

**Anshul**

*Registered Valuer*

**EVALUATION OF ARM'S LENGTH INTEREST RATE IN RESPECT OF INTER-CORPORATE LOANS AVAILED BY NEW DELHI TELEVISION LIMITED FROM NDTV CONVERGENCE LIMITED AND ADANI ENTERPRISES LIMITED**

**January 28, 2026**

**Prepared by:**

**Anshul**

*Registered Valuer*

IBBI Registration No: IBBI/RV/05/2021/14457

**January 28, 2026**

The Board of Directors  
**NDTV Convergence Limited**  
W-17, 2nd Floor, Greater Kailash-I,  
New Delhi, Delhi, India - 110048

**Adani Enterprises Limited**  
Adani Corporate House  
Shanti gram, Near Vaishno Devi Circle,  
S. G. Highway, Khodiyar, Ahmedabad,  
Gujarat, India – 382421.

The Board of Directors  
**New Delhi Television Limited**  
B-50A, 2nd Floor, Archana Complex  
Greater Kailash-I,  
New Delhi – 110048.

**Subject:** Valuation report for evaluating the Arm's Length Interest Rate in respect of the Inter-Corporate loan facilities availed by New Delhi Television Limited from NDTV Convergence Limited and Adani Enterprises Limited.

Dear Sirs/Madams,

We refer to the Engagement Letter (“**EL**”) dated January 18, 2026 whereby the management (“**the Management**”) of **New Delhi Television Limited** (hereinafter referred to as “**NDTV**” or “**the Company**”) and **NDTV Convergence Limited** (hereinafter referred to as “**NCL**”) has approached Anshul, Registered Valuer (hereinafter referred to as “**Valuer**”, “**we**” or “**us**”) for evaluating the **Arm's Length Interest Rate** in respect of the Inter-Corporate Loan facilities availed / proposed to be availed by the Company from **NDTV Convergence Limited** (“**NCL**”) and **Adani Enterprises Limited** (“**AEL**”).

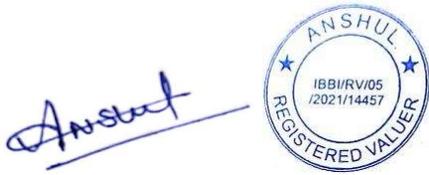
In rendering the above-mentioned advisory services, we have reviewed and relied upon various materials/information provided by the Management. Our report is based on the draft terms of proposed summary provided to us by the Management. Because of the limited purpose of this report, we have not carried out any

audit, review, or independent verification of the financial information of the Company. The Management has not provided audited financial statements for the purpose of this assignment and has furnished only the draft terms and proposed summary of the Inter-Corporate Loan arrangements for our evaluation.

Our analysis and conclusions are based solely on the draft terms, representations, and information made available to us by the Management. We have relied upon such information in good faith and have not independently verified its accuracy or completeness.

I hereby confirm that I am a Registered Valuer registered with the Insolvency and Bankruptcy Board of India and I have conducted the Evaluation in a fair and transparent manner.

Please find enclosed the signed report detailing our evaluation of the arm's length interest rate.

The image shows a handwritten signature in blue ink that reads "Anshul". To the right of the signature is a circular blue stamp. The stamp contains the name "ANSHUL" at the top, the registration number "IBBI/RV/05/2021/14457" in the center, and the words "REGISTERED VALUER" at the bottom. Two small stars are positioned on either side of the registration number.

**Anshul**

IBBI Registration No: IBBI/RV/05/2021/14457

Date: January 28, 2026

Place: Delhi

UDIN: 2631428ZZ2QPCJ1O4C

**INDEX**

1. INTRODUCTION ----- 4

2. COMPANY OVERVIEW ----- 7

3. SELECTION OF MOST APPROPRIATE METHOD ----- 8

4. EVALUATION OF ARM’S LENGTH INTEREST RATE ----- 12

5. CONCLUSION -----14

6. ANNEXURES -----15

## **1. INTRODUCTION**

### **A. PROPOSED TRANSACTION**

We have been informed that the management of **New Delhi Television Limited (“NDTV” or “the Company”)**, **NDTV Convergence Limited (“NCL”)**, and **Adani Enterprises Limited (“AEL”)** (hereinafter collectively referred to as “the Parties”) have entered into / propose to enter into arrangements in respect of Inter-Corporate Loan facilities, wherein NDTV has availed / proposes to avail borrowings from NCL and AEL (hereinafter referred to as the “Inter-Corporate Loans” or “ICL Facilities”) The Management of NDTV has approached us for evaluating the Arm’s Length Interest Rate applicable to the said Inter-Corporate Loan facilities. Further, the terms of the above proposed arrangement have been detailed as under:

#### **Inter-Corporate Loan from NDTV Convergence Limited (NCL)**

1. The existing Inter-Corporate Loan facility extended by NCL to NDTV, aggregating to INR 110 crores, is proposed to be enhanced to INR 150 crores.
2. The facility shall be available to NDTV for meeting its capital and operational requirements.
3. The tenure of the facility shall extend up to March 31, 2029.
4. Interest shall be chargeable on the outstanding balance of the loan and shall be subject to annual review.
5. The loan shall be unsecured and shall not carry any charge or lien on the assets of NDTV.
6. The proposed transaction is stated to follow Section 186 and within the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

#### **Inter-Corporate Loan from Adani Enterprises Limited (AEL)**

1. NDTV has availed / proposes to renew an Inter-Corporate Loan facility from.
2. The facility may be disbursed in one or multiple tranches, as per the funding requirements of NDTV.
3. The tenure of the facility shall extend up to March 31, 2029.

4. The loan shall carry an interest rate aligned with prevailing market rates at the time of disbursement.
5. Interest shall be chargeable on the outstanding balance of the loan.
6. The proposed transaction is stated to follow Section 186 and within the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

For this purpose, NDTV requires a report evaluating the Arm's Length Interest Rate to be charged by NDTV Convergence Limited and Adani Enterprises Limited on the outstanding balance under the Borrowings proposed to be granted to NDTV.

## **B. PROCEDURES PERFORMED**

Our expression of the opinion on the Arm's Length Interest Rate to be charged by the Group Company is supported by all procedures performed by us that we deem to be relevant. We have obtained sufficient information and relied on the data, facts, information, documents, and explanations as authenticated and provided to us by the Management. For our analysis, we held discussions with the management of the Companies to understand:

- a. Background of the proposed transaction; and
- b. Key value drivers.

To carry out the analysis, we have perused the following documents/information:

- a) Draft/summary of the proposed transaction.

Some of the data required for this exercise has been taken from publicly available sources believed to be reliable and true.

In addition to the above, we have also obtained other explanations and information, which were considered relevant for our analysis.

### **C. Caveats, Limitations, and Disclaimers**

#### **Limitation of verification**

The Management has provided relevant information for the purpose of this Report. As part of our process, we have evaluated the reasonableness of the data provided by the Management. The relevant information and supporting documents provided by the Management have not been independently verified by us with any third party or any other sources and are believed to be true and reliable. The information contained herein is based on the analysis of information known or knowable at the time when this Report was prepared.

This Report highlights the basis of arriving at the arm's length interest rate, identifies various factors affecting the interest rate, summarizes the appropriate methodology keeping in view the circumstances prevailing at the time of our analysis and arrives at the opinion on interest rate, considering the facts of the case.

#### **Industry and Market Data**

Unless stated otherwise, industry and market data used in the Report have been obtained from market research, publicly available information and industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed, and their reliability is not assured. Industry data used in the Report has not been independently verified.

## **Limitations of Use**

The Report must be considered in the context mentioned in the report only and is not an advisory document for any other purpose. The results of our arm's length interest rate analysis and our recommendations in this report are based on facts and credit worthiness of the company. On a going-forward basis, the results would need to be validated so as to incorporate latest financial results and any changes in the functions performed, risks assumed at the time of determining the interest rate.

## **2. COMPANY OVERVIEW**

### **NDTV Convergence Limited**

**NDTV Convergence Limited** is a Public incorporated on 28 March 1995 with the Registrar of Companies, ROC Delhi. The Corporate Identification Number of the Company is U72200DL1995PLC066136. The registered office of the Company is situated at W-17, 2nd Floor, Greater Kailash-I, New Delhi, Delhi, India - 110048.

