



SITI Networks Limited

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

Tel: +91-120-4526700

Website : www.sitinet works.com

February 2, 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

Subject: Proceedings of the Board Meeting held on February 2, 2023

Dear Sir,

Pursuant to Regulation 30 and other applicable Regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at their meeting held today i.e. on February 2, 2023 (which commenced at 12:34 p.m. and concluded at 1:10 p.m.), has *inter-alia*, considered and approved the Un-Audited Financial Results of the Company, both on a Standalone and Consolidated basis, prepared under Ind-AS, for the third quarter of financial year 2022-23 and nine month ended December 31, 2022, duly reviewed by M/s DNS & Associates, the Statutory Auditors of the Company, pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, together with Limited Review report thereon.

We are enclosing herewith a copy of un-audited Financial Results along with Limited Review Certificate(s) on both standalone and consolidated Financial Statements, issued by the Statutory Auditor of the Company.

You are requested to kindly take the above on record.

Thanking you,

Yours truly,
For SITI Networks Limited

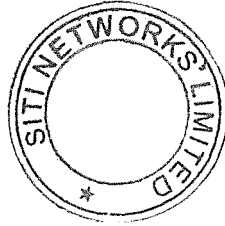

Suresh Kumar
Company Secretary & Compliance Officer
Membership No. ACS 14390





Statement of standalone unaudited financial results for the quarter and nine months ended 31 December 2022							(₹ in million except per share data)
Particulars	Quarter ended 31 December 2022	Quarter ended 30 September 2022	Quarter ended 31 December 2021	Nine months ended 31 December 2022	Nine months ended 31 December 2021	Year ended 31 March 2022	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
I Revenue from operations	1,290.09	1,335.27	1,529.96	3,961.77	4,589.62	6,144.29	
II Other income	72.13	78.33	0.27	151.80	35.26	34.22	
III Total revenue (I+II)	1,362.22	1,413.60	1,530.23	4,113.57	4,624.88	6,178.51	
IV Expenses							
Purchases of stock-in-trade	1.09	6.13	3.56	7.52	7.64	15.70	
Pay channel costs	858.74	839.54	831.02	2,489.24	2,525.50	3,369.65	
Employee benefits expense	64.42	65.20	83.56	199.98	263.48	342.09	
Finance costs	261.33	264.29	269.21	806.14	825.22	1,085.75	
Depreciation and amortisation expenses	399.07	420.77	417.27	1,248.14	1,286.88	1,849.88	
Other expenses	425.75	467.39	502.28	1,301.64	1,392.98	1,830.63	
Total expenses (IV)	2,010.40	2,063.32	2,106.90	6,052.66	6,301.70	8,493.70	
V Loss before exceptional items and tax (III-IV)	(648.18)	(649.72)	(576.67)	(1,939.09)	(1,676.82)	(2,315.19)	
VI Exceptional items	-	-	35.00	-	92.22	237.96	
VII Loss before tax (V-VI)	(648.18)	(649.72)	(611.67)	(1,939.09)	(1,769.04)	(2,553.15)	
Tax expense							
(1) Current tax	-	-	-	-	-	-	
(2) Deferred tax	-	-	-	-	-	-	
VIII Total tax expense (1+2)	-	-	-	-	-	-	
IX Loss for the period (VII-VIII)	(648.18)	(649.72)	(611.67)	(1,939.09)	(1,769.04)	(2,553.15)	
X Other comprehensive income:							
Items that will not be reclassified to profit or loss	0.23	0.23	(1.24)	0.68	(3.72)	0.90	
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	
XI Total comprehensive loss (IX+X)	(647.95)	(649.49)	(612.91)	(1,938.41)	(1,772.76)	(2,552.24)	
XII Paid-up equity share capital (Face value ₹ 1/- per share)	872.05	872.05	872.05	872.05	872.05	872.05	
XIII Other equity						(7,373.51)	
XIV Loss per equity share (of ₹ 1/- each)							
- Basic and diluted	(0.74)	(0.75)	(0.70)	(2.22)	(2.03)	(2.93)	

See accompanying notes to the financial results.



