



MAHESH UDHWANI & ASSOCIATES
CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS REPORT

To,

The Members of

Siti Saistar Digital Media Private Limited

Report on the Audit of the Standalone Financial Statements

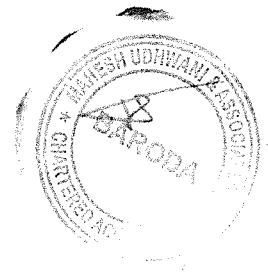
Opinion

We have audited the standalone financial statements of Siti Saistar Digital Media Private Limited, ("the Company") which comprise the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss, statement of changes in equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued



by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 cost' each would have been lower by Rs. 53.20 millions and Rs.164.17 millions for the quarter and year ended 31 March 2021 respectively, while there would have been no impact on the net profit for the quarter and year ended 31 March 2021.

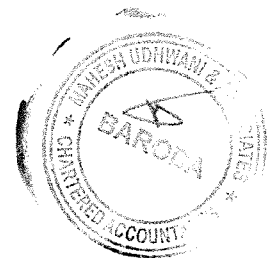
Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.]

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

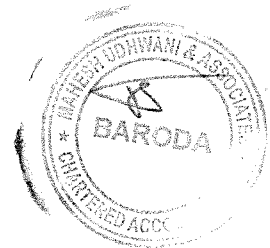
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls System in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
5. Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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.



Other Matter

The Company has not provided post employee defined benefit plans as at present such expenses are recognized in the statement of profit and loss in the year in which the employee has been paid for the same.

Our opinion is not modified in respect of these matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(b) As informed to us, there is no branch office and hence this clause is not applicable.

(c) The Balance Sheet, the Statement of Profit and Loss, the Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. As informed to us the Company does not have any pending litigations which would impact its financial position of its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mahesh Udhvani and Associates
Chartered Accountants
(Firm Reg. No: 129738W)



Jyotsna Patel
Partner

M.No. 153013

UDIN: 21153013AAAABL4602

Place: Vadodara

Date: 15.06.2021



ANNEXURE –A Report under the Companies (Auditor's Report) Order, 2016

Referred to in of our report of even date

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1 a.) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets

b.) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification. However, In case of Set-Top Boxes are located with various distributors at different locations so physical verification of the same is not possible by the management. However, same are reconciled through activation control system and no material discrepancies are found.

c.) The company does not have any immoveable property.

2) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the order is not applicable.

3) The company has not granted any loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the order is not applicable.

4) We refer to note no 19(3) [reference of related party disclosure] of the financial statement wherein during the current financial year the company has given certain advances to its holding company i.e. Siti Networks Ltd. aggregating to Rs.337,90,634/-.

5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.



6) It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.

7 a.) According to the records of the company the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, custom duty, goods and service tax, Cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of wealth tax, custom duty, Goods and Service tax & Cess were in arrears, as at 31-Mar-2021 for a period of more than six months from the date they became payable Except Income tax Demand with Interest of Rs. 2,89,67,704/- for the A.Y 2017 u/s143(3) & company has preferred appeal.

b.) According to the information and explanations given to us, there are no dues of income tax, custom duty, Goods & Service Tax and Cess which have not been deposited on account of any dispute.

8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders

9) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans

10) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.

11) In our opinion, the provisions of section 197 read with Schedule V to the Companies Act is not applicable to the Company. Accordingly, the provisions of clause 3(xi) of the order are not applicable.

12) The company is not a Nidhi Company hence this clause is not applicable.

13) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by



the applicable accounting standards.

14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15) The company has not entered into any non-cash transactions with directors or persons connected with him.

16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Mahesh Udhvani and Associates

Chartered Accountants

(Firm Reg. No: 129738W)



Jyotsna Patel

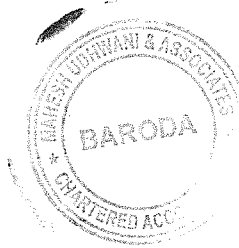
Partner

M.No. 153013

UDIN: 21153013AAAABL4602

Place: Vadodara

Date: 15.06.2021



ANNEXURE -B TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the financial statements of Siti Saistar Digital Media Private Limited as of and for the year ended 31st, March 2021, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company of as of that date.