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Viral Jagdish Doshi	00583487	Director
Ms. Richa Gautam	08210335	Director
Mr. Sanjay Pugalia	08360398	Director
Mrs. Dipali Balkrishan Goenka	00007199	Director

### **Adani Enterprises Limited**

**Adani Enterprises Limited** is a Public Company incorporated on 2 March 1993 and is registered with the Registrar of Companies, Ahmedabad. The Corporate Identification Number (CIN) of the Company is L51100GJ1993PLC019067. The registered office of the company is situated at Adani Corporate House Shanti gram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat, India – 382421.

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Rajesh Shantilal Adani	00006322	Managing Director
Mr. Pranav Vinod Adani	00008457	Director

Mr. Gautam Shantilal Adani	00006273	Whole-time director
Mr. Vinay Prakash	03634648	Director
Mr. Omkar Goswami	00004258	Director
Mr. Venkataraman Subramanian	00357727	Director
Mr. Bharat Kanaiyalal Sheth	00022102	Director
Mr. Vijay Laxmi Joshi	00032055	Director

### **New Delhi Television Limited**

New Delhi Television Limited was incorporated on September 08, 1988 with the Registrar of Companies, Delhi. The Corporate Identification Number of the Company is L92111DL1988PLC033099. The registered office of the Company is situated at B-50A, 2nd Floor, Archana Complex Greater Kailash-I, New Delhi - 110048.

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Senthil Chengalvarayan	02330757	Director
Mr. Sanjay Pugalia	08360398	Whole-time director
Mr. Viral Jagdish Doshi	00583487	Director
Mr. Dinesh Kumar Mittal	00040000	Director
Mr. Upendra Kumar Sinha	00010336	Director
Mrs. Dipali Balkrishan Goenka	00007199	Director

### **3. SELECTION OF MOST APPROPRIATE METHOD**

For the purpose of analysing the arm's length nature of interest rate, we have considered the transfer pricing methods to evaluate the arm's length interest rate for inter-company loans, considering the parties involved and taking into account facts and circumstances, available evidence and reliability of methods under consideration. There are six transfer pricing methods broadly categorized as "Traditional transaction methods" and "Transactional profit methods." These methods can be applied to establish whether the conditions imposed in the commercial or financial relation between related parties are consistent with the arm's length principle. In this regard, the most appropriate method is selected from the following methods:

- a. Comparable Uncontrolled Price ('CUP') Method.
- b. Resale Price Method ('RPM').
- c. Cost Plus Method ('CPLM').
- d. Profit Split Method ('PSM').
- e. Transactional Net Margin Method ('TNMM'); or
- f. other method.

### **Comparable Uncontrolled Price Method ('CUP')**

The CUP method evaluates the arm's-length character of a controlled transaction by comparing the price charged in the controlled transaction to the amount charged in a comparable uncontrolled transaction.

This method is particularly appropriate where an independent enterprise sells the same product or service as is sold between two related parties. The uncontrolled transactions should reflect goods or services of a similar type, quality, and quantity as those between related parties, and relate to transactions taking place at a similar time, and at a similar stage in the production/distribution chain and other similar conditions. Although one must consider all the comparability factors discussed above, the similarity of products has the greatest effect on the comparability of the controlled and uncontrolled transactions under the CUP method.

In theory, this method is attractive, however, in practice, there are often difficulties in obtaining evidence of sufficiently close-comparable transactions. If there are differences such that an adjustment to the CUP can be made with reasonable accuracy, it may still be possible to use this method.

#### *Applicability to the present case*

In the instant case, Group Company has proposed to enter into an arrangement, wherein the Group Company will lend to NDTV and will charge interest on outstanding amount on the borrowings availed by NDTV. The Group Company has not given any similar/same Borrowings to any unrelated party and therefore, internal comparable data is not available for analysis. Therefore, CUP method is not used.

