

SITI Networks Limited

UG Floor, FC-19 & 20, Sector-16 A, Film City,
Noida, Uttar Pradesh-201301, India

Tel: +91-120-4526700

Website : www.sitinetworks.com

May 30, 2023

To,

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

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

Kind Attn. : Corporate Relationship Department

Dear Sir,

Subject : Proceedings of the Board Meeting held on May 30, 2023

Pursuant to applicable Regulations of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") including Regulation 30, this is to inform you that the Board of Directors of the Company at their meeting held today i.e. on May 30, 2023, (which commenced at 05:23 p.m. and concluded at 06:30 p.m.) has, *inter-alia*,

- (A) Approved the Audited Financial Statements of the Company, on standalone and consolidated basis, for:
- the fourth quarter and financial year ended on March 31, 2023, in the format prescribed under Regulation 33 of the SEBI Listing Regulations.
 - the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, and the Profit & Loss Account for the financial year ended on that date.

We would like to state that M/s DNS & Associates, Statutory Auditors, have issued Audit Report with modified opinion on the Standalone and Consolidated Audited Financial Statements for the quarter and financial year ended March 31, 2023.

- (B) Approved convening of the 17th Annual General Meeting ('AGM') of the Equity Shareholders of the Company on Friday, September 29, 2023, and approved Notice thereof.

In respect of the above, we hereby enclose the following:

1. Audited Financial Results for the 4th quarter and financial year ended March 31, 2023, as per Regulation 33 of the SEBI Listing Regulations along with the reports thereon issued by the Statutory Auditor on the Standalone and Consolidated Results;
2. A statement pursuant to the Regulation 33(3)(d) of the SEBI Listing Regulations, on impact of Audit Qualifications (in respect of modified opinion on Standalone and Consolidated Audited Financial Results) is enclosed herewith as per prescribed Annexure-I.

You are requested to kindly take the above on record.

Thanking you

Yours truly

For Siti Networks Limited


Suresh Kumar

Company Secretary and Compliance Officer
Membership No. ACS 14390



ANNEXURE – I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023
[See Regulation 33/52 of the SEBI (LODR) Regulations, 2015] Standalone

I.	Sl. No.	Particulars	Audited Figures (Rs. in million) (as reported before adjusting for qualifications)	Audited Figures (Rs. in million) (as reported after adjusting for qualifications)
	1	Turnover / Total income	5,508.09	2,223.55
	2	Total Expenditure including exceptional items	8,496.92	5,212.38
	3	Net Profit / (Loss) after tax	(2,986.64)	(2,986.64)
	4	Earnings Per Share (Rs.)	(3.43)	(3.43)
	5	Total Assets	8,252.95	8,252.95
	6	Total Liabilities	17,740.44	17,740.44
	7	Net Worth	(9,487.49)	(9,487.49)
	8	Pay channel, carriage sharing and related costs	3,284.54	-

II. Audit Qualification (each audit qualification separately):

(a) Details of Audit Qualification:

The Company's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by Rs. 795.30 million and Rs. 3,284.54 million for the quarter and year ended 31 March 2023 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2023.

Our conclusion on the standalone financial result for the quarter and nine-month ended period ended 31 December 2022 was also qualified with respect to this matter.

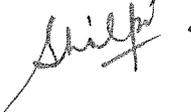
(b) Type of Audit Qualification:	Qualified Opinion
(c) Frequency of qualification:	Qualification was also present in previous year
(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As per our interpretation and cable Industry practices of recognising revenue under Ind AS 115, we have appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the quarter and year ended March 31, 2023.	
(e) For Audit Qualification(s) where the impact is not quantified by the auditor:	
(i) Management's estimation on the impact of audit qualification:	Not applicable
(ii) If management is unable to estimate the impact, reasons for the same:	Not applicable
(iii) Auditors' Comment on (i) or (ii) above:	Not applicable

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III.	<p><u>Audit Qualification (each audit qualification separately):</u></p> <p>(b) Details of 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 & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.</p>	
	(a) Type of Audit Qualification:	Qualified Opinion
	(b) Frequency of qualification:	Qualification added in current year.
	<p>(c) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: 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 institution with the company and in accordance with the requirement of Ind AS 109, Financial Instrument.</p>	
	<p>For Audit Qualification(s) where the impact is not quantified by the auditor:</p>	
	(a) Management's estimation on the impact of audit qualification: Not applicable	
	(b) If management is unable to estimate the impact, reasons for the same: Not applicable	
	(c) Auditors' Comment on (i) or (ii) above: Not applicable	
IV.	Signatories:	
	<p>Yogesh Sharma Chief Executive Office Noida, May 30, 2023</p>	
	<p>Vikram Panwar Chief Financial Officer Noida, May 30, 2023</p>	
	<p>Shilpi Asthana Chairman of Audit Committee Noida, May 30, 2023</p>	
	<p>Statutory Auditors For DNS & Associates Firm Registration No. 006956C</p> <p>Ankit Marwaha Partner Membership No. 518749 Noida, May 30, 2023.</p>	

ANNEXURE – I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - Consolidated)

