets		**14,106.70**	**16,554.62**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	17 (a)	872.67	872.67
b) Other equity	17 (b)	(8,631.59)	(5,837.89)
Equity attributable to owners of the parent		**(7,758.92)**	**(4,965.22)**
c) Non-controlling interest		472.59	824.48
Total equity		**(7,286.33)**	**(4,140.74)**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18 A	127.93	897.17
ii) Lease liabilities	18 B	14.85	9.89
iii) Other financial liabilities	19	502.66	499.40
b) Provisions	20	151.80	167.00
c) Deferred tax liabilities (net)	21	3.47	9.64
d) Other non-current liabilities	22	118.62	71.55
Total non-current liabilities		**919.33**	**1,654.65**
Current liabilities			
a) Financial liabilities			
i) Borrowings	23 A	9,035.20	8,917.37
ii) Lease liabilities	23 B	13.81	10.28
iii) Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises	24	339.57	334.81
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	24	6,856.77	6,500.15
iv) Other financial liabilities	25	3,285.92	2,383.45
b) Other current liabilities	27	930.91	883.84
c) Provisions	26	11.52	10.81
Total current liabilities		**20,473.70**	**19,040.71**
Total equity and liabilities		**14,106.70**	**16,554.62**

The accompanying notes are an integral part of these consolidated financial statements.
This is the consolidated balance sheet referred to in our report of even date.

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
Income			
Revenue from operations	28	13,453.49	14,458.53
Other income	29	346.84	150.17
Total income		**13,800.33**	**14,608.70**
Expenses			
Purchase of stock-in-trade		-	4.97
Pay channel costs		7,387.76	7,529.25
Employee benefits expense	30	672.27	696.95
Finance costs	31	1,154.71	1,203.98
Depreciation and amortisation expenses	32	3,443.79	3,307.09
Other expenses	33	4,200.56	4,366.63
Total expenses		**16,859.09**	**17,108.87**
Loss before share of (loss) of associates and joint ventures, exceptional items and tax		**(3,058.76)**	**(2,500.17)**
Share of (loss) of associates and joint ventures		(3.97)	(3.83)
Loss before exceptional items and tax		**(3,062.73)**	**(2,504.00)**
Exceptional items	52	80.51	85.90
Loss before tax		**(3,143.24)**	**(2,589.90)**
Tax expense	21		
Current tax		138.85	100.51
Deferred tax		(127.69)	(80.70)
Loss for the year		**(3,154.40)**	**(2,609.71)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability		8.79	5.52
Income-tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive income for the period (including non-controlling interest)		**(3,145.61)**	**(2,604.19)**
Net loss attributable to:			
A. Owners of the parent		(2,799.85)	(2,523.44)
B. Non-controlling interest		(354.55)	(86.27)
Other comprehensive income attributable to:			
A. Owners of the parent		6.14	3.76
B. Non-controlling interest		2.65	1.75
Total comprehensive income attributable to:			
A. Owners of the parent		(2,793.69)	(2,519.68)
B. Non-controlling interest		(351.90)	(84.52)
Loss per share (Nominal value of equity share ₹ 1 each)			
Basic and diluted loss per share	34	(3.62)	(2.99)

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Consolidated Cash Flow Statement

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	**(3,143.24)**	**(2,589.90)**
Adjustment for:		
Depreciation and amortisation expenses	3,443.79	3,307.09
Interest income on bank deposits	(110.13)	(32.06)
Excess provisions written back	(210.07)	(44.29)
Share of loss of associates and joint ventures	3.97	3.83
Loss on sale of property, plant and equipment, and other intangible assets (net)	12.07	63.34
Profit on sale of investments	-	(15.63)
Interest expense for borrowings at amortised cost	1,076.93	1,104.85
Interest expense on lease liabilities	3.01	2.88
Bad debts written off	8.56	53.42
Unrealised foreign exchange (gain)/ loss	(0.92)	(0.76)
Provision for doubtful debts	165.70	67.77
Exceptional items	80.51	85.90
Operating profit before working capital changes	**1,330.18**	**2,006.46**
Adjustments for changes in:		
Increase in trade receivables	(156.74)	(512.94)
Increase in other financial assets	(16.59)	(3.39)
Decrease in other current and non-current assets	22.44	54.18
Decrease/(Increase) in inventories	2.39	(1.18)
Decrease in other financial liabilities	(69.00)	(241.81)
(Decrease)/ Increase in provisions	(5.70)	39.62
Increase in other current and non-current liabilities	94.14	41.52
Increase in trade payables	571.51	445.22
Cash generated from operations	**1,772.63**	**1,827.68**
Income taxes refund (net of taxes paid)	38.81	7.48
Net cash flows from operating activities	**1,811.44**	**1,835.16**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, and intangibles assets	(421.03)	(1,558.91)
Proceeds from sale of property, plant and equipment, and intangible assets	7.26	5.52
Proceeds from sale/purchase of investments (non-current, financial assets)	114.87	(114.87)
Sale of investment (current and non-current, financial assets)	-	100.00
Interest received on bank deposits	113.20	24.36
Maturity of/(Investment in) bank and margin money deposits (net)	(454.45)	(274.11)
Net cash flow used in investing activities	**(640.15)**	**(1,818.01)**
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Movement in borrowings (Net)	(651.41)	(346.18)
Movement in lease liabilities	5.49	0.25
Interest paid	(113.57)	(168.74)
Net cash flow used in financing activities	**(759.49)**	**(514.67)**
Net Increase/(Decrease) in cash and cash equivalents	**411.80**	**(497.52)**
Cash and cash equivalents at the beginning of the year	616.51	1,114.03
Cash and cash equivalents at the end of the year	**1,028.31**	**616.51**

Consolidated Cash Flow Statement (contd.)

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Notes:

a. Cash and cash equivalents include (refer note 13):

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	21.57	22.97
Balances with banks on current accounts	514.50	424.59
Cheques and drafts on hand	43.40	70.39
Deposits with maturity of upto three months	448.84	98.56
	1,028.31	**616.51**

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

c. Figures in brackets indicate Cash Outflow.

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

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

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

A. Equity share capital (including forfeited equity shares)*

Particulars	Amount
Balance as at April 01, 2021	**872.67**
Issued during the year	-
Balance as at March 31, 2022	**872.67**
Issued during the year	-
Balance as at March 31, 2023	**872.67**

B. Other equity**

Particulars	Reserves and surplus			Other components of equity		Total other equity	Non controlling-interest	Total equity
	Securities premium	Retained earnings	General reserve	Other comprehensive Income	Employee share based payments reserve			
Balance as at 01 April 2021	**16,017.37**	**(19,370.89)**	**3.23**	**(10.06)**	**42.03**	**(3,318.31)**	**911.21**	**(2,407.10)**
Loss for the year	-	(2,523.44)	-	-	-	(2,523.44)	(86.27)	(2,609.71)
Remeasurement of defined benefit liability	-	-	-	3.76	-	3.76	1.75	5.51
Other adjustment	-	0.10	-	-	-	0.10	(2.21)	(2.11)
Balance as at 31 March 2022	**16,017.37**	**(21,894.23)**	**3.23**	**(6.30)**	**42.03**	**(5,837.89)**	**824.48**	**(5,013.41)**
Loss for the year	-	(2,799.85)	-	-	-	(2,799.85)	(354.55)	(3,154.40)
Remeasurement of defined benefit liability	-	-	-	6.14	-	6.14	2.65	8.79
Transfer to General Reserve	-	-	42.03	-	(42.03)	-	-	-
Balance as at 31 March 2023	**16,017.37**	**(24,694.08)**	**45.26**	**(0.16)**	**-**	**(8,631.59)**	**472.59**	**(8,159.00)**

** refer note 17 (a) for details of equity*
*** refer note 17 (b) for details of other equity*

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

This is the consolidated statement of change in equity referred to in our report of even date.

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

1. Nature of operations

SITI Networks Limited (hereinafter referred to as the 'Company' or 'SNL' or 'Holding Company') was incorporated in the state of Maharashtra, India. The Company, its subsidiaries, joint ventures and associates (collectively known as the 'Group') are engaged in distribution of television channels through digital cable distribution network and allied services.

2. General information

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

3. Summary of significant accounting policies and other explanatory information

a) Overall consideration and basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act').

These consolidated financial statements have been prepared and presented under the historical cost convention except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period as stated in the accounting policies below.

These consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These accounting policies have been used consistently throughout all periods presented in these consolidated financial statements except as mentioned in note (r) below.

The consolidated financial statements have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 30 May 2023.

The Group continued to incur losses during the year ended 31 March 2023 and had negative working capital as at 31 March 2023. As at 31 March 2023, there are instances of delays in payments of obligations and borrowings, but in view of the management, the expected revenue growth and improvement in operating margins under the Tariff Order 2017, and other likely mitigating factors such as continued endeavour to secure additional funds by the Company/its subsidiaries besides on-going discussions with the lenders for debt restructuring, for which revised debt repayment plans are being submitted to the lenders, and continuous dialogue with its vendors, these consolidated financial statements for the year ended 31 March 2022 continue to be prepared on a going concern basis.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Group has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the aquisition of assets or inventories for processing and their realisation in cash and cash equivalents.

b) Principles of consolidation

The consolidated financial statements consolidates the financial statements of the Holding Company and its subsidiaries. All the group companies have reporting date of 31 March.

Subsidiaries are all entities over which the Company exercises control. The Company exercises control if and only if it has the following:

a) power over the entity

b) exposure, or rights, to variable returns from its involvement with the entity; and

c) the ability to use its power over the entity to affect the amount of its returns.

The Company reassesses, whether it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of the financial statements of subsidiaries begins on the date control is established.

In preparing the consolidated financial statements, financial statements of the Holding company and its subsidiaries have been combined on a line by line basis by adding the book values of the line items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

c) Investments in Associates and Joint Ventures

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

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group accounts for its interest in joint venture using the equity method, after initially being recognised at cost in the consolidated balance sheet. Goodwill arising on the acquisition of joint venture is included in the carrying value of investments in joint venture. Investments in associates are accounted for using the equity method. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associate.

Under the equity method of accounting applicable for investments in associates and joint ventures, investments are initially recorded at the cost to the Group and then, in subsequent periods, the carrying value is adjusted to reflect the Group's share of the post acquisition profits or losses of the investee in profit or loss, and the Group's share of other comprehensive income of the investee.

The consolidated statement of profit and loss include the Group's share of associate's results.

If the Group's share of losses in an associate or a joint venture equals or exceeds its interests in the associate or joint venture, the Group discontinues recognition of further losses. Additional losses are provided for, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate/joint venture. Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

d) Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method.

The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses.

e) Foreign currency translation

Functional and presentation currency

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

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Foreign currency transactions and balances

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

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

f) Revenue

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

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

Revenue from rendering of services

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

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

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

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

Income from rendering technical services and broadband services are recognised on accrual basis.

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

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

Interest

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

g) Operating expenses

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

h) Borrowing costs

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

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

i) Property, plant and equipment

Recognition and initial measurement

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

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

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

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

Subsequent measurement (depreciation and useful lives)

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

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

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

Leasehold land is amortised over the effective period of lease.

Plant and equipment taken over under scheme of arrangement in the earlier years are depreciated over the management's estimate of remaining useful life, a period of 5 years.

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

De-recognition

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

j) Intangible assets

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

Subsequent measurement

Goodwill arising from business combination is recognised as a separate asset in the acquirer's consolidated financial statements and is not amortised but is subject to an annual impairment test.

Non compete agreement and customer relationship arising from business combination is recognised as a separate asset in the acquirer's consolidated financial statements and is amortised over the period of four years.

Goodwill is not amortised but is tested for impairment at least annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Software are amortised as per useful life mentioned in Schedule II of Companies Act.

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

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

Amortisation has been included within depreciation and amortisation of non-financial assets.

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

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

the proceeds and the carrying amount of the respective intangible asset, and is recognised in profit or loss.

In case of Indian Cable Net Company Limited, a subsidiary company, distribution network rights are amortized using the straight-line method over a period of ten years.

k) Investment property

Property (land or a building or part of a building or both) that is held (by the lessee under a finance lease) for long-term rental yields or for capital appreciation or both, other than for:

i) use in the production or supply of goods or services or for administrative purposes; or

ii) sale in the ordinary course of business:

is recognised as Investment property in the books.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing cost. Subsequent expenditure is capitalised to the asset carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

The management believes a period of 60 years as representing the best estimate of the period over which investment properties (which are quite similar) are expected to be used. Accordingly, the Company depreciates investment properties over a period of 60 years on a straight-line basis.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from the use and no future economic benefit is expected from their disposal. The net difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

l) Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the Statement of Comprehensive Income.

Goodwill is tested for impairment annually when circumstances indicate that the carrying value may be impaired.

m) Financial instruments

Initial recognition and measurement

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

a) fair value, in case of financial instruments subsequently carried at fair value through profit or loss (FVTPL);

b) fair value adjusted for transaction costs, in case of all other financial instruments.

Subsequent measurement

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

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

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

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

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

De-recognition of financial assets

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

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

De-recognition of financial liabilities

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

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

Offsetting of financial instruments

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

Impairment of financial assets

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

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

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

Trade receivables

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

Other financial assets

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

n) Post-employment, long term and short term employee benefits

Defined contribution plans

Provident fund

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

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for the year ended March 31, 2023

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Defined benefit plans

Gratuity

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

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

Other employee benefits

Compensated absences

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

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

Short term employee benefits

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

o) Share based employee Compensation

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

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

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

p) Provisions, contingent assets and contingent liabilities

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

Contingent liability is disclosed for:

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

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

q) **Earnings per share**

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r) **Leases**

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

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

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

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

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

s) **Income taxes**

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year. Deferred income taxes are calculated using the liability method.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally recognised in full, although Ind AS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries.

