

ANNEXURE – III

EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2019

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS

CIN	L64200MH2006PLC160733
Registration Date	March 24, 2006
Name of the Company	Siti Networks Limited
Category / Sub-Category of the Company	Company limited by shares Indian Non –Government Company
Address of the Registered Office and contact details	Unit- 38, 1 st Floor, A wing, Madhu Industrial Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013, Ph No. : +91-(022) 43605555
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 Tel No. +91-22-49186000 Fax No. +91-22-49186060 Email : rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
Cable TV Services	61103	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES/LLP

A. Holding Companies

Nil

B. Subsidiary Companies/LLP

S. No	Name and Address of the Company	% of Shares held	Applicable Section
1.	Siti Vision Digital Media Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U64201DL2006PTC149333	51.00	2(87) (ii)
2.	Siti Jind Digital Media Communications Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U72200DL2010PTC210107	57.50 ¹	2(87) (ii)
3.	Siti Jai Maa Durgee Communications Private Limited B-10, Lawrence Road, Industrial Area, New Delhi – 110035 U64200DL2011PTC224429	51.00	2(87) (ii)
4.	Siti Krishna Digital Media Private Limited G-366, Preet Vihar, Delhi - 110092. U74140DL2011PTC220702	51.00	2(87) (ii)
5.	Siti Guntur Digital Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64204DL2012PTC240121	74.00	2(87) (ii)
6.	Siti Jony Digital Cable Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64204DL2012PTC242214	51.00	2(87) (ii)
7.	Siti Faction Digital Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2012PTC244184	51.00	2(87) (ii)

¹ Include 6.50% held by Siticable Broadband South Limited

8.	Siti Maurya Cable Net Private Limited ² Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U93000WB2012PTC184542	50.10	2(87) (ii)
9.	Master Channel Community Network Private Limited ³ Flat No: T4 & T5, 3rd Floor Vijaya Apartments, Mogulrajpuram, Vijayawada, Andhra Pradesh 520010 U72200AP1994PTC017527	66.00	2(87) (ii)
10.	Siti Global Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC264632	51.00	2(87) (ii)
11.	Wire and Wireless Tisai Satellite Limited Unit No. 38, 1st Floor, A Wing, Madhu Industrial Estate, Pandurang, Budhkar Marg, Worli, Mumbai-400013 U72400MH2007PLC171233	51.00	2(87) (ii)
12.	Central Bombay Cable Network Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U72100DL1999PLC102012	100.00	2(87) (ii)
13.	Siticable Broadband South Limited United Mansions, 4th Floor, No.39, M.G. Road, Bangalore, Karnataka – 560001 U64202KA2001PLC028970	100.00	2(87) (ii)
14.	Siti Broadband Services Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64100DL2014PTC267911	100.00	2(87) (ii)
15.	Indian Cable Net Company Limited Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U92132WB1995PLC075754	60.02	2(87) (ii)
16.	Siti Karnal Digital Media Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC269230	51.00	2(87) (ii)
17.	Siti Siri Digital Network Private Limited 32.2/1-1A, Ratnamamba Street, Mogalrajpuram Vijayawada, Andhra Pradesh-520010 U93000AP2013PTC088687	51.00	2(87) (ii)
18.	Indinet Service Private Limited ⁴ Plot No. XI-4, Block EP & GP, Sector - V, Electronics Complex, Salt Lake, Kolkata Pargans North, West Bengal - 700091 U74900WB2015PTC207490	100.00	2(87) (ii)
19.	Siti Prime Uttaranchal Communication Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2014PTC269035	51.00	2(87) (ii)
20.	Siti Sagar Digital Cable Network Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64203DL2014PTC269185	51.00	2(87) (ii)
21.	Siti Godaari Digital Services Private Limited B-10, Lawrence Road, Industrial Area, New Delhi - 110 035 U64200DL2015PTC280428	100.00 ⁵	2(87) (ii)
22.	Variety Entertainment Private Limited 6-2-935/2, Savithri Nilayam, Khairathabad, Hyderabad 500004 U92132TG1998PTC029754	100.00	2(87) (ii)
23.	Siti Saistar Digital Media Private Limited 1,2,3/J Classic Apartment Opp. Akota Garden, Radha Krishna Circle, Akota, Vadodara, Gujarat- 390015. U64204GJ2013PTC073773	51.00	2(87) (ii)
24.	Axom Communications & Cable Private Limited ⁶ Surya Tower, 5th Floor, B. Baruah Road, Guwahati – 781007 U64204AS2011PTC010716	50.00	2(87) (ii)