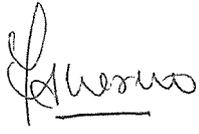
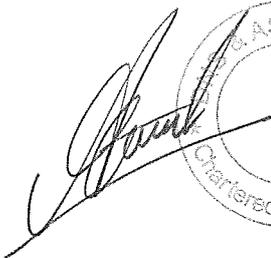
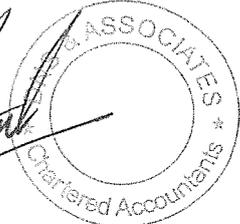
Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023
[See Regulation 33 of the SEBI (LODR) Regulations, 2015]

I.	Sl. No.	Particulars	Audited Figures (Rs. in million) (as reported before adjusting for qualifications)	Audited Figures (Rs. in million) (as reported after adjusting for qualifications)
	1	Turnover / Total income	13,800.33	6,412.57
	2	Total Expenditure	16,859.09	9,471.33
	3	Net Profit / (Loss) after tax	(3,154.40)	(3,154.40)
	4	Earnings Per Share (Rs.)	(3.62)	(3.62)
	5	Total Assets	14,106.70	14,106.70
	6	Total Liabilities	21,393.03	21,393.03
	7	Net Worth	(7,758.92)	(7,758.92)
	8	Pay channel, carriage sharing and related costs	7,387.76	
II.	<p>(a) Audit Qualification:</p> <p>(b) Details of 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 Rs. 1,838.34 million and Rs. 7,387.76 million for the quarter and year ended 31 March 2023 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2023. Our conclusion on the consolidated financial results for the quarter and nine-month ended period ended 31 December 2022 was also qualified with respect to this matter.</p>			
	(c) Type of Audit Qualification:	Qualified Opinion		
	(d) Frequency of qualification:	Qualification was also present in previous year		
	(e) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	As per our interpretation and cable Industry practices of recognising revenue under Ind AS 115, we have appropriately shown gross revenue and content cost separately. Further, there is no impact on the net loss for the quarter and year ended March 31, 2023.		
	(f) For Audit Qualification(s) where the impact is not quantified by the auditor:	Not applicable		
		(i) Management's estimation on the impact of audit qualification: Not applicable		
		(ii) If management is unable to estimate the impact, reasons for the same: Not applicable		
		(iii) Auditors' Comment on (i) or (ii) above: Not applicable		

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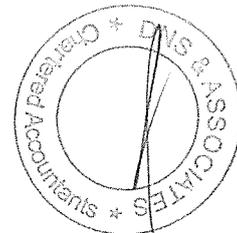
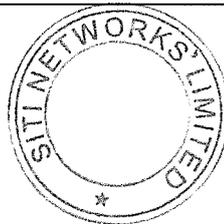
	(a) <u>Audit Qualification:</u>	
	(b) Details of Audit Qualification: The Holding Company and some of its subsidiaries has defaulted in repayment of bank loans and accounts have been classified as Non-Performing Assets (NPA) by the lenders under the Consortium. The Holding Company and some of its subsidiaries 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 & financial institutions with the Company and in accordance with the requirements of Ind AS 109, Financial Instruments.	
	(c) Type of Audit Qualification:	Qualified Opinion
	(d) Frequency of qualification:	Qualification added in current year
	(e) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: 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 institution with the company and in accordance with the requirement of Ind AS 109, Financial Instrument.	
	For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable	
	(i) Management's estimation on the impact of audit qualification: Not applicable	
	(ii) If management is unable to estimate the impact, reasons for the same: Not applicable	
	(iii) Auditors' Comment on (i) or (ii) above: Not applicable	
III.	Signatories :	
	Yogesh Sharma Chief Executive Officer Noida, May 30, 2023	
	Vikram Panwar Chief Financial Officer Noida, May 30, 2023	
	Shilpi Asthana Chairman of Audit Committee Noida, May 30, 2023	
	Statutory Auditors For DNS & Associates Chartered Accountants Firm Registration No.: 006956C Ankit Marwaha Partner Membership No. 518749 Noida, May 30, 2023	 