Summary of significant accounting policies and other explanatory information

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(All amounts in ₹ million, unless stated otherwise)

t) Inventories

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

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

u) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group is a multi-system operator providing cable television network services and allied services which is considered as the only reportable segment. The Group's operations are based in India.

v) Significant management judgement in applying accounting policies and estimation uncertainty

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in India which require management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of these consolidated financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognised prospectively from the period in which results are known materialise in accordance with applicable Accounting Standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect.

Recognition of deferred tax assets - The extent to which deferred tax assets can be recognised is based on the assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of non-financial assets - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Property, plant and equipment - Management assess the remaining useful lives and residual value of property, plant and equipment and believes that the assigned useful lives and residual value are reasonable.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below:

Recoverability of advances/ receivables - The management from time to time reviews the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

Defined benefit obligation - Management's estimate of the defined benefit obligation is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the defined benefit obligation amount and the annual defined benefit expenses.

Contingencies - Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies, claim, litigations etc against the Group as it is not possible to predict the outcome of pending matters with accuracy.

Fair value measurement

The Group measures certain financial instruments at fair value at each balance sheet date.

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(All amounts in ₹ million, unless stated otherwise)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Group uses following measurement techniques:

- The fair value measurement for financial instruments where active market quotes are available is based on the quotes available in the principal market for selling the asset or transferring the liability.
- The Group uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.
- The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Refer note 38(B) for Fair Value Hierarchy.

w) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

x) Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued.

Securities premium includes any premium received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from securities premium, net of any related income tax benefits.

Other components of equity include the following:

Re-measurement of net defined benefit liability- comprises the actuarial losses from changes in demographic and financial assumptions and the return on plan assets (refer note 36)

Retained earnings includes all current and prior period retained profits and share-based employee compensation (refer note 17)

All transactions with owners of the parent are recorded separately within equity.

y) Recent accounting pronouncements

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after

April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 12 – Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Summary of significant accounting policies and other explanatory information

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(All amounts in ₹ million, unless stated otherwise)

4. Property, plant and equipment

Particulars	As at March 31, 2023	As at March 31, 2022
Owned assets	5,118.78	7,336.83
Right-of-use assets	441.83	440.41
Total	**5,560.61**	**7,777.24**

A. Owned Assets

Particulars	Buildings	Plant and equipment	Computers	Office equipments	Furniture and fixtures	Air conditioners	Studio equipments	Vehicles	Leasehold improvements	Set top boxes	IRD boxes	Total
Gross carrying amount												
Balance as at 01 April 2021	404.44	7,062.56	321.61	94.33	220.98	16.37	59.90	32.83	58.48	18,009.80	1.26	26,282.56
Additions	-	246.77	6.03	2.28	5.71	0.05	0.64	3.55	-	623.42	-	888.45
Disposals	-	(149.07)	-	-	(4.57)	-	-	-	-	(893.16)	-	(1,046.80)
Transfer to investment property (refer note 5)	(66.08)	-	-	-	-	-	-	-	-	-	-	(66.08)
Other adjustments	(39.29)	(313.03)	(140.17)	20.44	(6.01)	(14.76)	(23.57)	(1.26)	(3.69)	540.34	(1.26)	17.74
Balance as at 31 March 2022	**299.07**	**6,847.23**	**187.47**	**117.05**	**216.11**	**1.66**	**36.97**	**35.12**	**54.79**	**18,280.40**	**-**	**26,075.87**
Additions	-	159.91	7.29	2.90	1.40	0.06	1.13	2.68	-	470.63	-	646.00
Disposals	-	(137.20)	(9.27)	(7.84)	(2.00)	-	-	(1.66)	-	(179.51)	-	(337.48)
Balance as at 31 March 2023	**299.07**	**6,869.94**	**185.49**	**112.11**	**215.51**	**1.72**	**38.10**	**36.14**	**54.79**	**18,571.52**	**-**	**26,384.39**
Accumulated depreciation												
Balance as at 01 April 2021	46.36	4,738.07	177.32	88.36	91.71	13.85	29.13	16.26	54.46	11,766.30	0.66	17,022.48
Charge for the year	5.57	505.41	12.48	7.79	19.12	0.04	1.28	3.86	0.48	2,124.07	-	2,680.09
Disposals	-	(135.35)	-	(0.02)	(3.37)	-	-	-	-	(836.20)	-	(974.94)
Transfer to investment property (refer note 5)	(4.16)	-	-	-	-	-	-	-	-	-	-	(4.16)
Other adjustment	(7.35)	(14.80)	(15.09)	5.67	(2.46)	(12.30)	(1.04)	(0.95)	(0.29)	64.84	(0.66)	15.57
Balance as at 31 March 2022	**40.42**	**5,093.33**	**174.71**	**101.80**	**105.00**	**1.59**	**29.37**	**19.17**	**54.65**	**13,119.01**	**-**	**18,739.05**
Charge for the year	4.52	503.28	5.59	4.79	17.66	0.05	1.33	3.18	0.14	2,305.56	-	2,846.11
Disposals	-	(129.66)	(9.17)	(7.58)	(1.92)	-	-	(1.42)	-	(169.80)	-	(319.55)
Balance as at 31 March 2023	**44.94**	**5,466.95**	**171.13**	**99.01**	**120.74**	**1.64**	**30.70**	**20.93**	**54.79**	**15,254.77**	**-**	**21,265.61**
Net carrying amount as at 31 March 2022	**258.65**	**1,753.90**	**12.76**	**15.25**	**111.11**	**0.07**	**7.60**	**15.95**	**0.15**	**5,161.39**	**-**	**7,336.83**
Net carrying amount as at 31 March 2023	**254.13**	**1,402.99**	**14.36**	**13.10**	**94.77**	**0.08**	**7.40**	**15.21**	**-**	**3,316.75**	**-**	**5,118.78**

a) Capital work-in-progress and intangible assets under development include set top boxes, viewing cards (softwares) and plant and equipment amounting to ₹ 262.20 million, ₹ 1.16 million and ₹ 345.37 million respectively (31 March 2022 ₹ 546.56 million, ₹ 4.28 million and ₹ 314.19 million) which are yet to be installed.

b) For details related to assets pledged as security, refer note 45.

c) Capital work-in-progress (CWIP) ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023	179.34	191.92	98.48	137.83	607.57
As at March 31, 2022	525.32	127.30	22.81	185.31	860.74

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B. Right-of-use assets (ROU)

Particulars	Buildings	Leasehold Land	Total
Gross carrying amount			
Balance as at 01 April 2021	**35.94**	**469.02**	**504.96**
Additions	13.32	-	13.32
Other adjustments	-	0.71	0.71
Balance as at 31 March 2022	**49.25**	**469.73**	**518.98**
Additions	20.59	-	20.59
Balance as at 31 March 2023	**69.84**	**469.73**	**539.57**
Accumulated depreciation			
Balance as at 01 April 2021	**20.29**	**36.91**	**57.20**
Charge for the year	10.60	6.78	17.38
Other adjustments	-	3.99	3.99
Balance as at 31 March 2022	**30.89**	**47.68**	**78.57**
Charge for the year	12.39	6.78	19.17
Balance as at 31 March 2023	**43.28**	**54.46**	**97.74**
Net carrying amount as at 31 March 2022	**18.36**	**422.05**	**440.41**
Net carrying amount as at 31 March 2023	**26.56**	**415.27**	**441.83**

Disclosures on lease pursuant to Ind AS 116- Leases

a) The Group has leases for office buildings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

b) Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contracts.

c) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Number of ROU assets leased	Range of remaining term (in years)	Number of leases with extension options	Number of leases with termination options
Land	1	54	-	-
Buildings	26	1 - 4	-	-

d) Maturity profile of lease liabilities

Particulars	March 31, 2023	March 31, 2022
0-1 year	13.81	10.28
1 to 5 years	14.85	9.89

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

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e) Lease payments not included in measurement of lease liability -

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	March 31, 2023	March 31, 2022
Short-term and leases of low value assets	104.33	105.83
Variable lease payments	-	-

f) Total cash outflow against the lease liabilities for the year ended 31 March 2023 is ₹ 14.38 million (previous year: ₹ 11.71 million). Interest on lease for the year ended 31 March 2023 liabilities is ₹ 3.01 million (previous year ₹ 2.88 million).

g) Refer note 39 for contractual maturity of lease liabilities.

5. Investment property

Particulars	Total
Gross carrying amount	
Balance as at 01 April 2021	**687.71**
Transfer from property, plant & equipment	66.08
Balance as at 31 March 2022	**753.79**
Additions	-
Balance as at 31 March 2023	**753.79**
Accumulated depreciation	
Balance as at 01 April 2021	**37.86**
Charge for the year	10.89
Transfer from Property, plant & equipment	4.16
Balance as at 31 March 2022	**52.91**
Charge for the year	11.93
Balance as at 31 March 2023	**64.84**
Net carrying amount as at 31 March 2022	**700.88**
Net carrying amount as at 31 March 2023	**688.95**

a) Amount recognised in profit and loss for investment property

Particulars	March 31, 2023	March 31, 2022
Rental income derived from investment property	82.04	67.90

b) Refer note no. 45 for information on investment property pledged as securities by the Group.

c) The fair value of investment property as on 31 March 2023 and 31 March 2022 amounted to ₹ 1,979.40 million and ₹ 1,869.40 million respectively, as assessed by an independent valuer.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

6. Other intangible assets

Particulars	As at March 31, 2023	As at March 31, 2022
Goodwill	491.74	491.74
Other intangible assets	577.18	1,099.19
Total	**1,068.92**	**1,590.93**

Particulars	Goodwill	Program, film and cable rights	Distribution network rights	Software	Non compete agreement	Customer relationships	Total
Gross carrying amount							
Balance as at 01 April 2021	738.53	50.33	1,550.00	3,431.29	5.50	25.30	5,800.95
Additions	5.35	-	-	180.86	-	-	186.21
Disposals	-	-	-	(79.68)	-	-	(79.68)
Other adjustment	-	2.31	-	(2.68)	-	-	(0.37)
Balance as at 31 March 2022	**743.89**	**48.02**	**1,550.00**	**3,535.14**	**5.50**	**25.30**	**5,907.84**
Additions	-	-	-	45.19	-	-	45.19
Disposals	-	-	-	(26.29)	-	-	(26.29)
Balance as at 31 March 2023	**743.89**	**48.02**	**1,550.00**	**3,554.04**	**5.50**	**25.30**	**5,926.74**
Accumulated depreciation							
Balance as at 01 April 2021	252.15	47.18	1,088.89	2,376.95	5.50	25.30	3,795.96
Charge for the year	-	-	153.71	445.02	-	-	598.73
Disposals	-	-	-	(77.78)	-	-	(77.78)
Balance as at 31 March 2022	**252.15**	**47.18**	**1,242.59**	**2,744.19**	**5.50**	**25.30**	**4,316.91**
Charge for the year	-	0.84	153.71	412.03	-	-	566.58
Disposals	-	-	-	(25.67)	-	-	(25.67)
Balance as at 31 March 2023	**252.15**	**48.02**	**1,396.30**	**3,130.55**	**5.50**	**25.30**	**4,857.82**
Net carrying amount as at 31 March 2022	**491.74**	**0.84**	**307.41**	**790.95**	**-**	**-**	**1,590.93**
Net carrying amount as at 31 March 2023	**491.74**	**(0.00)**	**153.70**	**423.49**	**-**	**-**	**1,068.92**

c) Intangible under development ageing schedule

Particulars	Amount in intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023	1.16	-	-	-	1.16
As at 31 March 2022	4.28	-	-	-	4.28

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

7A. Investments in joint ventures and associates

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in equity shares (trade, unquoted)		
Investment in associates		
4,800 (31 March 2022: 4,800) equity shares of ₹ 10 each fully paid up of C&S Medianet Private Limited	0.05	0.05
Add: share in loss	(0.05)	(0.05)
Investment in Joint ventures		
25,500 (31 March 2022: 25,500) equity shares of ₹ 10 each fully paid up of Wire and Wireless Tisai Satellite Limited	0.26	0.26
Add: share in loss	(0.26)	(0.26)
10,000 (31 March 2022: 10,000) equity shares of ₹ 10 each fully paid up of Paramount Digital Media Services Private Limited	35.27	35.27
Add: share in loss	(14.29)	(10.32)
Investment in Mutual Funds	1.40	1.40
(2752.62 units of ABSL -Low duration fund- growth)		
	22.38	**26.35**

7B. Investment other than investment in joint ventures entities and associates

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in equity shares (trade, unquoted)		
480 (31 March 2022: 480) equity shares of ₹ 100 each fully paid up of Master Ads Private Limited	0.05	0.05
9,500 (31 March 2022: 9,500) equity shares of ₹ 10 each fully paid up of Dakshin Communications Private Limited	1.77	1.77
3,000 (31 March 2022: 3,000) equity shares of ₹ 10 each fully paid up of Centre Channel Private Limited	0.23	0.23
Less: Aggregate amount of impairment in value of investments	(2.05)	(2.05)
	-	-
	22.38	**26.35**
Aggregate amount of unquoted investments	24.43	28.40
Aggregate amount of impairment in value of investments	2.05	2.05

8. Other financial assets (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Margin money deposit	145.52	190.67
Security deposits	45.55	47.67
Deposits with original maturity of more than 12 months	10.00	-
	201.07	**238.34**

(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

9. Other non-current assets (non-financial)

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	2.54	4.68
Capital advances	0.59	23.54
Other advances to vendors	25.34	25.32
Balance with Government authorities (paid under protest)	125.73	125.33
	154.20	**178.87**

10. Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
(valued at cost unless otherwise stated)		
Stores and spares	19.58	21.98
	19.58	**21.98**

11. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivable - considered good unsecured	2,516.27	2,553.60
Trade receivable - credit impaired	3,140.27	3,257.57
	5,656.54	**5,811.17**
Less: Allowance for expected credit loss	(3,140.27)	(3,257.57)
	2,516.27	**2,553.60**

(i) Refer note 40 for related parties disclosures

(ii) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. No trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

(iv) Refer note 58 for disclosure of trade receivable ageing schedule.