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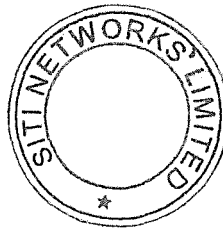
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Statement of consolidated unaudited financial results for the quarter and nine months ended 31 December 2022 (₹ in million except per share data)

Particulars	Quarter ended 31 December 2022	Quarter ended 30 September 2022	Quarter ended 31 December 2021	Nine months ended 31 December 2022	Nine months ended 31 December 2021	Year ended 31 March 2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I Revenue from operations	3,354.59	3,416.61	3,652.21	10,078.02	10,862.63	14,458.53
II Other income	101.97	85.99	11.72	217.80	106.86	150.17
III Total revenue (I+II)	3,456.56	3,502.60	3,663.93	10,295.82	10,969.49	14,608.70
IV Expenses						
Purchases of stock-in-trade	-	-	-	-	3.19	4.97
Pay channel costs	1,892.68	1,860.97	2,069.21	5,549.42	6,244.92	7,529.25
Employee benefits expense	163.64	168.50	171.06	494.67	524.49	696.95
Finance costs	284.43	288.07	296.80	874.23	913.75	1,203.98
Depreciation and amortisation expenses	752.01	778.94	786.05	2,320.75	2,381.39	3,307.09
Other expenses	1,042.73	1,070.69	942.44	3,174.17	2,651.50	4,366.63
Total expenses (IV)	4,135.49	4,167.17	4,265.56	12,413.24	12,719.24	17,108.87
V Loss for the period before tax and share of loss in associates and joint ventures and exceptional items (III-IV)	(678.93)	(664.57)	(601.63)	(2,117.42)	(1,749.75)	(2,500.17)
VI Share of (loss)/profit of associates and joint ventures	(1.12)	0.10	(0.56)	(2.24)	(3.09)	(3.83)
VII Loss before exceptional items and tax (V+VI)	(680.05)	(664.47)	(602.19)	(2,119.66)	(1,752.84)	(2,504.00)
VIII Exceptional items	-	-	-	-	17.22	85.90
IX Loss before tax (VII-VIII)	(680.05)	(664.47)	(602.19)	(2,119.66)	(1,770.06)	(2,589.90)
(1) Current tax	33.27	45.61	35.01	105.25	98.53	100.51
(2) Deferred tax	(23.42)	(28.53)	(21.56)	(80.35)	(50.62)	(80.70)
X Total tax expense (1+2)	9.85	17.08	13.45	24.90	47.91	19.81
XI Loss for the period (IX-X)	(689.90)	(681.55)	(615.64)	(2,144.56)	(1,817.97)	(2,609.71)
XII Other comprehensive income:						
Items that will not be reclassified to profit or loss	0.80	0.80	(0.78)	2.40	(2.34)	5.52
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
Total comprehensive loss for the period	(689.10)	(680.75)	(616.42)	(2,142.16)	(1,820.31)	(2,604.19)
Net loss attributable to:						
A Owners of the parent	(644.59)	(660.50)	(599.45)	(2,034.81)	(1,774.02)	(2,523.44)
B Non-controlling interest	(45.31)	(21.05)	(16.19)	(109.75)	(43.95)	(86.27)
Other comprehensive loss attributable to:						
A Owners of the parent	0.57	0.57	(0.96)	1.71	(2.89)	3.76
B Non-controlling interest	0.23	0.23	0.18	0.69	0.55	1.75
Total comprehensive loss attributable to:						
A Owners of the parent	(644.02)	(659.93)	(600.41)	(2,033.10)	(1,776.91)	(2,519.68)
B Non-controlling interest	(45.08)	(20.82)	(16.01)	(109.06)	(43.40)	(84.52)
XIII Paid-up equity share capital (Face value ₹ 1/- per share)	872.05	872.05	872.05	872.05	872.05	872.05
XIV Other equity						(5,837.89)
XV Loss per equity share (of ₹ 1/- each)						
-Basic and diluted	(0.79)	(0.78)	(0.71)	(2.46)	(2.08)	(2.99)

See accompanying notes to the financial results



Suresh Kumar

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SITI NETWORKS LIMITED

Regd. Office: Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, P. B. Marg, Worli, Mumbai-400013