### **Resale Price Method ('RPM')**

The RPM evaluates the Arm's-Length character of a controlled transaction by referencing the gross profit margin realized in comparable uncontrolled transactions. The arm's-length price is determined by subtracting the appropriate gross profit from the product's applicable resale price. The RPM is normally used in distributor situations involving the purchase and resale of the tangible property. Normally, the distributor does not add substantial value to the goods either physically or by the use of intangible property, by altering them before resale. The comparability under RPM is particularly dependent upon the similarity of functions performed, risks assumed, and terms contracted. The close physical similarity of the products involved in the controlled and uncontrolled transactions is not ordinarily necessary to establish the comparability of a controlled distributor's gross profit margin, although substantial differences in the products may indicate significant functional differences.

*Applicability to the present case*

RPM is most appropriate in cases involving the purchase and resale of tangible goods/ services. Therefore, this method is not considered as the most appropriate method for determining the interest rate.

**Cost plus Method ('CPM')**

The CPM evaluates the arms-length character of a controlled transaction by referencing the gross profit mark-up realized in comparable uncontrolled transactions. The arm's-length price for the controlled transfer is the controlled party's cost of producing the goods involved in the transaction, plus an amount equal to those costs multiplied by the appropriate profit mark-up.

The CPM is ordinarily appropriate in two situations:

- i) provision of services to a related party; or
- ii) manufacture of tangible goods that are sold to a related party.

As with RPM, comparability under CPM is particularly dependent upon the similarity of functions, risks, and contractual terms. Again, close physical similarity of the products/services involved in the controlled and uncontrolled transactions is not ordinarily necessary to establish the comparability of the manufacturers' gross profit mark-ups, although substantial differences in the products/provision of services may indicate significant functional differences.

*Applicability to the present case*

In the instant case, the Group Company has proposed to grant the Borrowings to NDTV and there is no provision of services or manufacture of tangible goods. Therefore, CPM has not been considered as an appropriate method.

## **Profit Split Method**

The PSM evaluates whether the allocation (among the related participants to a business activity) of the combined operating profit or loss attributable to a controlled transaction is consistent with the arm's-length standard. The same is determined based on the relative value of each controlled participant's contribution to the combined operating profit or loss. The relative value of each controlled participant's contribution to the combined profit or loss is determined by the functions performed, risks assumed, and assets employed by each participant in the relevant business activity. The OECD guidelines provide two approaches to applying the PSM: the comparable profit split method and the residual profit split method.

Comparable profit split is derived from the combined operating profit of uncontrolled parties whose transactions and activities are similar to those of the controlled parties. The amount allocated to each controlled participant of the relevant business activity is based upon each uncontrolled party's percentage of the combined operating profit or loss. Although all the comparability factors must be considered, comparability under the comparable profit split method is particularly dependent upon resources employed, risks assumed, and functions performed. The quality of the data, the assumptions concerning cost and income allocation for the relevant business activity, and the accounting consistency all affect the reliability of the results derived from this method.

Residual profit split method uses a two-step process to allocate operating profit (loss) between the controlled parties. First, one performs a functional analysis to allocate operating income among each party to the controlled transaction. This allocation provides a market return for each party's routine contributions (contributions of tangible property, services, and intangibles which are similar to those made by uncontrolled parties involved in similar business activities for which it is possible to identify market returns). Second, any residual profit attributable to the controlled group's valuable intangible property (where the similar property is not owned by the uncontrolled taxpayers from which the market returns are derived) is divided among the controlled taxpayers based upon the relative value of their non-routine contributions of intangible property.

### *Applicability to the present case*

The given transaction between NDTV and NDTV Convergence and Adani Enterprises was not closely interrelated and did not involve a transfer of unique intangibles. Thus, PSM has not been considered as the most appropriate method.

## **Transactional Net Margin Method (TNMM)**

TNMM evaluates the Arm's-Length nature of controlled transactions based upon objective measurement of profitability (known as profit level indicators) derived from uncontrolled parties that engage in similar business activities under similar circumstances. The arm's-length result is determined based upon the operating

profit that the “tested party” would have earned on RPTs if its profit level indicators were equivalent to those of the uncontrolled parties. Profit level indicators are financial ratios that measure the relationships among profits, costs incurred, and resources employed. The operating margin, return on sales, and other profit level indicators which provide reasonable indications of income that the tested party would have earned if it dealt with uncontrolled parties, may be used in determining the arm's-length result. Although one must consider all the comparability factors discussed above, comparability under the TNMM is particularly dependent upon functions performed, risks assumed, and assets employed. TNMM is appropriate for provision of services where CPM or RPM cannot be adequately applied as net margins are less affected by transactional differences than are prices (as in the case of CUP) and gross margins (as in the case of RPM/ CPM).