12. Investments (current)

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in mutual funds		
Investments in mutual funds (valued at FVTPL)		
Nil (31 March 2022: 2,618,698 units) in Tata Arbitrage Fund Growth Regular fund	-	30.61
Nil (31 March 2022: 13,489 units) in Tata Money Market Fund Regular Plan Growth	-	51.07
Nil (31 March 2022: 1,098,681 units) in Tata Arbitrage Fund Growth Regular fund	-	33.19
	-	**114.87**

(i) Refer note 38 for disclosure of fair values in respect of financial assets measured at amortised cost.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

13. Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	21.57	22.97
Balances with banks on current accounts	514.50	424.59
Cheques and drafts on hand	43.40	70.39
Deposits with maturity of upto three months	448.84	98.56
	1,028.31	**616.51**

(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

14. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2023	As at March 31, 2022
- Deposits with original maturity of more than 3 but less than 12 months	798.21	308.60
	798.21	**308.60**

(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

15. Other financial assets (current)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Interest accrued and not due on fixed deposits	25.99	29.06
Unbilled revenues	280.46	256.87
Amounts recoverable	100.49	99.01
Security deposits	-	6.37
	406.94	**391.31**

(i) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

16A. Income tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets (net of provisions)	123.13	300.79
	123.13	**300.79**

16B. Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with government authorities	352.77	404.90
Prepaid expenses	70.50	63.96
Advances to supplier		
-considered good	165.57	201.42
-considered doubtful	58.79	584.66
Less: impairment allowance	(58.79)	(584.66)
	588.84	**670.28**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

17A. Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised share capital		
1,290,000,000 (31 March 2022: 1,290,000,000) equity shares of ₹ 1 each	1,290.00	1,290.00
10,000,000 (31 March 2022: 10,000,000) preference shares of ₹ 1 each	10.00	10.00
Total authorised capital	**1,300.00**	**1,300.00**
Issued share capital		
873,280,971 (31 March 2022: 873,280,971) equity shares of ₹ 1 each	873.28	873.28
Less: Forfeited shares 1,227,123 (31 March 2022: 1,227,123) equity shares of ₹ 1 each	(1.23)	(1.23)
23,436 (31 March 2022: 23,436) 7.25% Non-cumulative redeemable preference shares of ₹ 1 each	0.02	0.02
Total issued capital	**872.07**	**872.07**
Subscribed and fully paid up capital		
872,053,848 (31 March 2022: 872,053,848) equity shares of ₹ 1 each fully paid up	872.05	872.05
Total paid up capital	**872.05**	**872.05**
Forfeited equity shares 1,227,123 (31 March 2022: 1,227,123) equity shares of ₹ 1 each	0.62	0.62
	872.67	**872.67**

(A) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

There is no movement in equity share capital during current and previous year.

Preference shares

There is no movement in preference share capital during current and previous year.

(B) Terms/rights attached to:

I. Equity shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

II. Preference shares

The Company has only one class of 7.25% Non-cumulative redeemable preference shares of ₹ 1 each. The said preference shares were allotted to Zee Telefilms Limited (now Zee Entertainment Enterprises Limited) on 29 December 2006, pursuant to the scheme of arrangement for demerger of cable business undertaking of Zee Telefilms Limited approved by the Hon'ble Bombay High Court vide its order dated 17 November 2006. Initially, as per the terms of the issue and allotment, the said preference shares were due for redemption on 29 December 2008. However, with the written consent/approval of Zee Entertainment Enterprises Limited, the terms of the issue of said preference shares were varied by extending the period of redemption by another three years i.e. till 29 December 2011. Later on 06 June 2011 these shares were transferred to Churu Enterprises LLP by Zee Entertainment Enterprises Limited.

Summary of significant accounting policies and other explanatory information

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(All amounts in ₹ million, unless stated otherwise)

Period for redemption of preference shares was extended by a period of five years till 29 December 2026. The preference shares are redeemable at par.

In the event of liquidation of the Company the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital. These instruments are accounted for as liability in accordance with the Ind AS.

(C) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares				
Housing Development Finance Corporation Limited	7,17,54,959	8.23%	9,43,86,000	10.82%
L & T Finance Limited	5,73,83,732	6.58%	5,73,83,732	6.58%

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% of holding	No. of shares	% of holding
Preference shares				
Churu Enterprises LLP	23,436	100%	23,436	100%

(D) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the Group refer note 37.

(E) No shares were issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue or brought back during the current and last 5 years.

(F) Promoters shareholding*

Name of Promoter	As at 31 March 2023			As at 31 March 2022		
	Number of Shares	% of total shareholding	% change during the year	Number of Shares	% of total shareholding	% change during the year
Direct Media Solutions LLP	99,00,000	1.14%	-	99,00,000	1.14%	-
Digital Satellite Holdings Private Limited	93,816	0.01%	-	93,816	0.01%	-
Manaaska Fashions LLP	36,000	0.00%	-	36,000	0.00%	-
Digital Satellite Media and Broadband Private Limited	15,273	0.00%	-	15,273	0.00%	-
Bioscope Cinemas Private Limited	10,611	0.00%	-	10,611	0.00%	-
Essel Media Ventures Limited	4,31,66,665	4.95%	-	4,31,66,665	4.95%	-

** The details of promoter shareholding are as per the information available with the Company.*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

17B. Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
Securities premium	16,017.37	16,017.37
Retained earnings	(24,694.08)	(21,894.24)
General reserve	45.26	3.23
Other comprehensive Income	(0.16)	(6.30)
Employee share based payment reserve	-	42.03
	(8,631.59)	**(5,837.89)**

A. Notes:

Particulars	As at March 31, 2023	As at March 31, 2022
1. Securities premium		
Opening balance	16,017.37	16,017.37
Addition during the year	-	-
Closing balance	**16,017.37**	**16,017.37**
2. Retained earnings		
Opening balance	(21,894.23)	(19,370.89)
Addition during the year	(2,799.85)	(2,523.44)
Other adjustment	-	0.10
Closing balance	**(24,694.08)**	**(21,894.23)**
3. General reserve		
Opening balance	3.23	3.23
Addition during the year	42.03	-
Closing balance	**45.26**	**3.23**
4. Other comprehensive income		
Opening balance	(6.30)	(10.06)
Addition during the year	6.14	3.76
Closing balance	**(0.16)**	**(6.30)**
5. Employee shares based payments reserve		
Opening balance	42.03	42.03
Reversal during the year	(42.03)	-
Closing balance	**-**	**42.03**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

B. Nature and purpose of reserves:

1. **Securities premium**
   Securities premium is used to record the premium received on issue of shares.

2. **Retained earnings**
   Retained earnings represent the accumulated earnings, net of losses (if any) made by the Group over the years.

3. **General reserve**
   General reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or other purposes.

4. **Other comprehensive income**
   For the Group, other comprehensive income includes acturial gain/(loss) on remeasurement of defined benefit liability over the years.

5. **Employee shares based reserve**
   The reserve is used to recognised the grant date fair value of the options issued to employees under Group's employee stock option plan.

18A. Borrowings (non-current, financial liabilities)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured loans from banks [refer note (i)]	89.50	833.71
7.25% non-cumulative redeemable preference shares [refer note 17 (a)-(B) II]	0.02	0.02
Unsecured loan [refer note (i)]	38.41	63.44
	127.93	**897.17**

(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 18.1 and note 18.2 respectively.

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

18B. Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities	14.85	9.89
	14.85	**9.89**

(i) Refer note 4 for disclosure on IND AS-116, "Leases".

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

18.1 Details of repayment,nature of security and interest rate of borrowings

(Refer note 18A and 23A)

Nature of loan	As at March 31, 2023		As at March 31, 2022		Nature of securities	Interest rate	Tenure of repayment*
	Non-current	Current	Non-current	Current			
Term loan							
1	-	187.15	-	468.15	Term loans from banks are secured by first pari passu charge on entire movable fixed assets, both present and future, of the Company and on the receivables, cash flow and bank account of the Company. Also secured by	Base rate + 1.20% p.a.	Six (previous year: six) quarterly instalments payable as per the terms of underlying agreement.
2	-	1,260.53	-	1,260.53	corporate guarantee of an associated company for maintaining revolving debt service reserve account (DSRA) for 1 quarter of the interest and principal repayment to be funded ten days before each due date, for the entire tenure of the loan.	Base rate + 1.20% p.a.	Six (previous year: Six) quarterly instalments payable as per the terms of underlying agreement.
3	-	149.55	-	149.55	Term loans from banks are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as movable properties and first charge by way of hypothecation and/or pledge of the Company's current assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA) for 2 quarter's interest.	Base rate + 2.50% p.a.	Two (previous year: Two) quarterly instalments payable as per the terms of underlying agreement.
4		1,339.92	638.88	701.04	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Sixteen (previous year: Sixteen) quarterly instalments payable as per the terms of underlying agreement.
5	-	1,985.00	-	1,985.00	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's immovable properties, both present and future, and as well as current assets.	Bank corporate prime lending rate	Six (previous year: Six) half yearly instalments payable as per the terms of underlying agreement.
6	-	478.50	-	478.50	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable fixed assets and as well as current assets. Also secured by corporate guarantee of an associated company.	Base rate + 0.5% p.a.	One (previous year: One) quarterly instalments payable as per the terms of underlying agreement.
7	-	6.89	-	6.89	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	One (previous year: one) half yearly instalments payable as per the terms of underlying agreement.
8	-	421.50	-	421.50	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Three (previous year: three) half yearly instalments payable as per the terms of underlying agreement.
9	-	249.40	-	249.40	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	6 months MCLR + margin	Two (previous year: Two) half yearly instalments payable as per the terms of underlying agreement.
10	-	554.48	-	554.48	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets.	1 Year MCLR + margin	Three (previous year: Three) half yearly instalments payable as per the terms of underlying agreement.

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Nature of loan	As at March 31, 2023		As at March 31, 2022		Nature of securities	Interest rate	Tenure of repayment*
	Non-current	Current	Non-current	Current			
Term loan							
11	-	830.81	103.83	726.98	Term loans from bank are secured by pari passu charge in favour of lender in a form satisfactory to the lender of all of the Company's fixed and current assets excluding immovable assets. Also secured by corporate guarantee of an associated company for maintenance of debt service reserve account (DSRA).	1 Year MCLR + margin	Eight (previous year: Eight) quarterly instalments payable as per the terms of underlying agreement.
12	-	-	-	350.00	Term loan from bank are secured by the first and exclusive equitable mortgage of land and building at Plot No.- XI/4, Block- EP & GP, Sector-V, Salt Lake, Kolkata-700091.	9 % p.a.	Nil (previous year: Two) half yearly instalments payable as per the terms of underlying agreement.
13	45.50	-	47.00	-	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable and immovable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Seventeen (previous year: Seventeen) quarterly instalments payable as per the terms of underlying agreement.
14	44.00	-	44.00	-	Term loans from bank are secured by pari passu mortgage and charge in favour of lender in a form satisfactory to the lender of all of the Company's movable and immovable fixed assets, both present and future, and as well as current assets. Also secured by the Company for maintenance of interest service reserve account (ISRA) for 1 quarter's interest.	Base rate + spread rate	Fifteen (previous year: Fifteen) quarterly instalments payable as per the terms of underlying agreement.
Sub total	**89.50**	**7,463.73**	**833.71**	**7,352.02**			

** The above mentioned loan instalments range from ₹ 31.25 million to ₹ 525 million per installment as per the terms of respective underlying agreement.The count of installment has not been reduced in cases where installment has been settled in part. The repayment terms given here represent the originally agreed upon terms with Banks and NBFCs, before the classification of the Group's account as a Non-Performing Asset ('NPA').*

Particulars	As at 31 March 2023		As at 31 March 2022		Nature of securities	Interest rate	Tenure of repayment
	Non-current	Current	Non-current	Current			
Unsecured loan	38.41	-	63.44	-	Repayable at the end of tenure	Interest free	Repayable on demand
Sub total	**38.41**	**-**	**63.44**	**-**			

18.2 Details of delays/defaults in repayment of borrowings (current and non-current)

The Group has delayed in repayment of following dues to the banks and financial institution during the year, which were unpaid as at balance sheet date:

Name of the bank	Amount of default as on March 31, 2023		Period of default upto the date of balance sheet (maximum days)		Amount of default as on March 31, 2022		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Terms loans								
Axis Bank	1,447.67	758.47	1,340	1,371	1,728.67	568.34	975	1,006
IndusInd Bank	1,385.28	219.69	825	701	866.03	86.00	460	336
IDBI Bank	149.55	73.26	1,279	1,279	149.55	54.86	914	914
Assets Reconstruction Company (India) Limited	1,985.00	855.61	1,340	1,187	1,985.00	628.25	975	822