Consolidated Statement of Assets and Liabilities		(₹ in million)	
Particulars	Consolidated		
	As at 31 March 2023 (Audited)	As at 31 March 2022 (Audited)	
A. Assets			
1. Non-current assets			
(a) Property, plant and equipment	5,560.61	7,777.24	
(b) Capital work-in-progress	607.57	860.74	
(c) Investment property	688.95	700.88	
(d) Goodwill	491.74	491.74	
(e) Other intangible assets	577.18	1,099.19	
(f) Intangible assets under development	1.16	4.28	
(g) Investments in joint ventures and associates	22.38	26.35	
(h) Financial assets			
(i) Investments	-	-	
(ii) Other financial assets	201.07	238.34	
(i) Deferred tax assets (net)	320.56	199.05	
(j) Income tax assets	-	-	
(k) Other non-current assets	154.20	178.87	
Total non-current assets	8,625.42	11,576.68	
2. Current assets			
(a) Inventories	19.58	21.98	
(b) Financial assets			
(i) Trade receivables	2,516.27	2,553.60	
(ii) Investments	-	114.87	
(iii) Cash and cash equivalents	1,028.31	616.51	
(iv) Bank balances other than (iii) above	798.21	308.60	
(v) Other financial assets	406.94	391.31	
(c) Income tax assets (net)	123.13	300.79	
(d) Other current assets	588.84	670.28	
Total current assets	5,481.28	4,977.94	
Total assets	14,106.70	16,554.62	
B. Equity and liabilities			
Equity			
(a) Equity share capital	872.67	872.67	
(b) Other equity	(8,631.59)	(5,837.89)	
(c) Non-controlling interests	472.59	824.48	
Sub-total of equity	(7,286.33)	(4,140.74)	
Liabilities			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	127.93	901.91	
(ii) Lease Liabilities	14.85	9.89	
(iii) Other financial liabilities	502.66	499.40	
(b) Provisions	151.80	167.00	
(c) Deferred tax liabilities (net)	3.47	9.64	
(d) Other non-current liabilities	118.62	71.55	
Total non-current liabilities	919.33	1,659.39	
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	9,035.20	8,912.63	
(ii) Lease Liabilities	13.81	10.28	
(iii) Trade payables			
-Total outstanding dues of micro enterprises and small enterprises	339.57	334.81	
-Total outstanding dues of creditors other than micro enterprises and small enterprises	6,856.77	6,500.15	
(iv) Other financial liabilities	3,285.92	2,383.45	
(b) Other current liabilities	930.91	883.84	
(c) Provisions	11.52	10.81	
Total current liabilities	20,473.70	19,035.97	
Total equity and liabilities	14,106.70	16,554.62	

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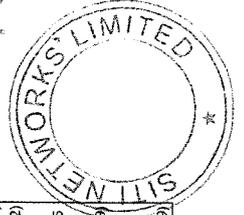
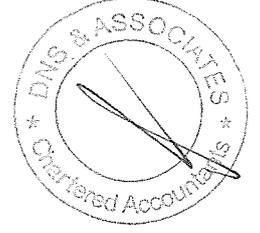


Statement of consolidated audited financial results for the quarter and year ended 31 March 2023

Particulars	₹ in million except per share data			
	Quarter ended 31 March 2023 (Audited)	Quarter ended 31 December 2022 (Unaudited)	Quarter ended 31 March 2022 (Audited)	Year ended 31 March 2023 (Audited)
I Revenue from operations	3,375.47	3,354.59	3,595.90	13,453.49
II Other income	129.04	101.97	43.32	150.17
III Total revenue (I+II)	3,504.51	3,456.56	3,639.22	13,603.66
IV Expenses				4.97
Purchases of stock-in-trade	-	1,892.68	1,78	7,387.76
Pay channel costs	1,838.34	163.64	172.46	696.95
Employee benefits expense	177.60	284.43	290.23	1,154.71
Finance costs	280.47	752.01	925.70	3,443.79
Depreciation and amortisation expenses	1,123.04	1,026.38	1,193.53	4,200.56
Other expenses	1,026.38	4,445.83	4,389.63	17,108.87
Total expenses (IV)	4,445.83	4,445.83	4,389.63	17,108.87
V Loss for the period before tax and share of loss in associates and joint ventures and exceptional items (III-IV)	(941.32)	(678.93)	(750.41)	(2,500.17)
VI Share of (loss)/profit of associates and joint ventures	(1.73)	(1.12)	(0.74)	(3.83)
VII Loss before exceptional items and tax (V+VI)	(943.05)	(680.05)	(751.15)	(2,504.00)
VIII Exceptional items	80.51	-	68.68	85.90
IX Loss before tax (VII-VIII)	(1,023.56)	(680.05)	(819.83)	(2,589.90)
(1) Current tax	33.60	33.27	1.98	100.51
(2) Deferred tax	(47.34)	(23.42)	(30.08)	(80.70)
X Total tax expense (1+2)	(13.74)	9.85	(28.10)	19.81
XI Loss for the period (IX-X)	(1,009.82)	(689.90)	(791.73)	(2,609.71)
XII Other comprehensive income: Items that will not be reclassified to profit or loss Income tax relating to items that will not be reclassified to profit or loss	6.39	0.80	7.86	5.52
Total comprehensive loss for the period	(1,003.43)	(689.10)	(783.87)	(2,604.19)
Net loss attributable to:				
A Owners of the parent	(765.04)	(644.59)	(749.41)	(2,523.44)
B Non-controlling interest	(244.78)	(45.31)	(42.32)	(86.27)
Other comprehensive loss attributable to:				
A Owners of the parent	4.43	0.57	6.75	3.76
B Non-controlling interest	1.96	0.23	1.11	1.75
Total comprehensive loss attributable to:				
A Owners of the parent	(760.61)	(644.02)	(742.66)	(2,519.68)
B Non-controlling interest	(242.82)	(45.08)	(41.21)	(84.52)
XIII Paid-up equity share capital (Face value ₹ 1/- per share)	872.05	872.05	872.05	872.05
XIV Other equity	(1.16)	(0.79)	(0.91)	(2.99)
XV Loss per equity share (of ₹ 1/- each) -Basic and diluted				