#### *Applicability to the present case*

TNMM has not been considered as an appropriate method for evaluating the interest rate for the said arrangement between NDTV and NDTV Convergence and Adani Enterprises. Since the companies/ institutions that are engaged in providing financial services to the businesses charge different interest rates for the different loans provided to the different borrowers as per their creditworthiness.

#### **Other Method**

The other method shall be any method that considers the price which has been charged or paid, or would have been charged or paid, for the same or similar uncontrolled transaction, with or between non-related parties, under similar circumstances, considering all the relevant facts.

In the instant case, this method is considered appropriate to evaluate the arm's length interest rate to be charged by Group Company on outstanding balance under the Borrowings proposed to be granted to NDTV.

#### **4. EVALUATION OF ARM'S LENGTH INTEREST RATE**

##### ***A. Determination of Risk-Free Rate***

To determine the arm's length interest rate applicable to the inter-corporate loans availed by New Delhi Television Limited ("NDTV"), the risk-free rate has been derived from the zero-coupon yield curve of Indian Government Securities (G-Sec Bonds), as published by CCIL/FBIL. Due to the limited availability of comparable bond transaction data, we were unable to identify sufficient comparable corporate bonds/NCDs for deriving the arm's length interest rate. Therefore, the benchmarking analysis has been carried out using alternative market-based indicators and publicly available data sources. The risk-free rate has been determined based on the zero-coupon yield curve of Indian Government Securities (G-Sec Bonds). The G-Sec zero-coupon yield for a 3-year tenure is 6.03% and for a 3.5-year tenure is 6.12%. Using linear interpolation for the year to maturity period of approximately 3.2 years (based on issue date of January 28, 2026 and maturity date of March 31, 2029), the interpolated zero-coupon rate is determined at 6.1%. **(Refer Annexure-1)**

### ***B. Credit Risk Exposure for Borrowings Granted***

In the instant case, we have been represented by the management that NDTV has sufficient resources and backing to meet its obligations under the loan agreements entered with NCL and AEL.

In the credit rating report issued by Care Rating dated May 19, 2025 for existing bank facilities of NDTV, it was rated 'A-' for the for the long-term loan facilities amounting to INR 120 Crore. Based on this credit rating, we have considered the reference rating of A3/A- for the purpose of determining the credit spread. **(Refer Annexure-2)**

### ***C. Determination of Credit Spread***

The credit spread represents the additional yield over the risk-free rate that compensates the lender for the credit risk associated with lending to the borrower. Based on the credit profile of NDTV (reference rating: A3/A-), the credit spread has been determined at 0.9%. **(Refer Annexure-2)**

### ***D. Determination of Synthetic Interest Rate***

The synthetic interest rate is computed as the sum of the risk-free rate and the credit spread:

Synthetic Interest Rate = Risk-Free Rate + Credit Spread = 6.1% + 0.9% = 7.0%

### ***E. Risk Adjusted Premium (Unsecured ICD)***

In determining the arm's length interest rate for inter-corporate loans, risk adjusted premium (unsecured ICD) has been applied over and above the synthetic interest rate. This adjustment is necessary to account for the incremental risks inherent in privately placed, non-traded debt instruments that are not captured by the credit rating-based spread alone.

Risk Adjusted Premium (on account of unsecured ICD) = 1.5%

### ***F. Computation of Arm's Length Interest Rate***

The arm's length interest rate is computed as the sum of the synthetic interest rate and risk adjusted premium (unsecured ICD), as summarized below:

<b>Particulars</b>	<b>Rate</b>
Risk-Free Rate (G-Sec Bonds)	6.1%
Add: Credit Spread (A3/A- rating)	0.9%
<b>Synthetic Interest Rate</b>	<b>7.0%</b>
Add: Risk Adjusted Premium (Unsecured ICD)	1.5%
<b>Arm's Length Interest Rate</b>	<b>8.5%</b>

### **5. CONCLUSION**

Based on the analysis, assumptions used and information provided to us by the Management, we are of the view that interest rate of **8.5%**, shall be considered as the Arm's Length Interest Rate to be charged by the Group Company in respect of the Inter-Corporate loan facilities.