Name of the bank	Amount of default as on March 31, 2023		Period of default upto the date of balance sheet (maximum days)		Amount of default as on March 31, 2022		Period of default upto the date of balance sheet (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Terms loans								
RBL Bank Limited	478.50	187.44	1,309	1,279	478.50	136.48	944	914
Standard Chartered Bank	677.79	323.24	1,275	1,218	677.79	236.05	910	853
Aditya Birla Finance Ltd	1,339.92	298.94	852	731	365.04	152.01	487	366
Aditya Birla Finance Ltd (Siti Jind Digital Media Communications Private Limited)	45.50	5.10	305	305	-	-	-	-
Aditya Birla Finance Ltd (Siti Broadband Services Private Limited)	44.00	3.80	305	305	-	-	-	-
Loans repayable on demand from banks								
Axis Bank	248.73	99.08	-	More than one year	248.73	72.20	-	More than one year
IDBI Bank	1,000.00	295.25	-	More than one year	1,000.00	219.55	-	More than one year
RBL Bank Limited	0.79	11.00	-	More than one year	0.71	11.00	-	More than one year
Total	**8,802.73**	**3,130.88**			**7,500.02**	**2,164.74**		

The Group has delayed in repayment of following dues to the banks and financial institution which were however paid on or before the Balance Sheet date:

Name of the bank	Amount of default during the year ended March 31, 2023		Period of default (maximum days)		Amount of default during the year ended March 31, 2022		Period of default (maximum days)	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
Axis Bank	281.00		821	-	26.60	-	676	-
IndusInd Bank					-	56.83	0	91
Kotak Mahindra Bank		-			-	-	0	-
IDBI Bank		47.30		More than one year	2.45	-	608	-
Assets Reconstruction Company (India) Limited		29.75		1115	-	26.60	0	610
RBL Bank Limited					14.00	3.86	613	-
Aditya Birla Finance Limited					-	21.56	-	33
Standard Chartered Bank		-			9.32	-	564	-
Total	**281.00**	**77.05**			**52.37**	**108.85**		

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

18.3 Reconciliation of liabilities arising from financing activities

Particulars	Long term borrowings (including current maturities)	Lease liabilities	Short term borrowings	Total
As at April 2021	8,735.49	16.99	1,425.23	10,177.71
Cash flows:				-
Proceeds from borrowings		1.36		1.36
Repayment of borrowings	(354.74)	-	(16.64)	(371.38)
Non cash:				-
Impact of amortised cost adjustment for borrowings	25.19	-	-	25.19
Right-of-use assets recognised during the year	-	1.81	-	1.81
	(156.77)		156.77	-
As at March 2022	**8,249.17**	**20.16**	**1,565.36**	**9,834.70**
Cash flows:				
Proceeds from borrowings		-	6.12	6.12
Repayment of borrowings	(657.53)	-	-	(657.53)
Non cash:				-
Impact of amortised cost adjustment for borrowings	-	-	-	-
Right-of-use assets recognised during the year	-	8.50	-	8.50
As at March 2023	**7,591.64**	**28.66**	**1,571.48**	**9,191.79**

19. Other financial liabilities (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits received from customers	61.26	58.00
Capital creditors	441.40	441.40
	502.66	**499.40**

(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

20. Provisions (non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity [refer note (i)]	42.63	53.13
Provision for compensated absences [refer note (i)]	24.06	28.79
Others [refer note (ii)]	85.11	85.08
	151.80	**167.00**
(i) Refer note 36 for disclosure on 'Employee benefit obligations'		
(ii) Movement of other provisions:		
Opening balance	85.08	22.40
Additions	0.03	62.68
Closing balance	**85.11**	**85.08**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

21. The breakup of year end deferred tax assets and liabilities into major components of the respective balance is as under

Particulars	As at March 31, 2023	As at March 31, 2022
A. Deferred tax assets (net)		
Deferred tax liabilities		
Property, plant and equipment and intangibles	0.63	7.44
	0.63	**7.44**
Deferred tax assets		
Provision for doubtful debts	26.29	43.81
Expenditure debited to consolidated statement of Profit and Loss in the current year but allowed for tax purposes in following years	294.90	162.68
	321.19	**206.49**
Deferred tax assets (net)	**320.56**	**199.05**
B. Deferred tax liabilities (net)		
Deferred tax assets	-	-
	-	-
Deferred tax liability		
Property, plant and equipment and intangibles	3.47	9.64
	3.47	**9.64**
Deferred tax liability (net)	**3.47**	**9.64**

Movement in deferred tax liabilities and assets

Net deferred tax asset recognised in consolidated statement of profit and loss during the year ended 31 March 2023 amounts to ₹ 127.69 million (Net deferred tax asset recognised in consolidated statement of profit and loss during year ended 31 March 2022 amounts to ₹ 80.70 million)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom:

Particulars	31 March 2023		31 March 2022	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	17,331.44	5,407.41	16,141.70	5,036.21
Brought forward losses	671.01	209.35	881.40	275.00

The tax losses expire in assessment year 2024-2025. The deductible temporary differences which includes unabsorbed depreciation and provision for doubtful debts do not expire under current tax legislation.

22. Other non-current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred revenue	32.78	29.72
Interest free deposits from customers	85.84	41.35
Others	-	0.48
	118.62	**71.55**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

23 A. Borrowings (current, financial liabilities)

Particulars	As at March 31, 2023	As at March 31, 2022
Loans repayable on demand from		
- banks (secured)	1,415.64	1,384.80
- others (unsecured)	155.84	180.57
Current maturities of long-term borrowings	7,463.72	7,352.00
	9,035.20	**8,917.37**

i) As at 31 March 2023 and 31 March 2022 the cash credit facilities of Holding Company are secured by first pari passu charge on the future and current assets of the Company with minimum assets cover ratio 1:1. The Company is required to maintain Debt Service Reserve Account ('DSRA') for 2 quarter's interest. The same are further secured by corporate guarantee of an associate Company to maintain DSRA and carries an interest rate of bank borrowing rate+250 Basis Points ('BBR + 250 BPS'), intrinsic value base rate and six months marginal cost of funds based lending rate + 1.70% ('MCLR'+1.70%) respectively.

ii) As at 31 March 2023 and 31 March 2022 the cash credit facilities of a Subsidiary Company secured by first charge on entire current assets of the company, both present and future and also secured by the first and exclusive equitable mortage land and building at Plot No.- XI/4, Block- EP & GP, Sector-V, Salt Lake, Kolkata-700091, pledge of fixed deposit, held in the name of the company and personal guarantee of the directors and carries interest rate of @ 10.05 % (being 1.25 % over MCLR + SP).

iii) As at 31 March 2023 and 31 March 2022, the loan from others are repayable on demand carrying interest rate of @ 10.50%.

23 B. Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities	13.81	10.28
	13.81	**10.28**

(i) Refer note 4 for disclosure on IND AS-116, "Leases".

(ii) Refer note 38 & 39 for disclosure of fair values in respect of financial assets measured at amortised cost and movement in expected credit loss.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

24. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
- Dues of micro enterprises and small enterprises (refer note below)	339.57	334.81
- Dues of creditors other than micro enterprises and small enterprises	6,856.77	6,500.15
	7,196.34	**6,834.96**
Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006	339.57	334.81
Principle amount remaining unpaid	339.57	334.81
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

The details of amounts outstanding to micro enterprises and small enterprises under Micro, Small and Medium Enterprises Development Act (MSMED), 2006 are as per available information with the Company.

(i) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

(ii) Refer note 40 for related party disclosures

(iii) Refer note 57 for aging schedule of trade payables

25. Other financial liabilities (current)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued and due on borrowings [refer note (i)]	3,132.13	2,168.77
Capital creditors	50.30	38.93
Book overdraft	18.61	81.51
Employee related payables and others	84.88	94.24
	3,285.92	**2,383.45**

(i) For details of terms of repayment, nature of security & interest rate of borrowings and delays/defaults in repayment of borrowings (current and non-current), refer note 18.1 and note 18.2 respectively.

(ii) For disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles, refer note 38 & 39 respectively.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

26. Provisions (current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity*	9.52	7.77
Provision for compensated absences*	2.00	3.04
	11.52	**10.81**

Refer note 36 for disclosure on 'Employee benefit obligations'

27. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred revenue	253.64	267.02
Statutory dues payable	337.86	318.35
Advance from customers	339.41	298.47
	930.91	**883.84**

28. Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of services		
Subscription income	9,182.24	10,290.32
Advertisement income	1,453.90	1,327.32
Carriage and placement income	2,515.83	2,554.74
Activation and set top boxes pairing charges	55.25	50.42
Other operating revenue		
Sale of traded goods*	7.07	14.89
Management charges and other networking income	200.51	174.31
Support and service charges	38.68	46.51
Scrap sales	0.01	0.02
	13,453.49	**14,458.53**
*** Details of sale of traded goods**		
Set top box (STB) and viewing cards (VC)	1.07	6.39
Stores and spares	6.00	8.50
	7.07	**14.89**

Disclosure of revenue pursuant to Ind AS 115 'Revenue from Contracts with Customers:

A. Reconciliation of revenue from sale of services and other operating revenue with contracted price

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Contracted price	13,453.49	14,458.53
Less: rebate and discounts	-	-
Revenue recognised in the statement of profit and loss	**13,453.49**	**14,458.53**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

B. Disaggregation of revenue

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from operations		
Sale of services		
Subscription income	9,182.24	10,290.32
Advertisement income	1,453.90	1,327.32
Carriage income	2,515.83	2,554.74
Activation and set top boxes pairing charges	55.25	50.42
Other operating revenue		
Sale of traded goods	7.07	14.89
Management charges and other networking income	200.51	174.31
Support and service charges	38.68	46.51
Scrap sales	0.01	0.02
	13,453.49	**14,458.53**

The Group has disaggregated the revenue from contracts with customers on the basis of nature of services/goods sold. The Group believes that the disaggregation of revenue on the basis of nature of services/goods sold has no impact on the nature, amount, timing and uncertainity of revenue and cash flows.

C. Contract balances

The following table provides information about contract assets and liabilities from contract with customers:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Contract liabilities*		
Advance from customers (including deferred revenue)	593.05	565.49
	593.05	**565.49**
Contract assets*		
Trade receivable	5,656.54	5,811.17
Less: allowance for expected credit loss	(3,140.27)	(3,257.57)
	2,516.27	**2,553.60**
Unbilled revenue	**280.46**	**256.87**

**Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.*

D. Significant changes in the contract liabilities and contract assets balances during the year are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Contract liabilities		
Advances from customers (including deferred revenue)		
Opening balance	565.49	559.86
Revenue recognised (net of collections)	27.56	5.63
Closing balance	**593.05**	**565.49**
Contract assets		

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars		As at March 31, 2023	As at March 31, 2022
(i)	**Trade receivables**		
	Opening balance	2,553.60	2,328.78
	Amount invoiced, collected and other adjustments (net)	(37.33)	224.82
	Closing balance	**2,516.27**	**2,553.60**
(ii)	**Unbilled revenue**		
	Opening balance	256.87	227.28
	Additional revenue booked/(invoicing) - net	23.59	29.59
	Closing balance	**280.46**	**256.87**

29. Other income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on		
- bank deposits at amortised cost	57.90	32.06
- income tax refund	52.24	26.51
Excess provisions written back	210.07	44.29
Other non operating income	26.63	47.31
	346.84	**150.17**

30. Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, allowances and bonus	596.22	625.73
Contributions to provident and other funds*	40.04	42.11
Staff welfare expenses	36.01	29.11
	672.27	**696.95**

**Refer note 36 for disclosure on 'Employee benefit obligations'*

31. Finance costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense for borrowings at amortised cost	1,141.56	1,164.85
Interest on lease liabilities	3.01	2.88
Others	10.14	36.25
	1,154.71	**1,203.98**

32. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment (owned assets) (refer note 4)	2,846.11	2,680.09
Depreciation of property, plant and equipment (right-of-use assets) (refer note 4)	19.17	17.38
Depreciation of investment property (refer note 5)	11.93	10.89
Amortisation of intangible assets (refer note 6)	566.58	598.73
	3,443.79	**3,307.09**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

33. Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Rent (refer note 4)	104.33	118.84
Rates and taxes	39.73	45.79
Communication expenses	12.85	13.59
Repairs and maintenance		
- Network	115.52	120.07
- Buildings	6.33	2.55
- Others	84.73	68.00
Electricity and water charges	126.08	124.00
Legal, professional and consultancy charges (refer note below)	166.89	190.56
Printing and stationery	4.45	4.25
Contractual service charges	411.31	402.45
Travelling and conveyance expenses	43.67	43.47
Vehicle running expenses	44.17	45.76
Insurance expenses	4.13	6.25
Allowance for expected credit losses	165.70	67.77
Provision for doubtful advances	2.92	-
Advertisement and publicity expenses	36.76	24.42
Commission charges and incentives	1,300.69	1,393.79
Bad debts written off	8.56	53.42
Program production expenses	41.40	42.10
Other operational cost	1,335.00	1,308.04
Business and sales promotion	28.89	20.93
Loss on sale of property, plant and equipment (net)	12.07	63.34
Exchange fluctuation loss (net)	2.26	6.88
Miscellaneous expenses	102.12	200.36
	4,200.56	**4,366.63**
Note: Payment to the auditor's (including auditors remuneration of subsidiary companies):		
- As auditors	7.76	7.08
- For other services	0.69	0.92
- For reimbursement of expenses	0.10	0.15
	8.55	**8.15**