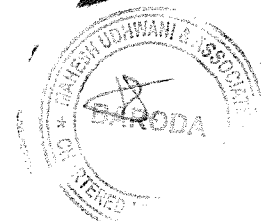
Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness



exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

On the basis of representations provided to us by the management of the company and documentation provided to us, we are of the opinion that the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the Internal Financial Control over Financial Reporting criteria established by the Company considering the essential components of internal financial controls stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

We have considered the above in determining the nature, timing and extent of audit tests applied in our audit of the Financial Statements of the Company, and the same does not affect our opinion on the Financial Statements of the Company.

For Mahesh Udhwani & Associates,
Chartered Accountants
(Firm Regd.No.129738W)



Jyotsna Patel
Partner

Membership No.153013

UDIN: 21153013A AAABL4602

Place: Vadodara

Date: 15.06.2021



SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)
Balance Sheet as at March 31st, 2021

(Amt. in Rs.)

| Particulars | Notes | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
|--|-------|---------------------------------|---------------------------------|
| Assets | | | |
| I. Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 244,378,254 | 287,927,226 |
| (b) Capital work-in-progress | | 7,042,110 | 12,879,858 |
| (c) Financial assets | | | |
| (i) Trade Receivables | 3 | 74,407,640 | 69,518,817 |
| (d) Deferred Tax Asset (net) | 4 | 9,541,417 | 4,716,094 |
| (e) Other non-current assets | 5 | 779,938 | 750,938 |
| | | 336,149,359 | 375,792,933 |
| II. Current assets | | | |
| (a) Inventories | | - | - |
| (b) Financial assets | | | |
| (i) Investments | | - | - |
| (ii) Trade Receivables | 3 | 73,300,776 | 83,473,994 |
| (iii) Cash and cash equivalent | 6 | 24,232,929 | 33,890,751 |
| (iv) Other Financial Assets | | - | - |
| (c) Other current assets | 7 | 69,208,480 | 45,626,045 |
| | | 166,742,185 | 162,990,790 |
| Total assets | | 502,891,543 | 538,783,723 |
| Equity and liabilities | | | |
| Equity | | | |
| (a) Equity share capital | 8 | 100,000 | 100,000 |
| (b) Other equity | | (80,055,990) | (64,707,591) |
| Total Equity | | (79,955,990) | (64,607,591) |
| Liabilities | | | |
| I. Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 9 | 240,688,043 | 242,978,691 |
| | | 240,688,043 | 242,978,691 |
| II. Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Trade payables | | - | - |
| Total outstanding dues of micro enterprise and small enterprise | | - | - |
| Total outstanding dues of creditors other than micro enterprise and small enterprise | 10 | 305,775,619 | 324,256,365 |
| (b) Other current liabilities | 11 | 22,844,538 | 22,746,687 |
| (c) Provisions | 12 | 13,539,332 | 13,409,570 |
| | | 342,159,490 | 360,412,622 |
| Total equity and liabilities | | 502,891,543 | 538,783,723 |

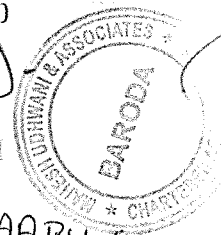
The accompanying notes are an integral part of these financial statements.

As per our attached report of even dates

For Mahesh Udhvani & Associates,
Chartered Accountants
(Firm Regd.No.129738W)

For and on behalf of the Board of Directors

Jyotsna Pate
Partner
Membership No.153013
UDIN: 21153613A AAAABL4602
Place: Vadodara
Date: 15.06.2021



Jayesh Pandya
Director
DIN : 06487720

Raju Raisingani
Director
DIN : 02059893

SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)

Statement of Profit and Loss for the year ended March 31st, 2021

| Sr No | Particulars | Notes | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
|-------|---|-------|---------------------------------|---------------------------------|
| I | Revenue from operations | 13 | 260,674,613 | 348,266,209 |
| II | Other income | 14 | 20,878 | 176,027 |
| III | Total revenue | | 260,695,491 | 348,442,236 |
| IV | Expenses | | | |
| | Employee benefits expense | 15 | 10,888,907 | 10,405,709 |
| | Finance costs | 16 | 871,631 | 1,123,992 |
| | Depreciation and amortisation expenses | 17 | 61,356,116 | 59,451,335 |
| | Other expenses | 18 | 207,752,560 | 328,924,767 |
| | Total expenses | | 280,869,214 | 399,905,803 |
| V | Profit/(Loss) before taxes | | (20,173,722) | (51,463,566) |
| VI | Tax Expenses : | | | |
| | Current Tax | | - | - |
| | MAT credit Adjustment | | - | - |
| | Tax Adjustment for earlier years | | - | - |
| | Deferred Tax | | 4,825,323 | 3,261,737 |
| VII | Profit/(Loss) for the year | | (15,348,400) | (48,201,829) |
| VIII | Other Comprehensive Income | | | |
| | Items that will not be reclassified to Statement of Profit and Loss | | - | - |
| | Items that will be reclassified to Statement of Profit and Loss | | - | - |
| | Total Other Comprehensive Income (After Tax) | | - | - |
| IX | Total Comprehensive Income | | (15,348,400) | (48,201,829) |
| X | Earning per Equity Share | | | |
| | Basic & Diluted | | (1,535) | (4,820) |
| | | | (1,535) | (4,820) |