Website: www.sitinetworks.com

CIN L64200MH2006PLC160733



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 nine months ended 31 December 2022 have been reviewed by the Audit Committee and approved by the Company's Board of Directors in their respective meetings held on 02 February 2023.
- 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 The statutory auditors have carried out limited review of these standalone and consolidated financial results for the quarter and nine months ended 31 December 2022 and have expressed a modified review conclusion on these results.
- 5 The Company/the Group continued to incur losses during the quarter and nine months ended 31 December 2022 and had negative working capital as at 31 December 2022. The Company/the Group also has negative net worth as at 31 December 2022. As at 31 December 2022, 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 margin due to introduction of new revenue streams and several cost reduction initiatives which is likely to result in reasonable improvement in the profitability of the company. Besides this, the Company continues its endeavor to secure additional funds and is in constant dialogue with the lenders for finalizing the debt restructuring proposal. 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 quarter and nine months ended 31 December 2022 continue to be prepared on a going concern basis in view of the above.
- 6 As on 31 December 2022, 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 and consolidated financial results include the following:
 - a) During the quarter and nine months ended 31 December 2021, the management, in view of prevailing COVID-19 situation and considering other factors, assessed the likelihood of recovery of certain balances from a party and has provided for an amount of ₹ 35.0 million and ₹ 92.22 million which is doubtful for recovery and pertains to the write off of old indirect tax balances not utilised by the company.

The total impact of 7(a) above on the standalone financial results for the nine months ended 31 December 2021 amounts to ₹ 92.22 million, and the impact on the consolidated financial results for the nine months ended 31 December 2021 amounts to ₹ 17.22 million respectively.

- 8 For the quarter ended 30 September 2022, for quarter and nine months ended 31 December 2022, for quarter and nine months ended 31 December 2021 and for year ended 31 March 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 ₹ 839.54 million, ₹ 858.74 million, ₹ 2,489.24 million, ₹ 831.02 million, ₹ 2,525.50 million and ₹ 3,369.65 million for the quarter ended 30 September 2022, for quarter and nine months ended 31 December 2022, for quarter and nine months ended 31 December 2021 and for year ended 31 March 2022 respectively in the standalone financial results and ₹ 1,860.97 million, ₹ 1,892.68 million, ₹ 5,549.42 million, ₹ 2,069.21 million, ₹ 6,244.92 million and ₹ 7,529.25 million for quarter ended 30 September 2022, for quarter and nine months ended 31 December 2022, for quarter and nine months ended 31 December 2021 and for year ended 31 March 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 ₹ 839.54 million, ₹ 858.74 million, ₹ 2,489.24 million, ₹ 831.02 million, ₹ 2,525.50 million and ₹ 3,369.65 million for the quarter ended 30 September 2022, for quarter and nine months ended 31 December 2022, for quarter and nine months ended 31 December 2021 and for year ended 31 March 2022 respectively in the standalone financial results, and ₹ 1,860.97 million, ₹ 1,892.68 million, ₹ 5,549.42 million, ₹ 2,069.21 million, ₹ 6,244.92 million and ₹ 7,529.25 million for the quarter ended 30 September 2022, for quarter and nine months ended 31 December 2022, for quarter and nine months ended 31 December 2021 and for year ended 31 March 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.

- 9 (a) HDFC Limited has filed 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 on the ground that the Company has defaulted in making repayment of ₹ 2,960.60 million. Application was registered by NCLT on 25 March 2022. On 29 June 2022, HDFC Limited has assigned the loan to Assets Care and Reconstruction Enterprise Limited and substituted as Financial Creditor in place of HDFC vide order dated 15 November 2022. Matter is pending for arguments on admission. Next date of hearing is 03 February 2023 for further proceedings.

(b) IndusInd Bank Limited has application filed 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 on the ground that the Company has defaulted in making repayment of ₹ 1,488.29 million. Application was registered by NCLT on 06 June 2022. Respondent had filed reply against application filed by the petitioner. Pleadings completed. Matter is pending for arguments on admission. Next date of hearing is 02 February 2023 for further proceedings.