34. Loss per share

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Loss attributable to owners of the parent	(3,154.40)	(2,609.71)
Weighted average number of equity shares outstanding during the year (nos.)	87,20,53,848	87,20,53,848
Nominal value of per equity share (₹)	1	1
Loss per share (₹)		
Basic and diluted loss per share	(3.62)	(2.99)

** The employee stock option have not been considered, being anti-dilutive.*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

35. Group composition structure

Name of the subsidiaries	Country of incorporation	Percentage of ownership	
		Year ended March 31, 2023	Year ended March 31, 2022
Indian Cable Net Company Limited (hereinafter referred as "ICNCL")*	India	60.02%	60.02%
Central Bombay Cable Network Limited (hereinafter referred as "CBCNL")	India	100.00%	100.00%
Siticable Broadband South Limited (hereinafter referred as "SBSL")	India	100.00%	100.00%
Master Channel Community Network Private Limited (hereinafter referred as "MCCNPL")**	India	66.00%	66.00%
Siti Vision Digital Media Private Limited (hereinafter referred as "SVDMPL")	India	51.00%	51.00%
Siti Jind Digital Media Communications Private Limited (hereinafter referred as "SJDMCPL")****	India	57.50%	57.50%
Siti Jai Maa Durgee Communications Private Limited (hereinafter referred as "SJMDCPL")	India	51.00%	51.00%
Siti Jony Digital Cable Network Private Limited (hereinafter referred as "SJDCNPL")	India	51.00%	51.00%
Siti Krishna Digital Media Private Limited (hereinafter referred as "SKDMPL")	India	51.00%	51.00%
Siti Faction Digital Private Limited (hereinafter referred as "SFDPL")	India	51.00%	51.00%
Siti Guntur Digital Network Private Limited (hereinafter referred as "SGDNPL")	India	74.00%	74.00%
Siti Maurya Cable Net Private Limited (hereinafter referred as "SMCNPL") ***	India	50.10%	50.10%
Siti Karnal Digital Media Network Private Limited (hereinafter referred as "SKDMNPL")	India	51.00%	51.00%
Siti Global Private Limited (hereinafter referred as "SGPL")	India	51.00%	51.00%
Siti Siri Digital Network Private Limited (hereinafter referred as "SDNPL")	India	51.00%	51.00%
Siti Broadband Services Private Limited (hereinafter referred as "SBSPL")	India	100.00%	100.00%
Siti Prime Uttaranchal Communication Private Limited (hereinafter referred as "SPUCPL")	India	51.00%	51.00%
Siti Sagar Digital Cable Network Private Limited (hereinafter referred as "SSDCNPL")	India	51.00%	51.00%
Siti Saistar Digital Media Private Limited (hereinafter referred as "SSDMPL")	India	51.00%	51.00%
Variety Entertainment Private Limited (hereinafter referred as "VEPL")	India	100.00%	100.00%
Indinet Service Private Limited (hereinafter referred as "ISPL")***	India	100.00%	100.00%
E-Net Entertainment Private Limited (hereinafter referred as "ENEPL")*****(w.e.f. 15 December 2020)	India	51.00%	51.00%
Siti Networks India LLP	India	99.90%	99.90%
Meghbela Infitel Cable & Broadband Private Limited (hereinafter referred as) "MICBPL" (w.e.f. 08 June 2021)***	India	76.00%	76.00%

** Include 0.30% held through CBNCL*
*** Subsidiary of CBCNL*
**** Subsidiary of ICNCL*
***** Include 6.50% held through SBSL*
****** Subsidiary of SBSPL*

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Name of the associate and joint venture	Country of incorporation	Percentage of ownership	
		As at 31 March 2023	As at 31 March 2022
C&S Medianet Private Limited (hereinafter referred as "CSMPL")	India	48.00%	48.00%
Paramount Digital Media Services Private Limited (hereinafter referred as "PDMSPL")******	India	50.00%	50.00%
Wire and Wireless Tisai Satellite Limited (hereinafter referred as "WWTSL")	India	51.00%	51.00%

******* Joint Venture of VEPL*

36. Employee benefit obligations

Post-employment obligations - gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of completed years of service. The expected contribution to the plan for next annual reporting period amounts to ₹ 9.25 million (previous year: ₹ 10.96 million).

The weighted average duration of the defined benefit obligation as at 31 March 2023 is 12 years (31 March 2022: 13 years).

The plan exposes the Group to actuarial risks such as interest rate risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of risk free securities.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Group's liability.

The following tables summarises the components of net benefit expense recognised in the consolidated statement of profit and loss and the amount recognised in the consolidated balance sheet for the respective plans.

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the year	80.95	83.18
Interest cost	5.82	5.99
Current service cost	9.91	10.57
Benefits paid	(13.45)	(15.47)
Actuarial (gain)/loss on remeasurement of obligation	(6.93)	(3.32)
Present value of defined benefit obligation at the end of the year	**76.30**	**80.95**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Reconciliation of present value of plan assets

Particulars	As at March 31, 2023	As at March 31, 2022
Planned assets at the beginning of the year	20.05	16.42
Return on plan assets	1.18	0.97
Contribution	5.01	3.01
Benefits paid	(2.09)	(0.35)
Planned assets at the end of the year	**24.15**	**20.05**
Amount recognised in the balance sheet		
Present value of defined benefit obligation at the end of the year	76.30	80.95
Fair value of the planned assets at the end of the year	24.15	20.05
Net liability recognised in the balance sheet*	**52.15**	**60.90**

** includes current portion ₹ 9.52 million (31 March 2022 ₹ 7.77 million)*

Amount recognised in the consolidated statement of profit and loss:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	9.91	10.57
Interest cost	5.82	5.99
	15.73	**16.56**
Amount recognised in the statement of other comprehensive income		
Actuarial loss on arising from change in financial assumptions	(1.31)	(0.21)
Actuarial loss on arising from experience adjustments	(5.62)	(3.11)
	(6.93)	**(3.32)**

The principal assumptions used in determining present value of defined benefit obligation and long term employee benefit obligation are given below:

Particulars	Gratuity		Compensated absences	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Actuarial assumptions used				
Discount rate (per annum)	7.50%	7.25%	7.50%	7.00%
Rate of escalation in salary (per annum)	5%-8%	5%-8%	5%-8%	5%-8%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal rate (per annum)	5.0%	5.0%	5.0%	5.0%
Normal retirement age	60 years	60 years	60 years	60 years

These assumptions were developed by management with the assistance of independent actuaries. Discount factors are determined close to each year-end by reference to market yields of risk free securities that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

The present value of the defined benefit obligation was measured using the projected unit credit method.

Summary of significant accounting policies and other explanatory information

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Amounts of experience adjustment for the current and previous four years are as follows -

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Defined benefit obligations	52.15	60.90	66.76	55.73	46.60
Experience loss/(gain) adjustments on planned liabilities	(5.62)	(3.11)	1.09	16.22	(3.41)

Sensitivity analysis of the defined benefit obligation for significant actuarial assumptions

Particulars	March 31, 2023	March 31, 2022
Impact of the change in discount rate		
Present value of obligation at the end of the year	**76.30**	**80.95**
Liability with 1%- 2% increase in discount rate	70.61	74.44
Liability with 1%- 2% decrease in discount rate	82.66	88.32
Impact of the change in salary growth rate		
Present value of obligation at the end of the year	**76.30**	**80.95**
Liability with 1% -2% increase in salary growth rate	82.46	88.26
Liability with 1%-2% decrease in salary growth rate	70.73	74.38
Maturity profile of defined benefit obligation		
- upto 1 year	9.53	9.45
- 2 to 5 years	10.80	12.03
- more than 5 years	55.97	59.46
Defined contribution plans		
Contribution to defined contribution plan, recognised as expense for the year: Employer's contribution to provident fund and other funds	40.04	42.11

37. Share-based employee remuneration

Employee Stock Option Plan –ESOP-2015

The Holding Company instituted the Employee Stock Option Scheme -2015 ("SITI ESOP 2015" or "New Plan" or "Scheme") to grant equity based incentives to eligible employees. The SITI ESOP-2015 has been approved by the Board of Directors of the Holding Company at their meeting held on 28 May 2015 and by the shareholders of the Holding Company by way of special resolution passed at their Annual General Meeting held on 27 August 2015 to grant upto 33,881,656 options, representing one share for each option upon exercise by the eligible employee at an exercise price determined by the Board/remuneration committee.

Particulars	Employee Stock Option Plan –ESOP-2015
Date of grant	03 September 2015
Date of Board approval	28 May 2015
Date of shareholders' approval	27 August 2015
Number of options granted	46,63,500
Method of settlement (cash/equity)	Equity
Vesting period from the date of grant of option	Three years
Exercise period- from end of vesting period	Four years

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The details of activity under New Plan have been summarised below:

Particulars	31 March 2023		31 March 2022	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	1,33,845	30.85	6,55,525	30.85
Lapsed during the year	1,33,845	-	5,21,680	-
Outstanding at the end of the year	-	-	1,33,845	30.85
Exercisable at the end of the year	-	-	1,33,845	30.85

No options were exercised and forfeited during the current and previous financial year. All the outstanding options have lapsed during the current year and accordingly, Employee share based payments reserve has been transferred to general reserve.

The fair values of options granted under new plan were determined using a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The following principal assumptions were used in the valuation:

Particulars	As at 31 March 2023			As at 31 March 2022		
	Options (50%)	Options (35%)	Options (15%)	Options (50%)	Options (35%)	Options (15%)
Number of options	23,31,750	16,32,225	6,99,525	23,31,750	16,32,225	6,99,525
Fair value on grant date	14.63	17.49	19.14	14.63	17.49	19.14
Share price at grant date	30.85	30.85	30.85	30.85	30.85	30.85
Fair value at exercise date	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Exercise price	30.85	30.85	30.85	30.85	30.85	30.85
Expected volatility	39.82%	44.49%	43.47%	39.82%	44.49%	43.47%
Expected life	3 years	4 years	5 years	3 years	4 years	5 years
Expected dividends	-	-	-	-	-	-
Risk-free interest rate (based on government bonds)	5.69%	6.04%	6.14%	5.69%	6.04%	6.14%

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time since its listing on the Stock Exchange. No special features inherent to the options granted were incorporated into measurement of fair value. The employee remuneration expense has decreased by ₹ nil million (previous year: decreased by ₹ nil million), all of this relates to options lapsed/expired during the year due to resignation of eligible employees.

38. Fair value measurements

A. Financial instruments by category

Particulars	Notes	As at March 31, 2023		
		FVTPL	Amortised cost	Total
Financial assets				
Investments	7B	-	-	-
Trade receivables (net)	11	-	2,516.27	2,516.27
Cash and cash equivalents	13	-	1,028.31	1,028.31
Bank balances other than cash and cash equivalents	14	-	798.21	798.21
Other financial assets	8 and 15	-	608.01	608.01
Total financial assets		**-**	**4,950.80**	**4,950.80**

Summary of significant accounting policies and other explanatory information

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(All amounts in ₹ million, unless stated otherwise)

Particulars	Notes	As at March 31, 2023		
		FVTPL	Amortised cost	Total
Financial liabilities				
Borrowings	18A and 23A	-	9,163.13	9,163.13
Lease liabilities	18B and 23B		28.66	28.66
Trade payables	24	-	7,196.33	7,196.33
Other financial liabilities	19 and 25	-	3,788.58	3,788.58
Total financial liabilities		**-**	**20,176.70**	**20,176.70**

Particulars	Notes	As at March 31, 2022		
		FVTPL	Amortised cost	Total
Financial assets				
Investment	7B	114.87	-	114.87
Trade receivables (net)	11	-	2,553.60	2,553.60
Cash and cash equivalents	13	-	616.51	616.51
Bank balances other than cash and cash equivalents	14	-	308.60	308.60
Other financial assets	8 and 15	-	629.64	629.64
Total financial assets		**114.87**	**4,108.35**	**4,223.22**
Financial liabilities				
Borrowings	18A and 23A	-	9,814.55	9,814.55
Lease liabilities	18B and 23B		20.16	20.16
Trade payables	24	-	6,834.96	6,834.96
Other financial liabilities	19 and 25	-	2,882.86	2,882.86
Total financial liabilities		**-**	**19,552.53**	**19,552.53**

B. Financial instruments measured at fair value

The following tables present financial assets and liabilities measured at fair value in the consolidated balance sheet in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

The financial assets measured at fair value in the consolidated statement of financial position that are grouped into the fair value hierarchy as on 31 March 2023 and 31 March 2022.

31 March 2023	Date of valuation	Level 1	Level 2	Level 3
Financial assets				
Investment in equity shares	As at 31 March 2023	-	-	-
Investment in mutual funds	As at 31 March 2023	-	-	-

31 March 2022	Date of valuation	Level 1	Level 2	Level 3
Financial assets				
Investment in equity shares	As at 31 March 2022	-	-	-
Investment in mutual funds	As at 31 March 2022	114.87	-	-

Valuation technique to determine fair value

Investment in equity shares (Level 1)

For the year ended 31 March 2023 and 31 March 2022:

The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

C. Fair value of financial assets and liabilities measured at amortised cost

Particulars	31 March 2023		31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments	-	-	114.87	114.87
Trade receivables (net)	2,516.27	2,516.27	2,553.60	2,553.60
Cash and cash equivalents	1,028.31	1,028.31	616.51	616.51
Bank balances other than cash and cash equivalents	798.21	798.21	308.60	308.60
Other financial assets	608.01	608.01	629.64	629.64
Total financial assets	**4,950.80**	**4,950.80**	**4,223.22**	**4,223.22**
Financial liabilities				
Borrowings	9,163.13	9,163.13	9,814.55	9,814.55
Lease liabilities	28.66	28.66	20.16	20.16
Trade payables	7,196.33	7,196.33	6,834.96	6,834.96
Other financial liabilities	3,788.58	3,788.58	2,882.86	2,882.86
Total financial liabilities	**20,176.70**	**20,176.70**	**19,552.53**	**19,552.53**

39. Financial risk management objectives and policies

Financial risk management

The Group is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk.