See accompanying notes to the financial results

Suresh Kulkarni

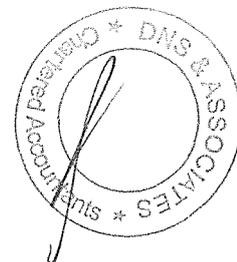
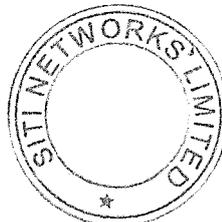


**SITI NETWORKS LIMITED**

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



Consolidated Cash Flow Statement		(₹ in million)	
	Year ended 31 March 2023 (Audited)	Year ended 31 March 2022 (Audited)	
A. CASH FLOWS 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 loss	(0.92)	(0.76)	
Expected credit losses on trade receivables	165.70	67.77	
Exceptional items	80.51	85.90	
Operating profit before working capital changes	1,330.18	2,006.46	
Adjustments for movement in:			
Trade receivables	(156.74)	(512.94)	
Other financial assets	(16.59)	(3.39)	
Other current and non-current assets	22.44	54.18	
Inventories	2.39	(1.18)	
Other financial liabilities	(69.00)	(241.81)	
Provisions	(5.70)	39.62	
Other current and non-current liabilities	94.14	41.52	
Trade payables	571.51	445.22	
Cash generated from operations	1,772.63	1,827.68	
Income taxes (paid)	38.81	7.48	
Net cash flows generated 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	7.26	5.52	
Proceeds from sale/purchase of investments (non-current, financial assets)	114.87	(114.87)	
Interest received on bank deposits	113.20	24.36	
Sale of investment (current and non-current, financial assets)	-	100.00	
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)	
Payment of 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 in cash and cash equivalents	411.80	(497.52)	
Cash and cash equivalents at the beginning of the period	616.51	1,114.03	
Cash and cash equivalents at the end of the period	1,028.31	616.51	
Notes :			
a. Cash and cash equivalents include:			
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 original 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".			

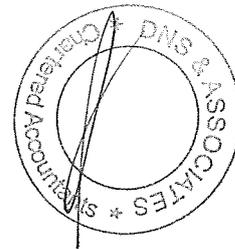


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Standalone Statement of Assets and Liabilities			(₹ in million)
Particulars	Standalone		
	As at 31 March 2023 (Audited)	As at 31 March 2022 (Audited)	
A. Assets			
1. Non-current assets			
(a) Property, plant and equipment	1,994.43	3,358.25	
(b) Capital work-in-progress	222.27	265.20	
(c) Other intangible assets	311.64	626.32	
(d) Intangible assets under development	1.16	4.28	
(e) Financial assets			
(i) Investments	3,156.59	3,502.79	
(ii) Other financial assets	88.47	150.81	
(f) Income tax assets	-	-	
(g) Other non-current assets	81.37	98.88	
Total non-current assets	5,855.93	8,006.53	
2. Current assets			
(a) Inventories	6.70	6.41	
(b) Financial assets			
(i) Trade receivables	1,295.74	2,022.12	
(ii) Cash and cash equivalents	328.47	97.34	
(iii) Bank balances other than (ii) above	379.80	-	
(iv) Other financial assets	165.20	217.48	
(c) Income tax assets	76.93	176.02	
(d) Other current assets	144.18	206.58	
Total current assets	2,397.02	2,725.95	
Total assets	8,252.95	10,732.48	
B. Equity and liabilities			
Equity			
(a) Equity share capital	872.67	872.67	
(b) Other equity	(10,360.16)	(7,373.51)	
Total equity	(9,487.49)	(6,500.84)	
Liabilities			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	112.51	855.23	
(ii) Lease Liabilities	4.95	8.01	
(iii) Other financial liabilities	4.33	14.49	
(b) Provisions	31.05	43.31	
Total non-current liabilities	152.84	921.04	
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	8,713.25	8,251.46	
(ii) Lease Liabilities	4.12	5.24	
(iii) Trade payables			
-Total outstanding dues of micro enterprises and small enterprises	331.88	332.37	
-Total outstanding dues of creditors other than micro enterprises and small enterprises	4,738.68	4,660.25	
(iv) Other financial liabilities	3,429.14	2,703.34	
(b) Other current liabilities	368.45	356.40	
(c) Provisions	2.08	3.22	
Total current liabilities	17,587.60	16,312.28	
Total equity and liabilities	8,252.95	10,732.48	