The accompanying notes are an integral part of these financial statements.
As per our attached report of even date

For Mahesh Udhvani & Associates,
Chartered Accountants
(Firm Regd.No.129738W)

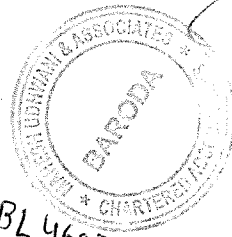
For and on behalf of the Board of Directors

Jyotsna Patel
Partner
Membership No.153013

Jayesh Pandya
Director
DIN : 06487720

Raju Raisingani
Director
DIN : 02059893

UDIN: 21153013A
Place: Vadodara
Date: 15.06.2021



SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)
Cash flow Statement for the year ended 31, March 21

(Amount in Rs)

| Particulars | | As at 31 March, 2021 (RS) | As at 31 March, 2020 (RS) |
|-------------|---|------------------------------|------------------------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Net profit before tax | (20,173,722) | (51,463,566) |
| | <u>Adjustments for:</u> | | |
| | Add : Non Cash Item/Items required to be disclosed separately | | |
| | Depreciation and amortisation | 61,356,116 | 59,451,335 |
| | Interest Income | - | - |
| | Operating Profit before Working Capital Changes | 61,356,116 | 59,451,335 |
| | <u>Adjustments for:</u> | | |
| | Trade Receivables | 5,284,394 | (10,488,711) |
| | Other Current Assets | (23,611,435) | 6,946,300 |
| | Trade payables & Provisions | (18,480,746) | 26,167,753 |
| | Other Current Liabilities | (2,063,034) | (34,909,677) |
| | Cash Generated from Operations | (38,870,821) | (12,284,336) |
| | Less : Direct Taxes paid | - | - |
| | Net Cash generated from operating activities (i) | 2,311,573 | (4,296,567) |
| B | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Purchase of Fixed Assets | (11,969,396) | (9,263,839) |
| | Security Deposits | - | - |
| | Interest Income | - | - |
| | Net cash generated from investing activities (ii) | (11,969,396) | (9,263,839) |
| C | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Proceed / Repayment of Long Term Borrowings | - | - |
| | Net cash generated from financial activities (iii) | - | - |
| | Net change in cash and cash equivalents (i+ii+iii) | (9,657,823) | (13,560,406) |
| | Cash and cash equivalents at the beginning of the year | 33,890,751 | 47,451,153 |
| | Cash and cash equivalents at the end of the year* | 24,232,928 | 33,890,751 |
| | *Cash & cash equivalents includes: | | |
| | Cash in hand | 70,789 | 171,359 |
| | Balance with Scheduled Bank | 24,162,140 | 33,719,392 |

The accompanying notes are an integral part of these financial statements.

As per our attached report of even dates

For Mahesh Udhvani & Associates

Chartered Accountants
(Firm Regd.No.129738W)

Jyotsna Patel
Partner
M. No:153013
UDIN:

Place:Vadodara

Date: 15.06.2021



For and on behalf of the Board of Directors

Jayesh Pandya
Director
DIN : 06487720

Raju Raisingani
Director
DIN : 02059893

UDIN 21153013A AAA BL4602

SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)
Statement of changes in equity for the year ended March 31st, 2021

A. Equity Share Capital

| Particulars | No. of Shares | Amount in Rs. |
|---|---------------|---------------|
| Balances as at 1st April, 2019 | 10,000 | 100,000 |
| Changes in Equity Share Capital during the Year | - | - |
| Balances as at 31st March, 2020 | 10,000 | 100,000 |
| Changes in Equity Share Capital during the Year | - | - |
| Balances as at 31st March, 2021 | 10,000 | 100,000 |