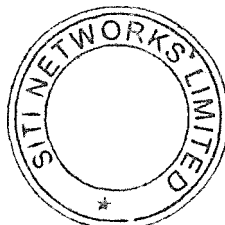
(c) IndusInd Bank Limited has filed application under Recovery of Debt and Bankruptcy Act 1993 against the Company before Debt Recovery Tribunal, Lucknow for recovery of its outstanding loans of ₹ 1,488.29 million on 05 August 2022. Written statement has been filed by the Company against which rejoinder has been filed by IndusInd Bank Limited. Pleadings completed. Matter is pending for arguments on admission. Next date of hearing is 28 April 2023 for further proceedings.

(d) 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 IndusInd Bank Limited. Next date of hearing is 28 April 2023 for further proceedings.

- 10 Star India Private Limited has disputed the incentive invoices of the subsidiary company w.e.f. February 2021 aggregating to ₹ 168.70 million against bills raised on the alleged ground of violation of the incentive Agreement and has withheld the payment of incentive payments to the subsidiary company. Being aggrieved, the subsidiary company has filed a petition before the TDSAT against Star India Private Limited. In an interim relief, TDSAT has ordered withholding part-payment to Star India Private Limited against their dues on account of "Pay Channel cost" towards incentive payments to the subsidiary company. TDSAT has also prima facie upheld the contention of the subsidiary company. However, the outcome of the dispute is dependent on the final Order of TDSAT. The subsidiary company is of the view that no provision is required in the books in respect of the Incentive receivable by the subsidiary company and accordingly has not made any provision in its accounts.
- 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

Place : Noida
Date : 02 February 2023



Suresh Arora
Whole Time Director

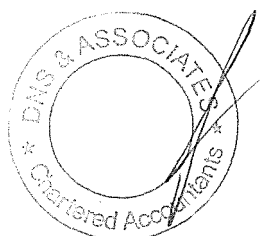
DNS & Associates

Chartered Accountants

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

To the Board of Directors of SITI Networks Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of SITI Networks Limited ('the Company') for the quarter and nine months ended 31 December 2022 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the accounting principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. 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 nine-month period ended 31 December 2022.
5. As described in note 8 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



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DNS & Associates

Chartered Accountants

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 ₹ 858.74 million and ₹ 2,489.24 million for the quarter and nine months ended 31 December 2022 respectively, while there would have been no impact on the net loss for the quarter and nine months ended 31 December 2022.

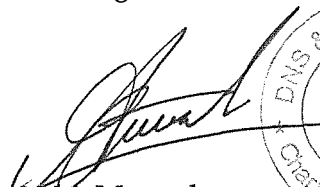
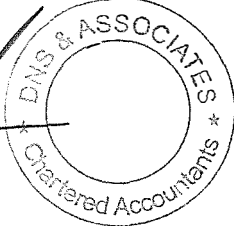
Our reports on the standalone financial results for the quarter and nine months ended 31 December 2021, quarter ended 30 September 2022 and year ended 31 March 2022 were also qualified with respect to this matter.

6. Based on our review conducted as above except for the effects/possible effects of the matter described in previous section nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. We draw attention to note 5 to the accompanying Statement, which indicates that the Company has incurred a net loss (including other comprehensive income/loss) of ₹ 647.95 million and ₹ 1,938.41 million during the quarter and nine months ended 31 December 2022 respectively, and as of that date, the Company's accumulated losses amount to ₹ 25,374.60 million resulting in a negative net worth of ₹ 8,439.26 million and its current liabilities exceeded its current assets by ₹ 15,054.38 million resulting in negative working capital. Further, as at 31 December 2022, 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, expected revenue growth, cost reduction initiatives 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.