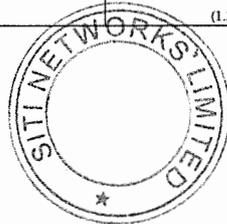
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Statement of standalone audited financial results for the quarter and year ended 31 March 2023					(` in million except per share data)	
Particulars	Quarter ended 31 March 2023	Quarter ended 31 December 2022	Quarter ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	
I Revenue from operations	1,349.74	1,290.09	1,554.67	5,311.51	6,144.29	
II Other income	44.78	72.13	(0.00)	196.58	34.22	
III Total revenue (I+II)	1,394.52	1,362.22	1,554.67	5,508.09	6,178.51	
IV Expenses						
Purchases of stock-in-trade	2.56	1.09	8.06	10.08	15.70	
Pay channel costs	795.30	858.74	844.15	3,284.54	3,369.65	
Employee benefits expense	60.78	64.42	78.61	260.76	342.09	
Finance costs	256.89	261.33	260.52	1,063.03	1,085.75	
Depreciation and amortisation expenses	642.19	399.07	563.00	1,890.32	1,849.88	
Other expenses	340.34	425.75	438.70	1,641.99	1,830.63	
Total expenses (IV)	2,098.06	2,010.40	2,193.04	8,150.72	8,493.70	
V Loss before exceptional items and tax (III-IV)	(703.54)	(648.18)	(638.37)	(2,642.63)	(2,315.19)	
VI Exceptional items	346.20	-	145.74	346.20	237.96	
VII Loss before tax (V-VI)	(1,049.74)	(648.18)	(784.11)	(2,988.83)	(2,553.15)	
Tax expense						
(1) Current tax	-	-	-	-	-	
(2) Deferred tax	-	-	-	-	-	
VIII Total tax expense (1+2)	-	-	-	-	-	
IX Loss for the period (VII-VIII)	(1,049.74)	(648.18)	(784.11)	(2,988.83)	(2,553.15)	
X Other comprehensive income:						
Items that will not be reclassified to profit or loss	1.51	0.23	4.62	2.19	0.90	
XI Total comprehensive loss (IX+X)	(1,048.23)	(647.95)	(779.49)	(2,986.64)	(2,552.25)	
XII Paid-up equity share capital (Face value ₹ 1/- per share)	872.05	872.05	872.05	872.05	872.05	
XIII Other equity				(10,360.16)	(7,373.51)	
XIV Loss per equity share (of ₹ 1/- each)						
- Basic and diluted	(1.20)	(0.74)	(0.90)	(3.43)	(2.93)	

See accompanying notes to the financial results.



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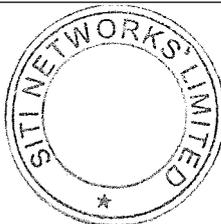


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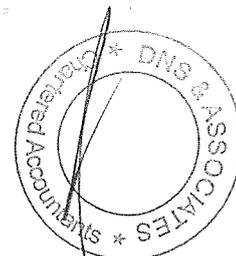
Standalone Cash Flow Statement	(₹ in million)	
	Year ended 31 March 2023 (Audited)	Year ended 31 March 2022 (Audited)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(2,988.83)	(2,553.15)
Adjustment for:		
Depreciation and amortisation expense	1,890.32	1,849.88
Interest income	(39.29)	(3.29)
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 (net)	(0.07)	(0.76)
Expected credit losses on trade receivables	148.80	45.00
Impairment of financial assets	-	-
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 (paid)/refund (net)	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		
Proceeds from borrowings (current, financial liabilities) (net)	-	60.85
Repayment of borrowings (non-current, financial liabilities)	(280.93)	-
Payment of lease liabilities	(5.52)	1.44
Interest 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 period	97.34	37.48
Cash and cash equivalents at the end of the period	328.47	97.34
Notes:		
a. Cash and cash equivalents include:		
Cash on hand	1.72	1.12
Balances with banks on current accounts	298.44	87.00
Cheques on hand	28.31	9.22
	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".



Suresh Kulkarni

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Notes:-

- 1 SITI Networks Limited ('the Company' or 'the Holding Company'), its subsidiaries (collectively referred to as 'the Group'), its associates and joint ventures predominantly operate in a single business segment of cable and broadband distribution only in India. The aforesaid is in line with the way operating results are reviewed and viewed by the chief operating decision maker(s) and hence, there are no additional disclosures required to be furnished in terms of Indian Accounting Standard 108 - Operating Segments.
- 2 The standalone and consolidated financial results for the quarter and year ended 31 March 2023 have been reviewed by the Audit Committee and approved by the Company's Board of Directors in their respective meetings held on 30 May 2023. The statutory auditors of the Company have expressed a modified audit opinion on these results.
- 3 The above results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and as per the presentation requirements of SEBI Circular CIR/CFD/FAC/62/2016 dated 05 July 2016 and other accounting principles generally accepted in India.
- 4 Figures for the standalone and consolidated financial results for the quarter ended 31 March 2023 and 31 March 2022 are the balancing audited figures of the full financial year and the published year to date figures upto the third quarter of the year ended 31 March 2023 and 31 March 2022 respectively which were subjected to limited review by the statutory auditors of the Company.
- 5 The Company/the Group continued to incur losses during the quarter and year ended 31 March 2023 and had negative working capital as at 31 March 2023. The Company/the Group also has negative net worth 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 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/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. 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/ consolidated financial results for the year ended 31 March 2023 continue to be prepared on a going concern basis in view of the above.
- 6 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.
- 7 Exceptional items in the standalone financial results include the following:

- a) During the quarter and year ended 31 March 2023, diminution in the value of investments in subsidiaries amounting to ₹ 346.20 million was booked.
- b) During the year ended 31 March 2022 for ₹ 12.81 million (net of reversal of ₹ 4.41 million in quarter ended 31 March 2022) pertains to the write off of old indirect tax balances.
- c) During the quarter ended 31 March 2022 and year ended 31 March 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 ₹ 133.33 million and ₹ 208.32 million respectively which is doubtful for recovery.
- d) During the quarter and year ended 31 March 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 7 (a), (b), (c) and (d) above on the standalone financial results for the quarter ended 31 March 2023, quarter ended 31 March 2022, year ended 31 March 2023 and year ended 31 March 2022 amounts to ₹ 346.20 million, ₹ 145.74 million, ₹ 346.20 million and ₹ 237.96 million respectively.