B. Other Equity

| Particulars | Reserves and Surplus | | Total Amount in Rs. |
|--|----------------------|-------------------|---------------------|
| | General Reserve | Retained Earnings | |
| Balance as at 1st April, 2019 | - | (16,505,764) | (16,505,764) |
| Less : On Account of scheme of arrangement | - | - | - |
| Profit for the year | - | (48,201,829) | (48,201,829) |
| Other Comprehensive Income for the year | - | - | - |
| Total Comprehensive Income for the year | - | (64,707,591) | (64,707,591) |
| Dividend paid | - | - | - |
| Tax on Dividend (net of credit paid) | - | - | - |
| Transaction with Owners in their capacity as Owners, recorded directly in Equity | - | - | - |
| Transfer to General Reserve | - | - | - |
| Other Adjustments | - | - | - |
| Issue of Corporate Guarantees for Group Companies | - | - | - |
| Balance as at April 01, 2020 | - | (64,707,591) | (64,707,591) |
| Profit for the year | - | (15,348,400) | (15,348,400) |
| Other Comprehensive Income for the year | - | - | - |
| Total Comprehensive Income for the year | - | (80,055,990) | (80,055,990) |
| Transfer to General Reserve | - | - | - |
| Other Adjustments | - | - | - |
| Balances as at 31st March, 2021 | - | (80,055,990) | (80,055,990) |

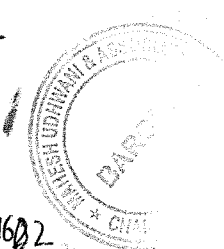
The accompanying notes are an integral part of these financial statements.
As per our attached report of even dates

For Mahesh Udhvani & Associates,
Chartered Accountants
(Firm Regd.No.129738W)

Jyotsna Patel
Partner
Membership No.153013

UDIN: 21153013AAAA BL 4602
Place: Vadodara

Date: 05.06.2021



For and on behalf of the Board of Directors

Jayesh Pandya
Director
DIN : 06487720

Raju Raisingani
Director
DIN : 02059893

(Handwritten signature of Jayesh Pandya)

(Handwritten signature of Raju Raisingani)

SUTL Sat Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)

| Tangible assets | | (Amount in Rs.) | | | | | |
|---------------------------------------|---------------------|------------------|------------------|------------------------|--------------------|--|--------------------|
| Gross block | Plant and equipment | Computers | Office equipment | Furniture and fixtures | Set top boxes | Capital work in progress (Set top boxes WIP) | Total |
| Balance as at 1st April, 2019 | 36,328,233 | 2,959,948 | 542,173 | 9,683,065 | 443,833,681 | 16,051,560 | 509,398,660 |
| Additions | 8,024,818 | 43,532 | 230,960 | - | 4,136,231 | 94,258 | 12,529,799 |
| Disposal | - | - | - | - | - | 3,265,960 | 3,265,960 |
| Balance as at March 31, 2020 | 44,353,051 | 3,003,480 | 773,133 | 9,683,065 | 447,969,912 | 12,879,858 | 518,662,499 |
| Additions | 1,162,982 | 1,398,080 | 49,401 | - | 15,196,681 | 4,683,710 | 22,490,854 |
| Disposal | - | - | - | - | - | 10,521,458 | 10,521,458 |
| Balance as at March 31st 2021 | 45,516,033 | 4,401,560 | 822,534 | 9,683,065 | 463,166,593 | 7,042,110 | 530,631,895 |
| Accumulated depreciation | | | | | | | |
| Balance as at 1st April, 2019 | 12,730,936 | 1,824,429 | 158,994 | 3,353,547 | 140,336,174 | - | 158,404,080 |
| Charge for the year | 4,752,690 | 389,609 | 84,197 | 922,846 | 53,301,993 | - | 59,451,335 |
| Reversal on disposal of assets | - | - | - | - | - | - | - |
| Balance as at March 31, 2020 | 17,483,626 | 2,214,038 | 243,191 | 4,276,393 | 193,638,167 | - | 217,855,415 |
| Charge for the year | 5,212,593 | 450,036 | 94,457 | 920,336 | 54,678,694 | - | 61,356,116 |
| Reversal on disposal of assets | - | - | - | - | - | - | - |
| Balance as at March 31st 2021 | 22,696,219 | 2,664,074 | 337,648 | 5,196,729 | 248,316,861 | - | 279,211,531 |
| Net block | | | | | | | |
| Balance as at 1st April, 2019 | 23,597,297 | 1,135,519 | 383,179 | 6,329,518 | 303,497,507 | 16,051,560 | 350,994,580 |
| Balance as at 31st March, 2020 | 26,869,425 | 789,442 | 529,942 | 5,406,672 | 254,331,745 | 12,879,858 | 300,807,084 |
| Balance as at 31st March, 2021 | 22,819,814 | 1,737,486 | 484,886 | 4,486,336 | 214,849,732 | 7,042,110 | 251,420,364 |