The Group's risk management is coordinated in close co-operation with the board of directors, and focuses on securing Group's short to medium term cash flows.

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the related impact in these consolidated financial statements.

A. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Group causing financial loss. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: High credit risk

The Group provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets except security deposits	12 month expected credit loss
High credit risk	Investment, trade receivables, security deposits, amount recoverable and unbilled revenue	Life time expected credit loss or fully provided for

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	March 31, 2023	March 31, 2022
A: Low credit risk	Cash and cash equivalents, bank deposit, margin money deposits, interest accrued and other financial assets other than unbilled revenue & amount recoverable (net)	2,053.58	1,198.88
B: High credit risk	Investment, trade receivables, amount recoverable (net) and unbilled revenue	2,919.61	2,935.83

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Concentration of trade receivables

The Group has widespread customers and there is no concentration of trade receivables.

Credit risk exposure

Provision for expected credit losses

The Group provides for 12 month expected credit losses for following financial assets.

For the purpose of computation of expected credit loss, the Group has analysed the trend of provisions for doubtful debts created in earlier years. The average rate of provision has been computed based on the adjusted sales (excluding those where the Group does not have any historical provision) and provision for doubtful debtors created against those sales. As per this methodology, the Group has determined the expected credit loss at approximately 5% for customers.

Expected credit loss for trade receivables under simplified approach

As at 31 March 2023

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment provision
Trade receivables	5,656.54	(3,140.27)	2,516.27
Security deposits	45.55	-	45.55
Amounts recoverable	100.49	-	100.49
Investment	22.38	-	22.38
Unbilled revenues	280.46	-	280.46

As at 31 March 2022

Particulars	Estimated gross carrying amount at default	Expected credit impaired	Carrying amount net of impairment provision
Trade receivables	5,811.17	(3,257.57)	2,553.60
Security deposits	54.04	-	54.04
Amounts recoverable	99.01	-	99.01
Investment	26.35	-	26.35
Unbilled revenues	256.87	-	256.87

Reconciliation of loss allowance provision – Trade receivable

Particulars	Amounts
Loss allowance on 01 April 2021	**3,789.36**
Changes in loss allowance	(531.79)
Loss allowance on 31 March 2022	**3,257.57**
Changes in loss allowance	(117.30)
Loss allowance on 31 March 2023	**3,140.27**

B. Liquidity risk

"Liquidity risk is the risk that suitable sources of funding for the Group's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. Short term liquidity requirements comprises mainly of trade payables, employee dues and other current payables arising during normal course of business as on each balance sheet date. Long- term liquidity requirement is assessed by the management on periodical basis and is managed through internal accruals and through funding commitments from shareholders. As at each balance sheet date, the Group's liabilities having contractual maturities (including interest payments where applicable) are summarised as follows:

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities

Particulars	Less than one year	One to two years	More than two years
31 March 2023			
Non-derivatives			
Borrowings	9,035.20	118.40	9.53
Trade payables	7,196.33	-	-
Lease liabilities	13.81	8.63	6.22
Other financial liabilities	3,285.92	-	502.66
Total non-derivative liabilities	**19,531.26**	**127.03**	**518.41**
31 March 2022			
Non-derivatives			
Borrowings	8,760.61	496.35	557.58
Trade payables	6,834.96	-	-
Lease liabilities	9.39	5.75	5.02
Other financial liabilities	2,383.45	-	499.40
Total non-derivative liabilities	**17,988.41**	**502.10**	**1,062.00**

C. Market Risk

During the previous year, the Group had foreign currency borrowings in the form of buyers credit and is exposed to change in the exchange rates. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

(i) Foreign currency risk

Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows

Particulars	As at March 31, 2023	As at March 31, 2022
Financial assets (A)	-	-
Financial liabilities (B)	**42.97**	**48.23**
Payable to capital creditors	42.97	48.23
Net exposure (B-A)	**42.97**	**48.23**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on loss after tax	
	March 31, 2023	March 31, 2022
(₹)/USD and (₹)/EURO increased by 5% (previous year (₹)/USD and (₹)/EURO increased by 5%)	(2.15)	(2.41)
(₹)/USD and (₹)/EURO decreased by 5% (previous year (₹)/USD and (₹)/EURO decreased by 5%)	2.15	2.41

Summary of significant accounting policies and other explanatory information

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(ii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Particulars	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings (including accrued interest)	12,011.50	10,905.57
Total borrowings	**12,011.50**	**10,905.57**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on loss after tax	
	March 31, 2023	March 31, 2022
Interest rates – increase by 1% (31 March 2022: 1%)	120.12	109.06
Interest rates – decrease by 1% basis points (31 March 2022: 1%)	(120.12)	(109.06)

40. Related party transactions

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

(i) Promoter and Promoter Group**

Direct Media Solutions LLP
Digital Satellite Holdings Private Limited
Manaaska Fashions LLP
Digital Satelite Media And Broadband Private Limited
Bioscope Cinemas Private Limited
Direct Media And Cable Private Limited
Arrow Media & Broadband Private Limited
Essel Media Ventures Limited

(ii) Enterprises owned or significantly influenced by Promoter/Promoter Group**

Zee Media Corporation Limited**

** As per internal assessment performed by Company of related parties in accordance with IND AS 24, Zee Media Corporation Limited is no longer a related party of the Company.*

(iii) Associate companies

C&S Medianet Private Limited

(iv) Joint ventures

Wire and Wireless Tisai Satellite Limited

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

(v) Key Management Personnel (KMP)***

Mr. Anil Kumar Malhotra Chief Executive Officer (till 31 December 2021)
Mr. Sanjay Berry, Chief Financial Officer (till 30 June 2021)
Ms. Kavita Kapahi, Independent Director
Prof. Sunil Kumar Maheshwari, Independent Director
Mr. Suresh Arora, Whole Time Director
Mr. Bhanu Pratap Singh, Independent Director
Mr. Amitabh Kumar, Additional Director
Mr. Raj Kumar Gupta, Independent Director (till 28 September 2021)
Ms. Shilpi Asthana, Independent Director (w.e.f. 27 December 2021)
Mr. Yogesh Sharma Chief Executive Officer (w.e.f. 01 January 2022)
Mr. Vikash Khanna, Chief Financial Officer (w.e.f. 08 October 2021 till 31 March 2023)
Mr. Suresh Kumar, Company Secretary
Mr. Vikram Singh Panwar, Chief Financial Officer (w.e.f. 15 April 2023)

**** The KMP's of the Holding Company are KMP of the group.*

(vi) Enterprises owned or significantly influenced by KMP or their relatives****

Essel Realty Developers Private Limited

***** With whom the Group has transactions during the current year and previous year.*

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a) Sale of goods and services during the year

Particulars	As at March 31, 2023	As at March 31, 2022
Enterprises owned or significantly influenced by Promoter/Promoter Group		
Zee Media Corporation Limited	-	8.82

b) Balance (payable)/receivable (net of provision created) at the end of the year

Jointly ventures/Associate companies	As at March 31, 2023	As at March 31, 2022
Wire and Wireless Tisai Satellite Limited	0.04	0.06
Enterprises owned or significantly influenced by Promoter/Promoter Group		
Trade receivables		
Zee Media Corporation Limited	-	2.95
Trade payables		
Zee Media Corporation Limited	-	0.12
Enterprises owned or significantly influenced by KMP or their relatives		
Trade payables		
Essel Realty Developers Private Limited	6.24	6.24
Security deposit given including prepaid expense		
Essel Realty Developers Private Limited	-	6.24

Summary of significant accounting policies and other explanatory information

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Particulars	March 31, 2023	March 31, 2022
c) Remuneration to KMP		
Mr. Anil Kumar Malhotra	-	12.64
Mr. Sanjay Berry	-	4.80
Mr. Yogesh Sharma	10.68	1.89
Mr. Vikash Khanna	6.77	2.92
Mr. Suresh Kumar	3.67	3.40
d) Compensated absences		
Mr. Anil Kumar Malhotra	-	1.55
Mr. Sanjay Berry	-	0.34
Mr. Suresh Kumar	0.26	0.27
Mr. Vikash Khanna	0.27	0.10
Mr. Yogesh Sharma	0.70	0.61
e) Gratuity paid		
Mr. Anil Kumar Malhotra	-	2.95
f) Director sitting fees		
Ms. Kavita Kapahi	0.40	0.40
Mr. Bhanu Pratap Singh	0.42	0.42
Prof. Sunil Kumar Maheshwari	0.34	0.38
Ms. Shilpi Asthana	0.34	0.10
Mr. Raj Kumar Gupta	-	0.12

Note:

The Group provides long term benefits in the form of gratuity to its KMP along with all employees, the cost and liability of the same is not identifiable seperately for each KMP and hence could not be disclosed.

41. Capital and other commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	30.45	71.86

42. Contingent liabilities and litigations

Particulars	As at March 31, 2023	As at March 31, 2022
i) Claims against the Group not acknowledged as debts*	489.31	490.53
ii) Demands raised by the statutory authorities being contested by the Group:		
Service tax matters**	2,219.35	96.84
VAT/ Sales tax matters**	368.78	294.02
Other statutory matters**	396.70	336.95
	2,984.83	**727.81**

Summary of significant accounting policies and other explanatory information

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(All amounts in ₹ million, unless stated otherwise)

** comprise of ₹ 347.40 million claimed by HDFC Limited in excess of ₹ 2613.25 million already recognised by the Company in books of accounts in respect to the borrowings taken by the Company from HDFC Limited.*

*** excludes pending cases/litigations including ones with business associates, statutory authorities, subscribers and other parties where based on the legal advice of in-house legal team, the management believes that no material liability will devolve on the Group or where amount of liability is not presently ascertainable. These are gross of amounts deposited under protest amounting to ₹ 91.36 million (previous year: ₹ 91.23 million).*

iii) The Directorate of Revenue Intelligence (DRI), Bangalore, under section 108 of the Custom Act, 1962, had inquired about the classification of viewing cards for applicability of customs duty. The Holding Company and ICNCL had, suo-moto, paid ₹ 22 million under protest and had received a show cause notice with a demand for ₹ 1,697.57 million. The matter which was adjourned to October 11, 2023. The Holding Company and ICNCL is confident that the demand will not sustain, therefore no provision has been made in these financial statements and the amount demanded has been considered as contingent liability.

iv) In case of ICNCL, counter bank guarantees in respect of outstanding bank guarantees and fixed deposit pledged ₹ 32.45 million (Previous year ₹ 32.45 million).

v) The Group has received orders from Income-tax authorities for (a) assessment year 2013-14 on account of disallowance under section 14A read with rule 8D aggregating to ₹ 17.84 million, (b) assessment years 2007-08 and 2008-09 on account of non-withholding of taxes amounting to ₹ 26.17 million, (c) assessment year 2017-18 on account of adjustment of income tax demand with TDS refundable amounting to ₹ 21.8 million. The appeal in the aforesaid litigations is pending before Income Tax Appellate Tribunal, High Court and The Commissioner of Income-Tax (Appeals) respectively and (d) assessment year 2018-19 on account of disallowance of expenses for ₹ 20.45 million pending with accessing officer.

However for the cases a) and b) above, no demand has been raised on the Holding Company in respect of the aforesaid litigations in view of the brought forward losses.

43. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at reporting date:

Particulars	As at March 31, 2023				As at March 31, 2022			
	EURO million	₹ in million	USD million	₹ in million	EURO million	₹ in million	USD million	₹ in million
Payables for capital creditors	0.48	42.55	0.01	0.42	0.52	43.41	0.06	4.82

Closing rate as at 31 March 2023: 1 EURO = ₹ 89.36 (previous year: 1 EURO = ₹ 83.92)

Closing rate as at 31 March 2023: 1 USD = ₹ 82.21 (previous year: 1 USD = ₹ 75.81)

44. Capital management

Risk Management

The Group's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year. The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Group's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Group monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt). The Group is not subject to any externally imposed capital requirements. Net debt are non-current and current borrowings as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
Current investments (refer note 12)	-	114.87
Cash and cash equivalents (refer note 13)	1,028.31	616.51
Bank balances other than cash and cash equivalents above (refer note 14)	798.21	308.60
Margin money deposit (refer note 8)	145.52	190.67
Total cash (A)	**1,972.04**	**1,230.65**
Borrowings (refer note 18A and 23A)	9,163.13	9,814.55
Lease liabilities (refer note 18B and 23B)	28.66	20.16
Total borrowing (B)	**9,191.79**	**9,834.70**
Net debt (C=B-A)	**7,219.75**	**8,604.05**
Total equity [refer note 17 (a) and 17 (b)]	(7,758.92)	(4,965.22)
Total capital (equity + net debts) (D)	**(539.17)**	**3,638.83**
Gearing ratio (C/D)	**(13.39)**	**2.36**

45. Assets pledged as security

The carrying amount of assets pledged as security are:

Particulars	As at March 31, 2023	As at March 31, 2022
Current assets		
a) Inventories	6.70	18.29
b) Financial assets		
i) Trade receivables	1,310.81	2,451.39
ii) Cash and cash equivalents	415.08	290.27
iii) Bank balances other than cash and cash equivalents above	379.80	-
iv) Other financial assets	326.41	445.57
c) Other current assets	177.09	414.58
	2,615.89	**3,620.10**
Non-current assets		
a) Property, plant and equipment	2,143.01	6,029.43
b) Capital work-in-progress	279.55	266.73
c) Investment property	-	700.88
d) Other intangible assets	313.17	627.58
e) Intangible assets under development	1.16	4.28
f) Other financial assets [Margin money deposit (pledged)]	91.02	161.67
g) Other financial assets [Investments]	1.40	1.40
	2,829.31	**7,791.97**
Total assets	**5,445.20**	**11,412.07**

46. Information under Section 186 (4) of the Companies Act, 2013

There are no investments or loan given or guarantee provided or security given by the Group other than the investments and loans in these consolidated financial statements, which have been made predominantly for the purpose of business.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

47. Additional information, as required to Consolidated Financial Statements pursuant to Schedule III to the Companies Act, 2013.