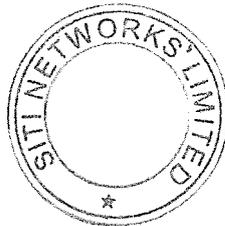
- 8 Exceptional items in the consolidated financial results include the following:

- 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.
- c) During the year ended 31 March 2022 for ₹ 12.81 million (net of reversal of ₹ 4.41 million in quarter ended 31 March 2022) pertains to the write off of old indirect tax balances not utilised by the company.
- c) During the quarter ended 31 March 2022 and year ended 31 March 2022, in view of prevailing COVID-19 situation and considering other factors, management assessed the likelihood of recovery of certain balances from a party and has provided for an amount of ₹ 73.09 million and ₹ 73.09 million respectively which is doubtful for recovery.

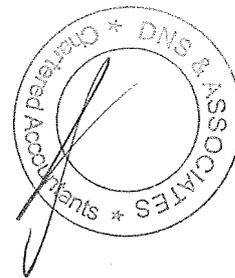
The total impact of 8 (a), (b) and (c) above on the consolidated financial results for the quarter ended 31 March 2023, quarter ended 31 March 2022, year ended 31 March 2023 and year ended 31 March 2022 amounts to ₹ 80.51 million, ₹ 68.68 million, ₹ 80.51 million and ₹ 85.90 million respectively.

- 9 For the quarter and year ended 31 March 2023, for quarter and year ended 31 March 2022 and for quarter ended 31 December 2022, the 'subscription income' included in the 'Revenue from Operations' in these financial results, inter alia, includes the amounts payable to the broadcasters towards their share in relation to the pay channels subscribed by the customers. The aforementioned corresponding amounts (i.e. the broadcasters' share) has also been presented as an expense in these financial results. The said amounts are ₹ 795.30 million, ₹ 3,284.54 million, ₹ 844.15 million, ₹ 3,369.65 million and ₹ 858.74 million for the quarter and year ended 31 March 2023, for quarter and year ended 31 March 2022 and for quarter ended 31 December 2022 respectively in the standalone financial results and ₹ 1,838.34 million, ₹ 7,387.76 million, ₹ 1,805.93 million, ₹ 7,529.25 million and ₹ 1,892.68 million for quarter and year ended 31 March 2023, for quarter and year ended 31 March 2022 and for quarter ended 31 December 2022 respectively in the consolidated financial results respectively.

Had these expenses been disclosed on net basis, the 'Revenue from Operations' and the 'Pay channel costs' each would have been lower by ₹ 795.30 million, ₹ 3,284.54 million, ₹ 844.15 million, ₹ 3,369.65 million and ₹ 858.74 million for the quarter and year ended 31 March 2023, for quarter and year ended 31 March 2022 and for quarter ended 31 December 2022 respectively in the standalone financial results and ₹ 1,838.34 million, ₹ 7,387.76 million, ₹ 1,805.93 million, ₹ 7,529.25 million and ₹ 1,892.68 million for quarter and year ended 31 March 2023, for quarter and year ended 31 March 2022 and for quarter ended 31 December 2022 respectively in the consolidated financial results respectively, though there would have been no impact on the net loss for the quarter and period then ended.



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10 (a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) 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.

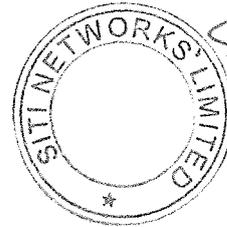
(f) Aditya Birla Finance Limited has filed an application against one of the subsidiary, SITI Jind Digital Media Communications Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that the Company has defaulted in making 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.

(g) 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.

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



For and on behalf of the Board of Directors of
SITI Networks Limited



Suresh Arora
Suresh Arora
Whole Time Director

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Independent Auditor's Report on Standalone Audited Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of SITI Networks Limited

Report on the audit of the standalone Financial Results

Qualified Opinion

1. We have audited the accompanying statement of quarterly and year to date standalone annual financial results ('the Statement') of SITI Networks Limited ('the Company') for the quarter and year ended 31 March 2023, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (ii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the standalone net loss after tax and other comprehensive income and other financial information of the Company for the quarter and year ended 31 March 2023 except for the effects of the matter described in paragraph 3 below.

Basis for Qualified Opinion

3. As described in note 6 to the accompanying Statement, 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 6 to the Statement, we are unable to comment upon the impact of such non-compliance on the financial information for the quarter and year ended 31 March 2023.

As described in note 9 to the accompanying Statement, the Company's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management



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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 31 March 2023 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2023.

Our conclusion on the standalone financial result for the quarter and nine-month ended 31 December 2022 was also qualified with respect to this matter.