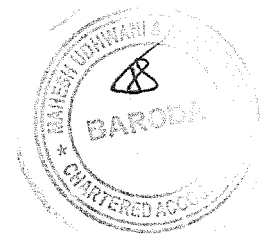
SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)

| 8 | Particulars | As At | As At |
|---|--|----------------|----------------|
| | | March 31,2021 | March 31,2020 |
| | Share Capital: | | |
| | Authorised share capital 10000 Equity shares of Rs. 10/- each. | 100,000 - | 100,000 - |
| | Issued, subscribed and fully paid up capital: 10000 Equity shares of Rs. 10/- each. | 100,000 | 100,000 |
| | Total | 100,000 | 100,000 |

| (a) | Reconciliation of number of shares Outstanding | As At | As At |
|-----|--|---------------|---------------|
| | | March 31,2021 | March 31,2020 |
| | Equity shares | ** | |
| | Balance at the beginning of the year No. of shares (Nil) | 10,000 | 10,000 |
| | Add: Additions to share capital on account of fresh issue | - | - |
| | Balance at the end of the year 10000 Equity shares of Rs. 10/- each | 10,000 | 10,000 |

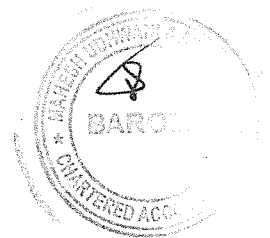
(b) Details of share held by shareholders holding more than 5% of the aggregate shares in the company

| Name of the shareholders | As At | | As At | |
|----------------------------|---------------|-----------------------------|---------------|-----------------------------|
| | March 31,2021 | | March 31,2020 | |
| | No. of shares | Percentage of share holding | No. of shares | Percentage of share holding |
| Siti Cable Network Limited | 5,100 | 51% | 5,100 | 51% |
| Raju Raisingani | 3,600 | 36% | 3,600 | 36% |
| Jayesh Thakorlal Pandya | 1,300 | 13% | 1,300 | 13% |
| Total | 10,000 | 100% | 10,000 | 100% |

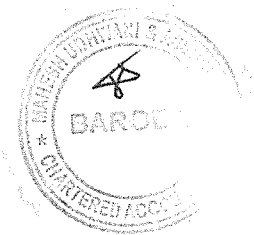


SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)

| | | | |
|---|--|-----------------------|-----------------------|
| 3 | Trade receivables | March 31, 2021 | March 31, 2020 |
| | | Amount in Rs. | Amount in Rs. |
| | Unsecured, considered good | 147,708,416 | 152,992,811 |
| | Less: Provision for doubtful debts | - | - |
| | | 147,708,416 | 152,992,811 |
| | Classified as: | | |
| | Non-current trade receivables | 74,407,640 | 69,518,817 |
| | Current trade receivables | 73,300,776 | 83,473,994 |
| | Total | 147,708,416 | 152,992,811 |
| 4 | Deffered Tax Assets | March 31, 2021 | March 31, 2020 |
| | | Amount in Rs. | Amount in Rs. |
| | Deffered Tax Assets | 9,541,417 | 4,716,094 |
| | Total | 9,541,417 | 4,716,094 |
| 5 | Other Non Current Assets | March 31, 2021 | March 31, 2020 |
| | | Amount in Rs. | Amount in Rs. |
| | Security deposits with Vendors | 639,059 | 610,059 |
| | Security deposits with Govt Authorities | 140,879 | 140,879 |
| | Total | 779,938 | 750,938 |
| 6 | Cash and bank balances | March 31, 2021 | March 31, 2020 |
| | | Amount in Rs. | Amount in Rs. |
| | Cash and cash equivalents | | |
| | Cash on hand | 70,789 | 171,359 |
| | Balances with banks | 24,162,140 | 33,719,392 |
| | Total | 24,232,929 | 33,890,751 |
| 7 | Other Current Assets | March 31, 2021 | March 31, 2020 |
| | | Amount in Rs. | Amount in Rs. |
| | Advance to Siti Network Limited | 33,790,634 | - |
| | Advances to vendors or Employees | 19,687,798 | 21,586,877 |
| | <u>Balances with statutory authorities</u> | | |
| | Service tax Authorities | 3,140,309 | 3,140,309 |
| | Goods & Service tax Authorities | 1,730,350 | 11,823,550 |
| | TDS Receivable (FY 2019-20) | 5,843,838 | 5,843,839 |
| | TDS Receivable (FY 2020-21) | 1,784,080 | - |
| | MAT Credit Entitment | 3,231,471 | 3,231,471 |
| | Total | 69,208,480 | 45,626,045 |