² Subsidiary of Indian Cable Net Company Limited

³ Subsidiary of Central Bombay Cable Network Limited

⁴ Wholly owned subsidiary company of Indian Cable Net Company Limited

⁵ Include 49% held by Variety Entertainment Private Limited.

⁶ Axom Communications & Cable Private Limited (“Axom”), which was subsidiary company of Indian Cable Net Company Limited (“ICNCL”), ceased to be subsidiary company of ICNCL as it ceased to effectively control the composition of the Board of Directors of Axom

25.	Siti Networks India LLP B-10 Lawrence Road, Industrial Area, New Delhi – 110035 AAM-5733	100.00	2(87) (ii)
26.	Siti Bhatia Network Entertainment Private Limited ⁷ Near Bank Of India, Dayalband, Bilaspur, Chhattisgarh - 495001 U92100CT2010PTC021657	51.00	2(87) (ii)
27.	Siti Chhattisgarh Multimedia Private Limited ⁸ 74-A, Near Gayatri Mandir C.S.E.B. Chowk, T.P. Nagar Korba, Chhattisgarh – 495677 U72900CT2008PTC020772	41.00	2(6)
27.	Voice Snap Services Private Limited ⁹ No 2/7 Rajambal street T Nagar, Chennai, Tamil Nadu 600017 U72900TN2012PTC087975	40.00	2(6)
28.	C & S Medianet Private Limited B-10 Lawrence Road, Industrial Area, New Delhi – 110035 U74999DL2016PTC299125	48.00	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. April 1, 2018				No. of Shares held at the end of the year i.e. March 31, 2019			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters & Promoter Group								
(1) Indian								
(a) Individual/HUF	0	0	0	0	0	0	0	0
(b) Bodies Corp.	597,340,475	0	597,340,475	68.50	529,559,320	0	529,559,320	60.73
Sub-total (A) (1):-	597,340,475	0	597,340,475	68.50	529,559,320	0	529,559,320	60.73
(2) Foreign								
(a) Bodies Corporates	43,166,665	0	43,166,665	4.95	43,166,665	0	43,166,665	4.95
Sub-Total (A) (2)	43,166,665	0	43,166,665	4.95	43,166,665	0	43,166,665	4.95
Total Shareholding of Promoter (A) =(A)(1)+(A)(2)	640,507,140	0	640,507,140	73.45	572,725,985	0	572,725,985	65.68
B. Public Shareholding								
1. Institutions								
(a) Mutual Funds	34,090,070	500	34,090,570	3.91	34,255,317	500	34,255,817	3.93
(b) Banks / FI	3,982,887	0	3,982,887	0.46	28,055	0	28,055	0.00
(c) FIIs	107,251,542	5500	107,257,042	12.30	105,288,545	5,500	105,294,045	12.07
Sub-total (B)(1)	145,324,499	6000	145,330,499	16.67	139,571,917	6,000	139,577,917	16.01
2. Non-Institutions								
(a) Bodies Corporate	34,004,164	0	34,004,164	3.90	61,719,375	0	61,719,375	7.08
(b) Individuals								
(i) Individual shareholders	30,669,207	180,964	30,850,171	3.54	39,009,004	162,238	39,171,242	4.49

⁷ The Company has sold entire stake of the Company in its non-material subsidiary company, namely Siti Bhatia Network Entertainment Pvt. Limited w.e.f. June 14, 2018

⁸ Ceased to be associates as 41% Equity Shares held by Siti Bhatia Network Entertainment Private Limited, which ceased to be subsidiary company of the Company w.e.f. June 14, 2018