For DNS & Associates

Chartered Accountants

Firm Registration No: 006956C

Ankit Marwaha

Partner

Membership No.: 518749

UDIN: 23518749BGYYMA3694

Place: Noida

Date: 02 February 2023

DNS & Associates

Chartered Accountants

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

To the Board of Directors of SITI Networks Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of SITI Networks Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures (refer Annexure 1 for the list of subsidiaries, associates and joint ventures included in the Statement) for the quarter and nine months ended 31 December 2022 being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143 (10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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



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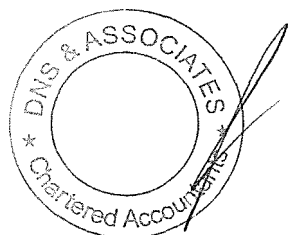
DNS & Associates

Chartered Accountants

4. 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 nine-month period ended 31 December 2022.
5. As described in note 8 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 ₹ 1,892.68 million and ₹ 5,549.42 million respectively for the quarter and nine months ended 31 December 2022, while there would have been no impact on the net loss for the quarter and nine months ended 31 December 2022.

Further, with respect to the above matter, qualification have been given by other firms of Chartered Accountants vide their review reports dated 27 January 2023, 28 January 2023, 30 January 2023 and 01 February 2023 on the quarterly and year to date financial results of the subsidiaries of the Holding Company, namely, Siti Prime Uttranchal Communication Private Limited, Siti Jind Digital Media Communications Private Limited, Indian Cable Net company Limited, Siti Vision Digital Media Private Limited, Siti Siri Digital Network Private Limited, Central Bombay Cable Network Limited, and Siti Saistar Digital Media Private Limited respectively and is reproduced by us as under, with the aggregate amount pertaining to such subsidiaries, as also included in the above paragraph:

The company's/group's 'Revenue from Operations' includes broadcasters' share in subscription income from pay channels, which has correspondingly been presented as an expense for the above-mentioned subsidiaries which is not in accordance with the requirements of Ind AS-115, 'Revenue from contracts with customers. Had the management disclosed the same on net basis, the 'Revenue from Operations' and the 'Pay channel costs' each would have been lower by ₹ 1,034.86 million and ₹ 3,064.48 million for the quarter and nine months ended 31 December 2022 respectively, while there would have been no impact on the net loss for the quarter ended 31 December 2022.

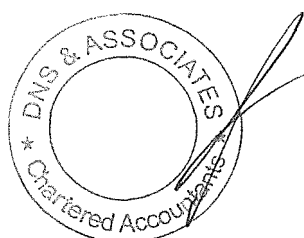


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Our reports on the consolidated financial results for the quarter and nine months ended 31 December 2021, quarter ended 30 September 2022 and year ended 31 March 2022 were also qualified with respect to this matter.

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 7 below, except for the effects of the matter described in previous sections, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. 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) ₹ 689.10 million and ₹ 2,142.16 million during the quarter and nine months ended 31 December 2022 respectively, and as of that date, the Group's accumulated losses amount to ₹ 23,933.80 million resulting in a negative net worth of ₹ 6,998.44 million and its current liabilities exceeded its current assets by ₹ 14,521.40 million resulting in negative working capital. As at 31 December 2022, 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 Group's ability to continue as a going concern. However, basis the, ongoing discussion with the lenders of the Holding Company, expected revenue growth, cost reduction initiatives and other factors mentioned in the 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 conclusion is not modified in respect of this matter.
8. We did not review the interim financial results of twenty subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 11,125.26 million as at 31 December 2022, total revenues of ₹ 2,153.37 million and ₹ 6,384.44 million, total net loss after tax of ₹ 112.52 million and ₹ 355.40 million and total comprehensive loss of ₹ 111.94 million and ₹ 353.68 million for the quarter and nine months ended on 31 December 2022 respectively, and cash flows (net) of ₹ 195.25 million for the nine months ended 31 December 2022, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 1.13 million and net loss after tax of ₹ 2.24 million and total comprehensive loss of ₹ 1.13 million and total comprehensive loss of ₹ 2.24 million, for the quarter and nine months ended on 31 December 2022, respectively, as considered in the Statement, in respect of one associate and two joint ventures, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion is not modified



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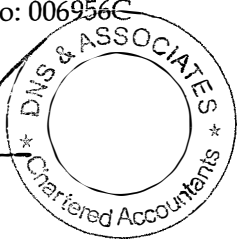

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in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

For DNS & Associates

Chartered Accountants

Firm Registration No: 006956C



Ankit Marwaha

Partner

Membership No. 518749

UDIN: 23518749BGYYMB7886

Place: Noida

Date: 02 February 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 & 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