| | | | |
|----|---|---|---|
| 9 | Long-term borrowings | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | (a) Term loans from banks | | |
| | Term loans (Secured*) | - | - |
| | Unsecured loan from Share Holder | | |
| | - Raju Raisinghani | 5,000,000 | 5,000,000 |
| | - Jayesh pandya | 4,388,043 | 6,678,691 |
| | 23,13,00,000, @ 0.01% unsecured optionally convertible debntures having face value of Rs.1 each | 231,300,000 | 231,300,000 |
| | Total | 240,688,043 | 242,978,691 |
| 10 | Trade payables | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Total outstanding dues of creditors | 305,775,619 | 324,256,365 |
| | Total | 305,775,619 | 324,256,365 |
| 11 | Other Current Liabilities | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Advances from customers | 20,729,715 | 20,454,691 |
| | <u>Payable for statutory liabilities</u> | | |
| | PF-ESIC | 47,048 | 36,648 |
| | GST | 6,307 | 720 |
| | TDS | 2,054,738 | 2,248,848 |
| | Professional Tax | 6,730 | 5,780 |
| | | 22,844,538 | 22,746,687 |
| 12 | Provisions | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Provision for Expenses | 13,539,332 | 13,409,570 |
| | Total | 13,539,332 | 13,409,570 |



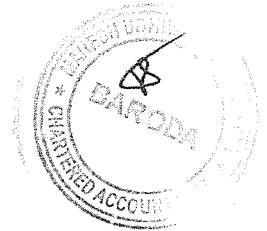
SITI Sai Star Digital Media Private Limited (formerly known as Saistar Digital Media Private Limited)

| | | | |
|----|--|---|---|
| 13 | Revenue from operations | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Sale of services | | |
| | Subscription income | 214,458,286 | 232,699,239 |
| | Digital Activation Income | 2,198,457 | - |
| | Carriage income | 24,961,615 | 12,681,020 |
| | Activation and Set top boxes pairing charges | - | 2,485,365 |
| | Reimburshment of pay channel Cost | - | 81,115,498 |
| | Towards Incentive | 19,056,255 | 19,157,977 |
| | Other income | - | 127,111 |
| | Total | 260,674,613 | 348,266,209 |
| 14 | Other income | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Interest income on | | |
| | Others | 20,878 | 176,027 |
| | Total | 20,878 | 176,027 |
| 15 | Employee benefits expense | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Salaries, allowances and bonus | 10,121,646 | 9,609,249 |
| | Contributions to provident and other funds | 580,780 | 575,575 |
| | Staff welfare expenses | 186,481 | 220,885 |
| | Total | 10,888,907 | 10,405,709 |
| 16 | Finance costs | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Bank charges | 1,876 | 9,373 |
| | Transaction processing charges | 869,754 | 1,114,619 |
| | Total | 871,631 | 1,123,992 |
| 17 | Depreciation and amortisation expenses | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
| | Depreciation of tangible assets (Refer note 2) | 61,356,116 | 59,451,335 |
| | Total | 61,356,116 | 59,451,335 |