⁹ Held through Variety Entertainment Private Limited

holding nominal share capital up to Rs. 1 lakhs.									
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs.	11,763,119	0	11,763,119	1.35	44,834,257	0	44,834,257	5.14	
NBFCs registered with RBI	0	0	0	0	147,158	0	147,158	0.02	
(c) Others (specify)									
Foreign Bodies	1	0	1	0.00	1	0	1	0.00	
NRI	5,548,615	189,702	5,738,317	0.66	7,217,312	183,202	7,400,514	0.85	
Overseas Corporate Bodies	75	0	75	0.00	75	0	75	0.00	
Trust	4,202	0	4,202	0.00	4,532	0	4,532	0.00	
Foreign National	300	0	300	0.00	300	0	300	0.00	
Clearing Members	711,364	0	711,364	0.08	2,334,390	0	2,334,390	0.27	
HUF	3,144,496	0	3,144,496	0.36	4,138,102	0	4,138,102	0.47	
Sub-total (B)(2)	85,845,543	370,666	86,216,209	9.89	159,257,348	345,440	159,749,946	18.32	
Total Public Shareholding (B)=(B)(1)+(B)(2)	231,170,042	376,666	231,546,708	26.55	298,829,265	351,440	299,327,863	34.32	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	
Grand Total (A+B+C)	871,677,182	376,666	872,053,848	100.00	871,555,250	351,440	872,053,848	100.00	

(ii) Promoter & Promoter Group

Sl. No.	Shareholder Name	Shareholding at the beginning of the year i.e. April 1, 2018			Shareholding at the end of the year i.e. March 31, 2019			
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	% change in shareholding during the year
1.	Direct Media Solutions Private Ltd (Now known as Direct Media Solutions LLP)	121,000,000	13.88	9.19	121,000,000	13.88	12.74	0.00
2.	Essel Media Ventures Limited	43,166,665	4.95	0.00	43,166,665	4.95	0.00	0.00
3.	Essel International Limited	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4.	Digital Satellite Holdings Private Limited	151,045,816	17.32	17.31	151,045,816	17.32	17.31	0.00
5.	Bioscope Cinemas Private Limited	112,008,946	12.84	12.50	112,008,946	12.84	12.84	0.00
6.	Direct Media And Cable Private Limited	85,714,285	9.83	9.83	85,714,285	9.83	9.83	0.00
7.	Digital Satellite Media & Broadband Private Limited	51,428,571	5.90	3.28	4,07,90,273	4.68	4.68	(1.22)

8	Arrow Media and Broadband Private Ltd	57,142,857	6.55	0.00	0.00	0.00	0.00	(6.55)
9	Manaaska Fashions LLP	19,000,000	2.18	2.17	19,000,000	2.18	2.17	0.00
	Total	640,507,140	73.45	54.28	572,725,985	65.68	59.57	-

(iii) Change in Promoter Shareholding:-

Sl. No.	Particular	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		i.e. April 1, 2018		i.e. March 31, 2019	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company
1. Digital Satellite Media & Broadband Private Limited					
	At the beginning of the Year	51,428,571	5.90	-	-
	06/06/2018 -Sale <i>(Through open market sale)</i>	2,000,000	0.23	49,428,571	5.67
	13/06/2018 -Sale <i>(Through open market sale)</i>	1,580,000	0.18	47,848,571	5.49
	18/06/2018 -Sale <i>(Through open market sale)</i>	7,058,298	0.81	40,790,273	4.68
	At the end of the Year	-	-	40,790,273	4.68
2. Arrow Media and Broadband Private Ltd					
	At the beginning of the Year	57,142,857	6.55	-	-
	28/01/2019 -Sale <i>(Through open market sale)</i>	39,242,387	4.50	17,900,470	2.05
	27/02/2019-Sale <i>(Through open market sale)</i>	6,017,355	0.69	11,883,115	1.36
	28/02/2019-Sale <i>(Through open market sale)</i>	11,883,115	1.36	0	0
	At the end of the Year	-	-	0	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):-