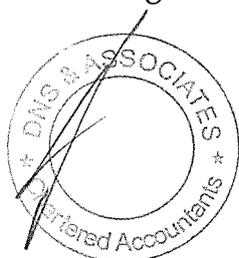
4. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the 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 obtained by us, is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

5. We draw attention to note 5 to the accompanying Statement, which indicates that the Company has incurred a net loss (including other comprehensive loss) of ₹ 1,048.23 million and ₹ 2,986.64 million during the quarter and year ended 31 March 2023 respectively, and as of that date, the Company's accumulated losses amount to ₹ 26,422.84 million resulting in a negative net worth of ₹ 9,487.49 million and its current liabilities exceeded its current assets by ₹ 15,190.57 million resulting in negative working capital. As at 31 March 2023, there are delays/ defaults in repayment of obligations and borrowings. The above factors along with other matters as set forth in note 5, 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 of the Company, positive cash flow from operations during the year and other factors mentioned in aforesaid note to the Statement, the management is of the view that going concern basis of accounting is appropriate for preparation of these results. Our opinion is not modified in respect of this matter.

Emphasis of Matter

6. We draw attention to note 10(a) which indicates that 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.



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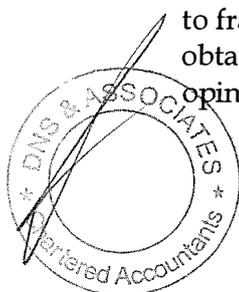
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Responsibilities of Management and Those Charged with Governance for the Statement

7. This Statement has been prepared on the basis of the standalone annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
8. In preparing the Statement, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

10. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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, specified under section 143(10) of the Act, 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 this Statement.
11. As part of an audit in accordance with the Standards on Auditing specified under section 143 (10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, 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

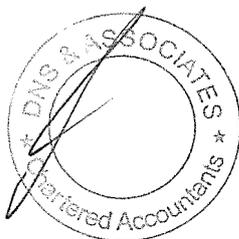


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higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 in place adequate internal financial controls with reference to financial statements 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 the management.
 - Conclude on the appropriateness of the Board of Directors 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
12. 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.
13. 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.



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Other Matter

14. The Statement includes the financial results for the quarter ended 31 March 2023, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the listing regulations.

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



Ankit Marwaha
Partner
Membership No. 518749
UDIN: 23518749BGYYMD9529



Place: Noida
Date: 30 May 2023

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Independent Auditor's Report on Consolidated Audited Annual Financial Results of the Group Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of SITI Networks Limited

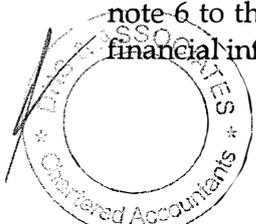
Report on the audited consolidated Financial Results

Qualified Opinion

1. We have audited the accompanying consolidated annual financial results ('the Statement') of SITI Networks Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associate and joint ventures for the quarter and year ended 31 March 2023, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
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 other auditors on separate audited financial statements of the subsidiaries, associate, and joint ventures, as referred to in paragraph 15 below, the Statement:
 - (i) includes the annual financial results of the entities listed in Annexure 1;
 - (ii) presents financial results in accordance with the requirements of Regulation 33 and Regulation 52(4) of the Listing Regulations, except for the effects and possible effects of the matter(s) described in paragraph 3 below; and
 - (iii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the consolidated net loss after tax and other comprehensive income and other financial information of the Group, its associates and joint ventures, for the year ended 31 March 2023 except for the effects and possible effects of the matter described in paragraph 3 below.

Basis for Qualified Opinion

3. As described in note 6 to the accompanying Statement, 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 6 to the Statement, we are unable to comment upon the impact of such non-compliance on the financial information for the quarter and year ended 31 March 2023.



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As described in note 9 to the accompanying Statement, the Group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 1,838.34 million and ₹ 7,387.76 million for the quarter and year ended 31 March 2023 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2023.

Our conclusion on the consolidated financial results for the quarter and nine months ended 31 December 2022 was also qualified with respect to this matter.

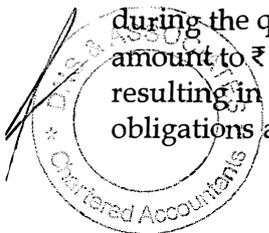
Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated 29 May 2023, 25 May 2023, 24 May 2023, 19 May 2023, 22 May 2023, 19 May 2023 and 19 May 2023 on the annual financial results of the subsidiaries of the Holding 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 for the above mentioned subsidiaries which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers'. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel, carriage sharing and related costs' each would have been lower by ₹ 1,056.55 million and ₹ 4,121.03 million for the quarter and year ended 31 March 2023 respectively, while there would have been no impact on the net loss for the quarter and year ended 31 March 2023.

4. We conducted our audit in accordance with the Standards on Auditing ('SAs') 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 Statement section of our report. We are independent of the Group, its associates and joint ventures, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the 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 obtained by us and that obtained by the other auditors in terms of their reports referred to in paragraph 15 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 5 to the accompanying Statement, which indicates that the Group has incurred a net loss of (including other comprehensive income) ₹ 1,003.43 million and ₹ 3,145.61 million during the quarter and year ended 31 March 2023, and as of that date, the Group's accumulated losses amount to ₹ 24,694.38 million and its current liabilities exceeded its current assets by ₹ 14,992.43 million resulting in negative working capital. As at 31 March 2023, there are delays/defaults in repayment of obligations and borrowings. The above factors along with other matters as set forth in note 5, indicate



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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, accordingly, these consolidated financial results for the year ended 31 March 2023 continue to be prepared on a going concern basis in view of the above, thereby the management is of the view that going concern basis of accounting is appropriate for preparation of these results. Our opinion is not modified in respect of this matter.