| Other expenses | March 31, 2021 Amount in Rs. | March 31, 2020 Amount in Rs. |
|---|---------------------------------|---------------------------------|
| Content cost | 178,392,670 | 281,664,012 |
| Rent | 2,821,964 | 2,831,412 |
| Rates and taxes | 246,922 | 514,883 |
| Communication expenses | 185,475 | 164,924 |
| Repairs and maintenance | | |
| - Network | 2,334,971 | 1,086,962 |
| - Building | 99,000 | 148,500 |
| - Others | 530,415 | 666,819 |
| Electricity and water charges | 2,909,083 | 2,334,581 |
| Legal, professional and consultancy charges | 1,830,706 | 1,962,956 |
| Printing and stationery | 112,653 | 99,035 |
| Service charges | 1,391,080 | 2,438,078 |
| Travelling and conveyance expenses | 611,154 | 500,463 |
| Auditors' remuneration* | 80,000 | 80,000 |
| Lease line charges | 15,790,379 | 20,491,341 |
| Other operational cost | 407,538 | 12,678,737 |
| Miscellaneous expenses | 8,550 | 261,509 |
| Income tax 2018-19 | - | 550 |
| Income tax paid | - | 1,000,000 |
| Total | 207,752,560 | 328,924,762 |

| | | |
|-------------------------|---------------|---------------|
| *Auditors' remuneration | | |
| as an Statutory auditor | 40,000 | 40,000 |
| Tax Audit | 25,000 | 25,000 |
| for other services | 15,000 | 15,000 |
| | 80,000 | 80,000 |



Accompanying notes to the financial statements as at March 31, 2021

Notes : 19 NOTES ON ACCOUNTS

- 1 Details of Deferred tax liability/assets at the balance sheet date is:

| Particulars | 31st March, 2021 | 31st March, 2020 |
|---|------------------|------------------|
| Deferred tax liability on account of difference between book value of depreciable assets as per books of account and written down value as per Income Tax | | |
| Deferred tax assets on account of difference between book value of depreciable assets as per books of account and written down value as per Income Tax | 4,825,323 | 3,261,737 |
| Deferred tax assets on account of current year Loss | - | - |
| Net Deferred Tax Assets/(Liabilities) | 4,825,323 | 3,261,737 |

- 2 Earning per share:

| Particulars | 31st March, 2021 | 31st March, 2020 |
|--|------------------|------------------|
| a) Profit / (Loss) after Tax | -15,348,400 | -48,201,829 |
| b) Weighted average No. of Ordinary Shares | | |
| Basic | 10,000 | 10,000 |
| Diluted | 10,000 | 10,000 |
| c) Nominal Value of Ordinary Share | 10 | 10 |
| d) Earning per Ordinary share considering: | | |
| Basic | -1,535 | -4,820 |
| Diluted | -1,535 | -4,820 |

- 3 Related Parties Disclosure:

List of Parties where control exists

- i **Holding Company**
Siti Network Limited
(Formally known as SITI Cable Networks Ltd.)
- ii **Key Managerial Personnel**
Rajubhai Raisingani
Jayesh Thakorlal Pandya
- iii **Other Related Parties**
Shree Saistar Digital Cable Network Pvt Ltd.
(Jayesh Pandya - Director in the above company)
Star Marketing
(Proprietorship business of Jayesh Pandya - HUF)

Transaction with Holding Company

| Particulars | 31st March, 2021 | 31st March, 2020 |
|---------------------------------|------------------|------------------|
| Purchase Set Top Boxes | 691,400 | 1,138,145 |
| Purchase Material | 39,267 | - |
| Management Charges | - | - |
| Content Charges | - | 66,949,298 |
| SMS Charges | 3,266,405 | 8,848,655 |
| Dark fiber through Railtel link | - | - |
| ROC Charges | 1,600 | 7,200 |
| DAS Audit Charges | - | 129,854 |
| SNL-DEBTORS PAYCHANNEL | - | 104,140,895 |



Transaction With Key Managerial Personnel

| Particulars | 31st March, 2021 | 31st March, 2020 |
|-------------------------------------|------------------|------------------|
| Loan taken From Jayesh Pandya (net) | 4,388,043 | 6,678,691 |
| Loan Taken From Raju Raisinghani | 5,000,000 | 5,000,000 |

Shree sai star digital cable network

| Particulars | 31st March, 2021 | 31st March, 2020 |
|-----------------------------|------------------|------------------|
| Digital Activation Income | 125,600 | 208,400 |
| Subscription Income | - | 225 |
| Prepaid Subscription Income | 14,320,671 | 14,023,719 |

Balance Outstanding**Other Related Parties**

| Particulars | 31st March, 2021 | 31st March, 2020 |
|--|------------------|------------------|
| Shree sai star digital cable network | 1,203,623 | 1,203,623 |
| Shree sai star digital cable network -STB | 449,580 | 456,072 |
| Shree sai star digital cable network - Royalty | 701,479 | 701,479 |
| Shree sai star digital cable network - Prepaid Royalty | 2,793,412 | 2,358,283 |