Particulars	Shareholding at the beginning of the year		Shareholding at the beginning of the year	
	i.e. April 1, 2018		i.e. March 31, 2019	
	No. of shares	% of Equity Capital	No. of shares	% of Equity Capital
Morgan Stanley Asia (Singapore) Pte.	33,469,111	3.84	33,469,111	3.84
HDFC Trustee Company Limited- HDFC Capital Builder Value Fund	-	-	30,000,316	3.44
Pricomm Media Distribution Ventures Pvt Ltd	-	-	25,894,000	2.97
Morgan Stanley (France) S.A.	15,660,870	1.80	17,150,453	1.97
Moon capital trading Pte. Ltd.	12,558,282	1.44	12,558,282	1.44
Citigroup Global Markets Mauritius Private Limited	9,089,118	1.04	12,406,953	1.42
Polus Global Fund	10,000,000	1.15	11,925,000	1.37
JSGG Infra Developers LLP			10,638,298	1.22
Copthall Mauritius Investment Limited	6,446,624	0.74	6,446,624	0.74
Morgan Stanley Mauritius Company Limited	5,773,746	0.66	5,773,746	0.66

Note :

- The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/ decrease in shareholding is not indicated.
- Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure.

(v) Shareholding of Directors and Key Managerial Personnel :-

Shareholding of Director-

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		i.e. April 1, 2018		i.e. March 31, 2019	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company
1.	Ms. Kavita Kapahi *(Director)				
	At the beginning of the Year	50	0.00	50	0.00
	Date wise increase / decrease in Director	0	0.00	50	0.00
	Shareholding during the year (reason)				
	At the End of the Year	50	0.00	50	0.00

**Except Ms. Kavita Kapahi, none of the Director holds any share in the Company.*

Shareholding of Key Managerial Personnel:- NIL

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		Number of Shares	% of total shares of the Company	Number of Shares	% of total shares of the Company
	At the beginning of the Year	0	0.00	0	0.00
	Date wise increase / decrease in Director	0	0.00	0	0.00
	Shareholding during the year (reason)				
	At the End of the Year	0	0.00	0	0.00

(vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Rs.in million)
				Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	12691.92			
ii) Interest due but not paid				
iii) Interest accrued but not due	41.49			
Total (i+ii+iii)	12733.41			
Change in Indebtedness during the financial year				
Addition	1,602.73			
Reduction	(2,415.49)			
Net Change	(812.76)			
Indebtedness at the end of the financial year				
i) Principal Amount	11,879.16			
ii) Interest due but not paid				
iii) Interest accrued but not due	135.06			
Total (i+ii+iii)	12,014.23			

(vii) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Executive Director and Manager:

Sl. No.	Particulars of Remuneration	Mr. Sidharth Balakrishna* (Whole Time Director)	(Rs.in million)
			Total Amount
1.	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.77	5.77
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission as % of profit	-	-

5.	Others, please specify	-	-
	Total (A)	5.77	5.77

* *Mr. Sidharth Balakrishna, who was Whole Time Director of the Company, had resigned from the Board and Committees of the Company with effect from close of business hours of April 15, 2019.*

As per Item B of Section II of Part II of Schedule V of the Companies Act, as amended vide notification no. S.O.2922(E) dated September 12, 2017, there is no ceiling on the remuneration of managerial person functioning in a professional capacity.

B. Remuneration to other Directors:

						<i>(Rs. in millions)</i>
Sl. No.	Particulars of Remuneration	Mr. B. K. Syngal	Mr. Vinod Kumar Bakshi	Ms. Kavita Kapahi	Prof. Sunil Kumar Maheshwari	Total Amount
1	Fee for attending board / committee meetings	0.26	0.34	0.16	0.08	0.84
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0.26	0.34	0.16	0.08	0.84
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0.26	0.34	0.16	0.08	0.84
	Total Managerial Remuneration	0.26	0.34	0.16	0.08	0.84

Overall Ceiling as per the Act :- As per Section 197(5) of the Companies Act, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company may pay sitting fee up to Rs. 1 Lakh per meeting of the Board or Committee thereof

C. Remuneration to the Key Managerial Personnel other than Managing Director/Manager/ Whole Time Director

				<i>(Rs.in million)</i>
Sl. No.	Particulars of Remuneration	Mr. Sanjay Berry (Chief Finance Officer)	Mr. Suresh Kumar (Company Secretary)	Total
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10.74	2.74	
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission as % of profits	-	-	
5	Others, please specify	-	-	
	Total	10.74	2.74	

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: None