For the financial year ended 31 March 2023

Name of the entity	Net assets i.e. total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
SITI Networks Limited	130.39%	(9,500.50)	106.75%	(2,988.84)	35.82%	2.20	106.91%	(2,986.64)
Subsidiaries								
Indian Cable Net Company Limited (consolidated)	-54.74%	3,988.36	17.28%	(483.77)	46.56%	2.86	17.21%	(480.91)
Central Bombay Cable Network Limited (consolidated)	-0.31%	22.50	0.49%	(13.83)	11.69%	0.72	0.47%	(13.11)
Siticable Broadband South Limited	0.53%	(38.84)	0.28%	(7.75)	0.00%		0.28%	(7.75)
Siti Vision Digital Media Private Limited	4.64%	(338.43)	2.59%	(72.57)	5.03%	0.31	2.59%	(72.26)
Siti Jind Digital Media Communications Private Limited	0.37%	(26.87)	0.24%	(6.86)	0.04%	0.00	0.25%	(6.85)
Siti Jai Maa Durgee Communications Private Limited	1.02%	(74.65)	0.00%	(0.13)	0.00%		0.00%	(0.13)
Siti Jony Digital Cable Network Private Limited	0.11%	(8.10)	0.04%	(0.99)	0.00%		0.04%	(0.99)
Siti Krishna Digital Media Private Limited	0.23%	(16.93)	0.12%	(3.25)	0.00%		0.12%	(3.25)
Siti Faction Digital Private Limited	0.76%	(55.52)	0.18%	(5.06)	0.00%		0.18%	(5.06)
Siti Guntur Digital Network Private Limited	0.08%	(6.16)	0.77%	(21.64)	0.00%		0.77%	(21.64)
Siti Karnal Digital Media Network Private Limited	1.41%	(102.75)	0.74%	(20.77)	0.00%		0.74%	(20.77)
Siti Global Private Limited	0.55%	(40.22)	0.28%	(7.76)	0.00%		0.28%	(7.76)
Siti Siri Digital Network Private Limited	0.41%	(30.03)	0.27%	(7.48)	0.85%	0.05	0.27%	(7.43)
Siti Broadband Services Private Limited (consolidated)	11.04%	(804.49)	7.57%	(212.02)	0.00%		7.59%	(212.02)
Siti Prime Uttaranchal Communication Private Limited	0.12%	(8.80)	0.62%	(17.22)	0.00%		0.62%	(17.22)
Siti Sagar Digital Cable Network Private Limited	0.36%	(25.96)	0.20%	(5.61)	0.00%		0.20%	(5.61)
Siti Saistar Digital Media Private Limited	2.74%	(199.79)	2.22%	(62.22)	0.00%		2.23%	(62.22)
Variety Entertainment Private Limited (consolidated)	0.90%	(65.68)	0.88%	(24.69)	0.00%		0.88%	(24.69)
SITI Networks India LLP	0.00%	(0.11)	0.00%	(0.03)	0.00%		0.00%	(0.03)
Minority interest in all subsidiaries	-6.48%	472.14	-10.69%	299.18	0.00%		-10.71%	299.18
Intra-group eliminations	5.84%	(425.50)	-30.84%	863.48	0.00%		-30.91%	863.48
Total	**100%**	**(7,286.33)**	**100%**	**(2,799.84)**	**100%**	**6.14**	**100.00%**	**(2,793.69)**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

For the financial year ended 31 March 2022

Name of the entity	Net assets i.e. total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
SITI Networks Limited	157.31%	(6,513.85)	101.18%	(2,553.16)	24.02%	0.90	101.29%	(2,552.25)
Subsidiaries								
Indian Cable Net Company Limited (consolidated)	-107.91%	4,468.39	-4.79%	120.81	36.64%	1.38	-4.85%	122.19
Central Bombay Cable Network Limited (consolidated)	-0.86%	35.61	0.48%	(12.17)	35.06%	1.32	0.43%	(10.85)
Siticable Broadband South Limited	0.75%	(31.08)	0.26%	(6.51)	0.00%		0.26%	(6.51)
Siti Vision Digital Media Private Limited	6.44%	(266.48)	1.01%	(25.45)	1.54%	0.06	1.01%	(25.39)
Siti Jind Digital Media Communications Private Limited	0.48%	(20.02)	0.54%	(13.65)	0.11%	0.00	0.54%	(13.64)
Siti Jai Maa Durgee Communications Private Limited	1.80%	(74.52)	0.00%	(0.06)	0.00%	-	0.00%	(0.06)
Siti Jony Digital Cable Network Private Limited	0.17%	(7.11)	0.03%	(0.82)	0.00%	-	0.03%	(0.82)
Siti Krishna Digital Media Private Limited	0.33%	(13.68)	0.13%	(3.31)	0.00%	-	0.13%	(3.31)
Siti Faction Digital Private Limited	1.22%	(50.46)	0.34%	(8.60)	0.00%	-	0.34%	(8.60)
Siti Guntur Digital Network Private Limited	-0.37%	15.48	0.01%	(0.33)	0.00%	-	0.01%	(0.33)
Siti Karnal Digital Media Network Private Limited	1.98%	(81.98)	0.79%	(19.81)	0.00%	-	0.79%	(19.81)
Siti Global Private Limited	0.78%	(32.45)	0.41%	(10.45)	0.00%	-	0.41%	(10.45)
Siti Siri Digital Network Private Limited	0.55%	(22.66)	1.98%	(49.96)	2.63%	0.10	1.98%	(49.86)
Siti Broadband Services Private Limited (consolidated)	14.31%	(592.47)	5.35%	(135.01)	0.00%	-	5.36%	(135.01)
Siti Prime Uttaranchal Communication Private Limited	-0.20%	8.42	0.26%	(6.48)	0.00%	-	0.26%	(6.48)
Siti Sagar Digital Cable Network Private Limited	0.49%	(20.35)	0.19%	(4.79)	0.00%	-	0.19%	(4.79)
Siti Saistar Digital Media Private Limited	3.32%	(137.57)	2.28%	(57.61)	0.00%	-	2.29%	(57.61)
Variety Entertainment Private Limited (consolidated)	0.99%	(40.99)	0.74%	(18.64)	0.00%	-	0.74%	(18.64)
SITI Networks India LLP	0.00%	(0.08)	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Minority interest in all subsidiaries	-19.91%	824.31	-1.91%	48.31	0.00%	-	-1.92%	48.31
Intra-group eliminations	38.33%	(1,587.21)	-9.28%	234.27	0.00%	-	-9.30%	234.27
Total	**100.00%**	**(4,140.75)**	**100%**	**(2,523.44)**	**100%**	**3.76**	**100.00%**	**(2,519.68)**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

48. Investment in joint venture and associate

Particulars	31 March 2023			31 March 2022		
	PDMS	WWTSL*	C&S Medianet Private Limited*	PDMS	WWTSL*	C&S Medianet Private Limited*
Summarised balance sheet						
Current assets						
Cash and cash equivalents	5.24	-	7.31	8.07	-	3.41
Other assets	14.06	-	3.82	11.35	-	5.75
Total current assets (A)	**19.30**	**-**	**11.13**	**19.42**	**-**	**9.16**
Non-current assets (B)	**77.48**	**3.36**		**78.82**	**3.36**	
Current liabilities						
Other liabilities	3.31	-	12.22	3.89	-	10.24
Total current liabilities (C)	**3.31**	**-**	**12.22**	**3.89**	**-**	**10.24**
Non-Current liabilities						
Other liabilities	21.43	-	-	21.43	-	-
Total non-current liabilities (D)	**21.43**	**-**	**-**	**21.43**	**-**	**-**
Net assets (A+B-C-D)	**72.03**	**3.36**	**(1.09)**	**72.92**	**3.36**	**(1.08)**
Ownership interest	**50.00%**	**51.00%**	**48.00%**	**50.00%**	**51.00%**	**48.00%**
Carrying amount of interest	**36.02**	**1.71**	**-**	**36.46**	**1.71**	**-**

**The carrying amount of interest has been restricted to ₹ Nil million on account of losses.*

Particulars	31 March 2023			31 March 2022		
	PDMS	WWTSL*	C&S Medianet Private Limited*	PDMS	WWTSL*	C&S Medianet Private Limited*
Summarised statement of profit and loss						
Revenue	50.84	-	-	58.40	-	-
Other income	0.28	-	0.08	0.03	-	0.34
Depreciation and amortisation	4.59	-	-	4.80	-	-
Finance cost		-	-		-	-
Other expenses	50.28	0.20	0.09	57.12	0.06	0.11
Loss from operations	**(3.74)**	**(0.20)**	**(0.02)**	**(3.48)**	**(0.06)**	**0.23**
Tax expense	-	-	-	-	-	-
Loss from operations after tax	**(3.74)**	**(0.20)**	**(0.02)**	**(3.48)**	**(0.06)**	**0.23**
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	**(3.74)**	**(0.20)**	**(0.02)**	**(3.48)**	**(0.06)**	**0.23**
Ownership interest	**50.00%**	**51.00%**	**48.00%**	**50.00%**	**51.00%**	**48.00%**

**The carrying amount of interest has been restricted to ₹ Nil million on account of losses.*

49. Tax Expense

The major components of income tax for the year are as under:

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax related to items recognised directly in the statement of profit and loss		
Current tax - current year	138.85	100.51
Deferred tax charge	(127.69)	(80.70)
Total	**11.16**	**19.81**
Effective tax rate	34.61%	34.61%

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
A reconciliation of the income tax expense applicable to the profit before income tax at statutory rate to the income tax expense at the Group's effective income tax rate for the year ended 31 March 2023 and 31 March 2022 is as follows:		
Loss before tax	(3,143.24)	(2,589.90)
Effective tax rate	34.61%	34.61%
Tax at statutory income tax rate	(1,087.88)	(896.36)
Tax effect on non-deductible expenses	389.19	258.40
Additional allowances for tax purposes	(154.79)	(242.73)
Effect of tax on group companies incurring losses	(753.37)	(827.84)
Effect of tax rate difference of subsidiaries	(35.86)	(7.35)
Other permanent difference	147.12	80.01
Tax expense recognised in the statement of profit and loss	**11.16**	**19.81**

50. The Group predominantly operates in a single business segment of cable distribution in India only. Hence there are no separately reportable business or geographical segments as per Indian Accounting Standard ('Ind AS') 108 on Operating Segments. Further the Holding Company, its subsidiaries, its associates and its joint venture also predominantly operate in a single business segment of cable and broadband distribution in India only. Hence the Group has no separately reportable business or geographical segments as per Ind AS 108. The aforesaid is in line with the way operating results are reviewed and viewed by the chief operating decision maker(s).

51. Pursuant to the applicability of CSR (Corporate Social Responsibility) provisions of the Companies Act, 2013 the Company has made the requisite expenditure towards CSR as per the details below:

Particulars	March 31, 2023	March 31, 2022
a) Amount required to be spent during the year	-	0.04
b) Amount of expenditure incurred	-	0.69
- Excess amount spent brought forward from last year	-	-
c) Shortfall at the end of the year	-	-
d) Amount to be transferred to Fund specified in Schedule VII	-	-
Balance amount to be spent	**-**	**-**

Name of Project	Item from the list of activities in schedule VII to the Act	Local Area and Location of Project	Amount spent for the project	Duration of Project	Mode of Implementation	Mode of Implementation through implementation agency
Matri Mangal Pratisthan (Charitable hospital)	Services to women, children and other socially and economically backward people	Kolkatta	0.69	2021-22	Direct	Not Applicable

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

52. Exceptional items in the consolidated financial statements include the following:

During the year ended 31 March 2023:

a) During the quarter and year ended 31 March 2023, pertains to provision of expected credit loss on old balances, in respect of one subsidiary, amounting to ₹ 19.80 million was booked.

b) During the quarter and year ended 31 March 2023, pertains to old advances written off, in respect of two subsidiaries, amounting to ₹ 60.71 million.

During the year ended 31 March 2022

a) Exceptional items for the year ended 31 March 2022 for ₹ 12.80 million (net of reversal of ₹ 4.42 million in quarter ended 31 March 2022) pertains to the write off of old indirect tax balances not utilised by the company.

b) During the year ended 31 March 2022, in view of prevailing COVID-19 situation and considering other factors, few subsidiary companies management assessed the likelihood of recovery of certain balances from a party and has provided for an amount of ₹ 73.10 million which is doubtful for recovery.