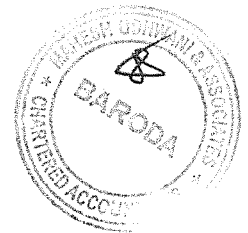
Sundry creditors for holding Compny

| Particulars | 31st March, 2021 | 31st March, 2020 |
|---------------------------------|------------------|------------------|
| Purchase Set Top Boxes | 263,339,643 | 272,339,643 |
| Purchase Material | 718,662 | 718,661 |
| Management Charges | (16,707,337) | (16,707,337) |
| Content Charges | - | - |
| SMS Charges | 1,549,714 | 815,827 |
| Dark fiber through Railtel link | 1,216,788 | 1,216,788 |
| ROC Charges | 61,100 | 59,500 |
| DAS Audit Charges | 129,854 | 129,854 |
| Siti Networks LTD(Advance) | (33,790,634) | - |

4 Figures for the previous year have been regrouped / rearranged / recast whenever necessary to confirm for comparison purpose.

5 In the opinion of the Board of Directors the current assets , loan & advances shown in the Balance Sheet as at 31.03.2021 are considered good and fully recoverable , except other wise stated and provision for all known liabilities is made in the accounts.

6 Sundry Creditors, Sundry Debtors, Unsecured Loans, Expenses Recoverable/payable & other loans & Advances are subject to confirmation and reconciliation from parties.



7

Information required as per the Micro, Small and Medium Enterprises Development Act, 2006 small Scale Industries.

The Company has identified Micro, Small and Medium Enterprises on the basis of information available. As at March 31, 2021 there are no dues to Micro, Small and Medium Enterprises that are reportable under the MSMED Act, 2006.

The accompanying notes are an integral part of these financial statements.

As per our attached report of even dates

For Mahesh Udhvani & Associates

Chartered Accountants

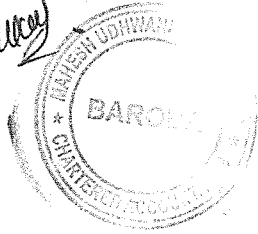
(Firm Regd.No.129738W)

Jyotsna Patel
Partner

M. No :153013

Place:Vadodara

Date: 15.06.2021



For and on behalf of the Board of Directors

Jayesh Pandya

Director

DIN : 06487720

Raju Raisingani

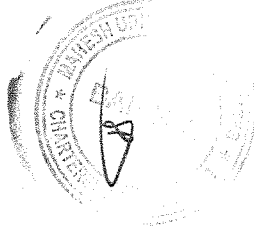
Director

DIN : 02059893

Fixed Assets - Depreciation (As per Income Tax Act, 1961.)

A.Y. 2021 - 2022

| Particulars | WDV As on 01.04.2020 | Additions | | Deletions/ Sales | Total | Depreciation Rate | Depreciation | WDV As on 31.03.2021 |
|----------------------|----------------------------|---|--|---------------------|--------------------|----------------------|-------------------|----------------------------|
| | | Upto 30.09.2020 More than six months | After 01.10.2020 Less than six months | | | | | |
| Plant & Machinery | 264,018,936 | 11,366,182 | 5,042,882 | - | 280,428,000 | 15% | 41,685,984 | 238,742,017 |
| Furniture & Fixtures | 5,945,421 | - | - | - | 5,945,421 | 10% | 594,542 | 5,350,879 |
| Computer | 257,427 | 670,350 | 727,730 | - | 1,655,507 | 40% | 516,657 | 1,138,850 |
| Total | 270,221,784 | 12,036,532 | 5,770,612 | - | 288,028,928 | | 42,797,183 | 245,231,745 |



Statement showing Calculation of Diferred Taxes

| Sr no | Source of Difference | Impact | | DTL | DTA |
|------------------|-----------------------------|--|------------|-----|-----------|
| | Opening Balance | | | | 4,716,094 |
| 1 | Depreciation (Timing Diff.) | Depreciation for tax is lower. Hence DTA is Recognized | | | |
| | | Dep as per I Tax | 42,797,183 | | |
| | | Dep as per co | 61,356,116 | | 4,825,323 |
| 3 | Losses | | | | - |
| Total | | | | - | 4,825,323 |
| DTA for the year | | | | - | 4,825,323 |
| Total DTA | | | | | 9,541,417 |