Emphasis of Matter

6. We draw attention to note 10(a) 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.

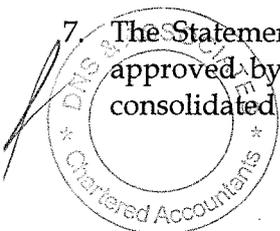
We draw attention to note 10(e) which indicates a lender and a shareholder has filed an application against one of the subsidiary, SITI Vision Digital Media Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that the Company 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.

We draw attention to note 10(f) which indicates Aditya Birla Finance Limited has filed an application against one of the subsidiary, SITI Jind Digital Media Communications Private Limited, under section 7 of the Insolvency and Bankruptcy Code, 2016 before NCLT, Delhi for initiation of CIRP on the ground that 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 10(g) which indicates 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.

Responsibilities of Management and Those Charged with Governance for the Statement

7. The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual audited financial statements. The Holding Company's Board of Directors is



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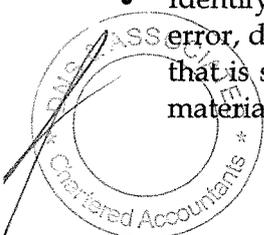
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responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss after tax and other comprehensive income, and other financial information of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act,} the respective Board of Directors/ management of the companies included in the Group and its associates and joint ventures, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and its associates and joint ventures, 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 results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

8. In preparing the Statement, 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 respective Board of Directors/ management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures, are 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 Statement

10. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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, specified under section 143(10) of the Act, 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 this Statement.
11. As part of an audit in accordance with the 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 Statement, 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



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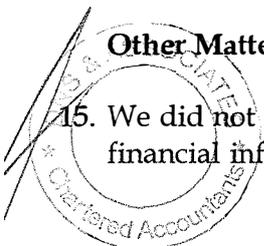
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may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 the 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 ability of the Group and its associates and joint ventures, 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group, and its associates and joint ventures, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, 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.
12. We communicate with those charged with governance of the Holding Company 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.
13. 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.
14. We also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matter

15. We did not audit the annual financial statements of 19 subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 9,945.44 million as at 31 March 2023, total revenues of



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₹ 2,180.94 million and ₹ 8,565.38 million, total net loss after tax of ₹ 614.29 million and ₹ 969.69 million, total comprehensive (loss) of ₹ 609.41 million and ₹ 963.09 million for the quarter and year ended on 31 March 2023, and cash flows (net) of ₹ 233.98 million for the year ended on that date, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 1.73 million and ₹ 3.97 million and total comprehensive loss of ₹ 1.73 million and ₹ 3.97 million for the quarter and year ended 31 March 2023, in respect of one associate and two joint ventures, whose annual financial statements/ financial information/ financial results have not been audited by us. These annual financial statements have been audited by other auditors whose audit report(s) have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the audit reports of such other auditors, and the procedures performed by us as stated in paragraph 4 above.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

16. The Statement includes the consolidated financial results for the quarter ended 31 March 2023, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the listing regulations.

For DNS & Associates

Chartered Accountants

Firm Registration No.: 006956C



Ankit Marwaha

Partner

Membership No. 518749

UDIN: 23518749BGYYME2134



Place: Noida

Date: 30 May 2023

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Annexure 1

List of entities included in the Statement

Name of Related Party	Relation
Central Bombay Cable Network Limited	Subsidiary Company
Indian Cable Net Company Limited	Subsidiary Company
Siti Broadband Services Private Limited	Subsidiary Company
Siti Cable Broadband South Limited	Subsidiary Company
Siti Faction Digital Private Limited	Subsidiary Company
Siti Global Private Limited	Subsidiary Company
Siti Guntur Digital Network Private Limited	Subsidiary Company
Siti Jai Maa Durgee Communications Private Limited	Subsidiary Company
Siti Jind Digital Media Communications Private Limited	Subsidiary Company
Siti Jony Digital Cable Network Private Limited	Subsidiary Company
Siti Karnal Digital Media Network Private Limited	Subsidiary Company
Siti Krishna Digital Media Private Limited	Subsidiary Company
Siti Networks India Llp	Subsidiary Company
Siti Prime Uttaranchal Communication Private Limited	Subsidiary Company
Siti Sagar Digital Cable Network Private Limited	Subsidiary Company
Siti Saistar Digital Media Private Limited	Subsidiary Company
Siti Siri Digital Network Private Limited	Subsidiary Company
Siti Vision Digital Media Private Limited	Subsidiary Company
Variety Entertainment Private Limited	Subsidiary Company
E-Net Entertainment Private Limited	Step Subsidiary Company
Indinet Service Private Limited	Step Subsidiary Company
Master Channel Community Network Private Limited	Subsidiary Company
Meghbela Infotel Cable & Boardband 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