**Annexures**  
**Annexure 1: Determination of Risk-Free Rate**

Particulars		Tenure (Years)	Zero Coupon Rate (%)
G-Sec Zero Coupon Yield (Lower Bound)		3	6.03
G-Sec Zero Coupon Yield (Upper Bound)		3.5	6.12
Tenure Difference		<b>0.5</b>	
Rate Difference			<b>0.09</b>
Issue Date	28-01-2026		
Maturity Date	31-03-2029		
<b>Year to Maturity</b>		<b>3.2</b>	
Interpolated Zero Coupon Rate for Year to Maturity Period			<b>6.1</b>
<b>Risk-Free Rate</b>			<b>6.1</b>

**Zero Rates Comparison**

From 01/28/2026 To 01/28/2026

Maturity	28-01-2026
0.0	5.41
0.5	5.53
1.0	5.64
1.5	5.74
2.0	5.84
2.5	5.94
3.0	6.03
3.5	6.12
4.0	6.2
4.5	6.28

\*Source: [www.ccilindia.com](http://www.ccilindia.com)

## Annexure 2: Company Profile & Credit Assessment

Particulars	Details
Market Cap as on 28-01-2026 (INR Mn) - NSE	9,397.9
Market Cap as on 28-01-2026 (INR Mn) - BSE	9,422.7
Size & Category	Large non-financial services firm
Shares Outstanding (Million)	112.8
Share Price as on 28-01-2026 (NSE)	83.3
Share Price as on 28-01-2026 (BSE)	83.5
Credit Rating (New Delhi Television Limited (NDTV))	A-
Credit Rating Agency	Care Edge
Reference Rating	A3/A-

<b>For large non-financial service firms</b>			
<i>If interest coverage ratio is</i>			
<i>&gt;</i>	<i>≤ to</i>	<i>Rating is</i>	<i>Spread is</i>
-100000	0.199999	D2/D	19.00%
0.2	0.649999	C2/C	16.00%
0.65	0.799999	Ca2/CC	12.61%
0.8	1.249999	Caa/CCC	8.85%
1.25	1.499999	B3/B-	5.09%
1.5	1.749999	B2/B	3.21%
1.75	1.999999	B1/B+	2.75%
2	2.249999	Ba2/BB	1.84%
2.25	2.499999	Ba1/BB+	1.38%
2.5	2.999999	Baa2/BBB	1.11%
3	4.249999	A3/A-	0.89%
4.25	5.499999	A2/A	0.78%
5.5	6.499999	A1/A+	0.70%
6.5	8.499999	Aa2/AA	0.55%
8.50	100000	Aaa/AAA	0.40%

\* Row (A3/A-) represents the rating applicable to NDTV for the purpose of this evaluation.

\*Source: [careratings.com](http://careratings.com)

\* Source: Damodaran Online - Credit Spread Table for Large Non-Financial Service Firms (Prof. Aswath Damodaran, NYU Stern School of Business).

**Annexure 3: Computation of Arm's Length Interest Rate**

<b>Particulars</b>	<b>Basis / Input</b>	<b>Rate / Factor</b>	<b>Amount</b>
Risk-Free Rate (G-Sec Bonds)	Zero coupon yield interpolation		6.1%
Add: Credit Spread	Reference Rating: A3/A-	0.9%	0.9%
<b>Synthetic Interest Rate</b>			<b>7.0%</b>
Add: Risk Adjusted Premium (Unsecured ICD)			1.5%
<b>Arm's Length Interest Rate</b>			<b>8.5%</b>

*Note: The arm's length interest rate has been determined using the build-up approach comprising the risk-free rate (G-Sec zero-coupon yield), credit spread based on the reference credit rating (A3/A-per Care Edge), and a Risk Adjusted Premium on account of Unsecured(ICD) inter-corporate loans.*