The total impact of a and b above on the consolidated financial results for the year ended 31 March 2022 amounts to ₹ 85.90 million.

53. For the year ended 31 March 2023, the 'Subscription income' included in the 'Revenue from operations' in these financial statements, inter alia, includes the amounts payable to the broadcasters towards their share per Tariff order 2017 in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e Broadcaster's share) has also been presented as an expense in these financial statements. The said amount is ₹ 7,387.76 million for the year ended 31 March 2023 in the consolidated financial statements.

Had these expenses been disclosed on net basis, the 'Revenue from operations' and the 'Pay channel costs' each would have been lower by ₹ 7,387.76 million for the year ended 31 March 2023 in the consolidated financial statements. However, there would not have been any impact on the net loss for the period then ended in the consolidated financial statements.

54. The Group continued to incur losses during the year ended 31 March 2023 and had negative working capital as at 31 March 2023. As at 31 March 2023, there are instances of delays in payments of obligations and borrowings, but in view of the management, the expected revenue growth and improvement in operating margins, and other likely mitigating factors such as continued endeavour to secure additional funds by the Company besides on-going discussions with the lenders for debt restructuring, for which revised debt repayment plans are being submitted to the lenders, and continuous dialogue with its vendors, these consolidated financial statements for the year ended 31 March 2023 continue to be prepared on a going concern basis.

55. As on 31 March 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 is in the process of calculation of 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.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

56. Financials ratios

Sr. No.	Particulars	31 March 2023	31 March 2022	Change
i)	**Current Ratio (A/B)**	**0.27**	**0.26**	**2%**
	Current assets (A)	5,481.28	4,977.94	
	Current liabilities (B)	20,473.70	19,040.71	
ii)	**Debt-equity ratio (A/B)**	**(1.18)**	**(1.98)**	**-40%**
	Total debt (A) [refer note 4 below]	9,163.13	9,814.55	refer note 7 (a)
	Total equity (B)	(7,758.92)	(4,965.22)	
iii)	**Debt-service coverage ratio (A/B)**	**0.15**	**0.18**	**-18%**
	Earnings available for debt services (i.e EBID)- (A) [refer note 6 below]	1,539.74	2,010.90	
	Borrowings including finance cost (B)	10,317.83	11,018.53	
iv)	**Return on equity ratio (A/B)**	**0.41**	**0.53**	**-23%**
	Net loss after tax (A) [refer note 2 below]	(3,154.40)	(2,609.71)	
	Total equity (B)	(7,758.92)	(4,965.22)	
v)	**Inventory turnover ratio (A/B)**	**-**	**0.23**	**-100%**
	Cost of goods sold (A)	-	4.97	refer note 7 (b)
	Average inventory (B)	20.78	21.39	
vi)	**Trade receivables turnover ratio (A/B)**	**5.31**	**5.92**	**-10%**
	Revenue from operations (A)	13,453.49	14,458.53	
	Average trade receivables (B)	2,534.94	2,441.19	
vii)	**Trade payables turnover ratio (A/B)**	**1.65**	**1.79**	**-8%**
	Credit purchases (A) [refer note 5 below]	11,588.32	11,900.84	
	Average trade payables (B)	7,015.65	6,635.42	
viii)	**Net capital turnover ratio (A/B)**	**(1.73)**	**(2.91)**	**-40%**
	Revenue from operations (A)	13,453.49	14,458.53	refer note 7 (c)
	Capital employed or net assets (B) [refer note 3 below]	(7,758.92)	(4,965.22)	
ix)	**Net loss ratio (A/B)**	**(0.23)**	**(0.18)**	**30%**
	Net loss after tax (A) [refer note 2 below]	(3,154.40)	(2,609.71)	refer note 7 (d)
	Revenue from operations (B)	13,453.49	14,458.53	
x)	**Return on capital employed (A/B)**	**0.26**	**0.28**	**-9%**
	Earning before interest but after taxes (A)	(1,999.69)	(1,405.72)	
	Capital employed or net assets (B) [refer note 3 below]	(7,758.92)	(4,965.22)	
xi)	**Return on investment (A/B)**	**0.41**	**0.53**	**-23%**
	Net loss after tax (A)	(3,154.40)	(2,609.71)	
	Capital employed or net assets (B) [refer note 3 below]	(7,758.92)	(4,965.22)	

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

Notes:

1 Ratios relating to balance sheet items have been presented as at 31 March 2023 and 31 March 2022. Whereas, ratios relating to items of statement of profit and loss account has been presented for financial year ended 31 March 2023 and 31 March 2022.

2 Net loss after tax excludes other comprehensive income

3 Net assets is the total of equity share capital and other equity.

4 Total debt comprise of borrowings from external lenders.

5 Credit purchases comprise of purchases during the year, pay channel costs & other expenses

6 Earnings available for debt services comprise of earning before interest and depreciation.

7 Reason for change by more than 25%

a) Declined due to higher accumulated losses due to current year loss due to which total equity has declined whereas there is no major movement in total debt.

b) Decrease due to no sales in comparison to previous year

c) Decrease due to lower revenue and higher accumulated losses in comparison to previous year

d) Decrease due to lower revenue and higher accumulated losses in comparison to previous year

57. Trade payable ageing schedule

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	6.82	28.47	36.90	263.24	4.14	339.57
ii) Others	1,312.54	121.15	2,007.30	839.75	170.36	2,401.46	6,852.56
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	0.88	0.88	0.78	1.67	4.21
Total	**1,312.54**	**127.97**	**2,036.65**	**877.53**	**434.38**	**2,407.27**	**7,196.34**

As at March 31, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	6.23	68.71	87.53	132.15	40.19	334.81
ii) Others	1,344.92	228.88	1,528.97	612.90	431.72	2,347.21	6,494.60
iii) Dispute dues - MSME	-	-	-	-	-	-	-
iv) Dispute dues - Others	-	-	0.88	0.80	0.80	3.07	5.55
Total	**1,344.92**	**235.11**	**1,598.56**	**701.23**	**564.67**	**2,390.47**	**6,834.96**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

58. Trade receivable ageing schedule

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	269.39	807.75	407.46	127.40	15.64	543.12	2,170.76
(ii) Significant increase in credit risk	-	-	-	-	34.82	17.88	292.81	345.51
(iii) Credit impaired	-	-	14.61	17.03	259.64	130.91	2,718.08	3,140.27
Disputed								
(iv) Considered good	-	-	-	-	-	-	-	-
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-	-
Unbilled	280.46	-	-	-	-	-	-	280.46
Total	**280.46**	**269.39**	**822.36**	**424.49**	**421.86**	**164.43**	**3,554.01**	**5,937.00**

As at March 31, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed								
(i) Considered good	-	574.82	493.72	355.41	167.17	48.16	583.21	2,222.49
(ii) Significant increase in credit risk	-	-	-	-	8.38	21.50	202.12	232.00
(iii) Credit impaired	-	-	13.94	25.82	3.29	143.79	3,070.39	3,257.23
Disputed								
(iv) Considered good	-	-	44.20	54.91	-	-	-	99.11
(v) Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	0.34	0.34
Unbilled	256.87	-	-	-	-	-	-	256.87
Total	**256.87**	**574.82**	**551.86**	**436.14**	**178.84**	**213.45**	**3,856.06**	**6,068.04**

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

59. No dividend was paid during the current year as well as in preceding financial year by Holding Company and its subsidiaries. Further no dividend is proposed for the current financial year.

60. The Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity has received presidential assent on 28 September 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Group will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

61. (a) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Group has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

62. There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account by the Group.

63. Housing Development Finance Corporation Limited ('HDFCL') had filed an application against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal ('NCLT'), Mumbai for initiation of Corporate Insolvency Resolution Process ('CIRP') on account of default in repayment of borrowings taken from bank amounting to ₹ 2,960.60 million. Later on, HDFCL assigned the said loan to Assets Care & Reconstruction Enterprise Limited ('ACREL') and ACREL assigned the same to Assets Reconstruction Company (India) Limited. The petition filed by HDFCL became infructuous and was dismissed by NCLT vide its order dated 6 March 2023 as the Company was undergoing CIRP vide order dated 22 February 2023 bearing CP No. 690 of 2022 before Court No. 3.

Simultaneously, IndusInd Bank Limited has filed an application against the Company under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Mumbai for initiation of CIRP on the ground that the Company has defaulted in making repayment of ₹ 1,488.29 million. Vide order dated 22 February 2023, NCLT, Mumbai had ordered for initiation of CIRP against Company and appointed an Insolvency Resolution Professional. Subsequently, the order was challenged by the suspended Director of the Company. National Company Law Appellate Tribunal ('NCLAT') vide its interim order dated 07 March 2023 stayed the initiation of the CIRP against Company. Further, Director filed a contempt application before NCLAT in relation to the hassles being faced by Company on account of non-cooperation from banks. NCLAT has admitted the contempt application. The main petition in appeal and the contempt application are listed for final arguments on 31 May 2023.

Furthermore, Zee Entertainment Enterprises Limited ('ZEEL') vide its letter dated 24 April 2023, informed the Company that it has mutually agreed with certain lenders of the Company to settle some of the Company's outstanding loans in which ZEEL has provided Debt Service Reserve Account ('DSRA guarantee'). Further, vide letter dated 23 May 2023, ZEEL has intimated Company that part payments have been made by ZEEL in March 2023 on account of above settlement. On completion of entire payment, ZEEL will step into the shoes of the lenders of the Company as per the applicable laws.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

64. 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. Written statement has been filed by the Company against which rejoinder has been filed by IndusInd Bank Limited and matter is pending for arguments on admission on the next date of hearing which is yet to be communicated by DRT.

Further, IDBI Bank Limited has filed application under Recovery of Debt and Bankruptcy Act 1993 against the Company before Debt Recovery Tribunal, Lucknow for recovery of its outstanding loans of ₹ 1,639.22 million on 28 November 2022. Written statement has been filed by the Company against which rejoinder is pending to be filed by IDBI Bank Limited. The next date of hearing is 03 July 2023.

65. The Group does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

66. Holding Company has borrowing from banks and financials institutions (FIs) secured by current assets as mentioned in note 45. These borrowings are declared as non-performing assets (NPAs) by the respective banks and FIs. Due to this, Holding Company is under discussion with the banks for re-structuring of its loans. As a result, Company has not been filing any quarterly returns or statements of current assets with the banks or FIs. Whereas, there are no requirement of such quarterly returns or statements in case of subsidiary companies,

67. 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 million with The Registrar, TDSAT, New Delhi. The next date of hearing is 10 August 2023 for further proceedings.

68. Aditya Birla Finance Limited ('ABFL') had filed two petitions against the Company before the Delhi High Court. The first petition pertains to the arbitration to adjudicate dispute arising out of terms of the loan agreement and the second petition for interim protection against assets of the Company. Delhi High Court vide its interim order dated December 23, 2021, has restrained the Company from making any payment to its related parties and said interim order is presently operative. Further, the company in compliance with the order dated March 28, 2022, passed by Delhi High Court, has deposited an amount of ₹ 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 next date of arbitration proceedings is yet to be communicated by the Arbitrator.

69. There is a commercial building appearing in the capital work-in-progress amounting to ₹ 93.88 million as on 31 March 2023 (previous year: 93.88 million), the title deed of the property is yet to be transferred in the name of the Holding Company, however the Holding Company has already taken possession of the same. The same was received by the Holding Company during the year as a consideration against the amount receivable from a customer.

70. There are no proceeding that has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

71. The Group is not declared willful defaulter by any bank or financial Institution or other lender.

72. The Group has not traded or invested in crypto currency or virtual currency during the year.

73. A lender and a shareholder 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 repayment of ₹ 20.50 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing which is yet to be communicated.

Summary of significant accounting policies and other explanatory information

for the year ended March 31, 2023

(All amounts in ₹ million, unless stated otherwise)

74. 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 the Company has defaulted in making repayment of ₹ 50.60 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing on 12 June 2023.

75. Aditya Birla Finance Limited has filed an application against one of the subsidiary, SITI Broadband Services 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 repayment of ₹ 47.80 million. The petition is pending for order with the principal bench of NCLT, Delhi on the next date of hearing on 05 June 2023.

76. Previous period figures have been re-grouped / reclassified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013 effective from 01 April 2021.

77. The consolidated financial statements were approved for issue by the board of directors on 30 May 2023.

78. Post reporting date events

As disclosed in note 63, Zee Entertainment Enterprises Limited ('ZEEL') vide its letter dated 24 April 2023, informed the Company that it has mutually agreed with certain lenders of the Company to settle some of the Company's outstanding loans in which ZEEL has provided Debt Service Reserve Account ('DSRA guarantee'). Further, vide letter dated 23 May 2023, ZEEL has intimated Company that part payments have been made by ZEEL in March 2023 on account of above settlement. On completion of entire payment, ZEEL will step into the shoes of the lenders of the Company as per the applicable laws.

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

Ankit Marwaha
Partner
Membership No.: 518749

Place : Noida
Date : May 30, 2023

For and on behalf of the Board of Directors of
SITI Networks Limited

Suresh Arora
Whole Time Director
DIN: 00299232

Amitabh Kumar
Non-Executive Director
DIN: 00222260

Yogesh Sharma
Chief Executive Officer

Suresh Kumar
Company Secretary
Membership No: ACS 14390

Place : Noida
Date : May 30, 2023

Vikram Singh Panwar
Chief Financial Officer

SITI NETWORKS LIMITED

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